

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2025-02-21** | Period of Report: **2025-02-14**

SEC Accession No. [0001213900-25-016100](#)

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FILER

OSR Holdings, Inc.

CIK: [1840425](#) | IRS No.: **845052822** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **8-K** | Act: **34** | File No.: [001-41390](#) | Film No.: **25651948**

SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address

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Business Address

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 14, 2025

OSR Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-41390

(Commission File Number)

84-5052822

(IRS Employer
Identification No.)

10900 NE 4th Street, Suite 2300, Bellevue, WA

(Address of Principal Executive Offices)

98004

(Zip Code)

Registrant's telephone number, including area code (425) 635-7700

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	OSRH	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	OSRHW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

INTRODUCTORY NOTE

On February 14, 2025 (the “Closing Date”), OSR Holdings, Inc. (f/k/a Bellevue Life Sciences Acquisition Corp.) (the “Company”) completed its previously announced business combination (the “Business Combination”) with OSR Holdings Co., Ltd., a corporation organized under the laws of the Republic of Korea (“OSR”), pursuant to the Amended and Restated Business Combination Agreement, dated as of May 23, 2024, as amended on December 20, 2024 (the “Business Combination Agreement”), by and among the Company, OSR, each stockholder of OSR that executed a Participating Joinder thereto (each such person, a “Participating Stockholder”), and each stockholder of OSR that executed a Non-Participating Joinder thereto (each such person, a “Non-Participating Stockholder”, and together with the Participating Stockholders, the “OSR Stockholders”).

On the Closing Date, the Company issued to the Participating Stockholders an aggregate of 16,282,047 shares of Company common stock, par value \$0.0001 per share (“Company Common Stock”), and the Participating Stockholders transferred their respective shares of OSR’s Series A common stock, with a par value of KRW 5,000 per share (“OSR Common Stock”), to the Company (the “Share Exchange”). Following the consummation of the Business Combination and the Share Exchange (the “Closing”), the Company now owns approximately 67% of the outstanding OSR Common Stock, and OSR Stockholders holding an additional 22% of the outstanding OSR Common Stock will continue to hold their shares of OSR Common Stock subject to the terms of the Non-Participating Joinders which contain put and call rights whereby the Non-Participating Stockholders shall have the right to cause the Company to purchase (the “Put Right”) and the Company shall have the right to cause the Non-Participating Stockholders to sell to the Company or its designee (the “Call Right”) all of the shares of OSR Common Stock owned and held of record by such Non-Participating Stockholder. These rights become exercisable on or after the earlier of (i) January 1, 2026, or (ii) the date that the Non-Participating Stockholder is notified by the Company of a transaction that will result in a change in control (as defined in the Non-Participating Joinder) of the Company (the “Trigger Date”). The Put Right and Call Right terminate and expire 120 days after the Trigger Date. The exchange ratio is fixed under the put/call rights at the same exchange ratio set forth in the Business Combination Agreement, and there is no option for cash settlement. Holders of approximately 11% of the outstanding OSR Common Stock did not sign a Joinder and will continue to hold their shares of OSR Common Stock, and such shares will not be subject to any contractual put or call rights, or other conversion rights, with or into Company Common Stock.

As of the Closing Date, Kuk Hyoun Hwang beneficially held approximately 67.8% of the outstanding shares of the Company Common Stock.

Unless the context otherwise requires, “we,” “us,” “our,” “New OSR Holdings” and the “Company” refer to OSR Holdings, Inc., a Delaware corporation (f/k/a Bellevue Life Sciences Acquisition Corp., a Delaware corporation), and its consolidated subsidiaries following the Closing. Unless the context otherwise requires, references to “BLAC” refer to Bellevue Life Sciences Acquisition Corp., a Delaware corporation, prior to the Closing. All references herein to the “Board” refer to the board of directors of the Company.

Terms used in this Current Report on Form 8-K (this “Report”) but not defined herein, or for which definitions are not otherwise incorporated herein by reference, shall have the meaning given to such terms in the definitive proxy statement/prospectus (the “Proxy Statement/Prospectus”) filed by BLAC with the Securities and Exchange Commission on January 31, 2025 in the section entitled “Frequently Used Terms” beginning on page 2 thereof, and such definitions are incorporated herein by reference.

Item 1.01. Entry into a Material Definitive Agreement.

Participating Joinders

Prior to the Closing Date, the Company entered into participating joinders (the “Participating Joinders”) with the Participating Stockholders, pursuant to which the Company issued an aggregate of 16,282,047 shares of Company Common Stock to the Participating Stockholders in exchange for an aggregate of 1,256,085 shares of OSR Common Stock, or approximately 67% of the outstanding shares of OSR Common Stock. Pursuant to the Participating Joinders, the Participating Stockholders became party to the Business Combination Agreement with all attendant rights, duties and obligations (including in respect of all of the representations, warranties, covenants, agreements and conditions of the Business Combination Agreement), with the same force and effect as if originally named as a “Participating Company Stockholder” in the Business Combination Agreement.

The Participating Joinders contain customary representations, warranties and covenants, and include a general release of all claims against the Company, OSR and each of its and their respective affiliates, successors, assigns, officers, directors, employees, agents, administrators and trustees.

The foregoing summary is subject to and qualified in its entirety by reference to the Form of Participating Joinder, which is filed hereto as Exhibit 10.1 and the terms of which are incorporated herein by reference.

Non-Participating Joinders

Prior to the Closing Date, the Company entered into non-participating joinders (the “Non-Participating Joinders” and, together with the Participating Joinders, the “Joinders”) with the Non-Participating Stockholders, pursuant to which the Non-Participating Stockholders became party to the Business Combination Agreement with all attendant rights, duties and obligations (including in respect of all of the representations, warranties, covenants, agreements and conditions of the Business Combination Agreement), with the same force and effect as if originally named as a “Non-Participating Company Stockholder” in the Business Combination Agreement.

The Non-Participating Joinders contain put and call rights for the Non-Participating Stockholders and the Company, respectively, whereby the Non-Participating Stockholders shall have the Put Right and the Company shall have the Call Right.

The Put Right and Call Right will be exercisable on or after the Trigger Date. The Put Right and Call Right terminate and expire 120 days after the Trigger Date.

The Non-Participating Joinders contain customary representations, warranties and covenants, and include a general release of all claims against the Company, OSR and each of its and their respective affiliates, successors, assigns, officers, directors, employees, agents, administrators and trustees.

The foregoing summary is subject to and qualified in its entirety by reference to the Form of Non-Participating Joinder, which is filed hereto as Exhibit 10.2 and the terms of which are incorporated herein by reference.

Lock-Up Agreements

On the Closing Date, the Company entered into Lock-up Agreements (the “Lock-Up Agreements”) with Bellevue Capital Management LLC (“BCM”), BCM Europe AG (“BCME”), Sung Jae Yu, and Sung Hoon Chung (together, the “Holders”), pursuant to which the Holders are contractually restricted from selling or transferring between 70%-100% of their shares of Company Common Stock received in the Share Exchange (the “Lock-Up Shares”). Such restrictions became applicable commencing from the Closing Date and end (i) with respect to BCM and BCME, on the 36-month anniversary of the Closing Date; and (ii) with respect to Sung Jae Yu and Sung Hoon Chung, on January 1, 2026.

The foregoing summary is subject to and qualified in its entirety by reference to the Form of Lock-Up Agreement, which is filed hereto as Exhibit 10.3 and the terms of which are incorporated herein by reference.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The disclosure set forth in the “Introductory Note” above is incorporated into this Item 2.01 by reference.

FORM 10 INFORMATION

Item 2.01(f) of Form 8-K states that if the registrant was a shell company, as the Company was immediately before the Business Combination, then the registrant must disclose the information that would be required if the registrant were filing a general form for registration of securities on Form 10. As a result of the consummation of the Business Combination, and as discussed below in Item 5.06 of this Report, the Company has ceased to be a shell company. Accordingly, the Company is providing below the information that would be included in a Form 10 if it were to file a Form 10. Please note that the information provided below relates to the combined

company after the consummation of the Business Combination, unless otherwise specifically indicated or the context otherwise requires.

Cautionary Note Regarding Forward-Looking Statements

This Report includes statements that express the Company's opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, "forward-looking statements." These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes," "continues," "could," "estimates," "anticipates," "expects," "seeks," "projects," "intends," "predicts," "plans," "may," "might," "possible," "potential," "would," or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Report (including in information that is incorporated by reference into this Report) and include statements regarding our intentions, beliefs or current expectations concerning, among other things, the Business Combination and the benefits of the Business Combination, including results of operations, financial condition, liquidity, prospects, growth, strategies and the markets in which the Company operates. Such forward-looking statements are based on available current market material and management's expectations, beliefs and forecasts concerning future events impacting the Company.

As a result of a number of known and unknown risks and uncertainties, the actual results or performance of the Company may be materially different from those expressed or implied by these forward-looking statements. The following important factors, in addition to those discussed under the heading "*Risk Factors*" in the Proxy Statement/Prospectus, could affect the future results of the Company and cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements:

- the ability to achieve or sustain profitability;
- changes in applicable laws or regulations;
- failure to realize the anticipated benefits of the Business Combination;
- the ability to maintain the listing of the shares of the Company Common Stock and warrants of the Company on the Nasdaq Stock Market LLC ("Nasdaq");
- risks related to the loss of one or more key employees or failure to attract and retain highly skilled employees;
- the Company's strategy, future operations, financial position, revenues, projected costs, projects and plans;
- the Company's ability to successfully and efficiently integrate future expansion plans and opportunities;
- the Company's ability to grow its business in a cost-effective manner;
- the implementation, market acceptance and success of the Company's business model;
- developments and projections relating to the Company's competition and industry;
- the Company's expectations regarding its ability to obtain and maintain intellectual property protection and not infringe on the rights of others;
- the outcome of any known and unknown litigation and regulatory proceedings; and
- other risks and uncertainties described in the Proxy Statement/Prospectus, including those under the section entitled "*Risk Factors*."

The forward-looking statements contained in this Report are based on the Company's current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting the Company will be those that the Company has anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the Company's control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described or incorporated by reference under the heading "*Risk Factors*" below. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. The Company will not and does not undertake any obligation to update or revise any

forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Business

The business of the Company is described in the Proxy Statement/Prospectus in the section entitled “*Business of OSR Holdings and Certain Information About OSR Holdings*” beginning on page 239 thereof and that information is incorporated herein by reference.

Risk Factors

The risks associated with the Company’s business are described in the Proxy Statement/Prospectus in the section entitled “*Risk Factors*” beginning on page 50 thereof and are incorporated herein by reference. A summary of the risks associated with the Company’s business is also included on pages 41-43 of the Proxy Statement/Prospectus under the heading “*Summary Risk Factors*” and are incorporated herein by reference.

Financial Information

Management’s Discussion and Analysis of Financial Condition and Results of Operations

OSR’s Management’s Discussion and Analysis of Financial Condition and Results of Operations is set forth in Exhibit 99.1 hereto and is incorporated herein by reference.

BLAC’s Management’s Discussion and Analysis of Financial Condition and Results of Operations is included in the Proxy Statement/Prospectus beginning on page 312 thereof and are incorporated herein by reference.

Quantitative and Qualitative Disclosures about Market Risk

Reference is made to the disclosure in the section titled “*OSR’s Management’s Discussion and Analysis of Financial Condition and Results of Operation – Impacts of COVID-19 and Market Conditions on Our Business*” on pages 290-91 of the Proxy Statement/Prospectus, which is incorporated herein by reference.

Other Financial Information

The audited financial statements of OSR as of and for the years ended December 31, 2023 and 2022 and the related notes thereto are set forth in Exhibit 99.2 hereto and are incorporated herein by reference.

The unaudited financial statements of OSR as of and for the nine months ended September 30, 2024 and 2023 and the related notes thereto are set forth in Exhibit 99.3 hereto and are incorporated herein by reference.

The audited financial statements of BLAC as of and for the years ended December 31, 2023 and 2022 and the related notes thereto are included in the Proxy Statement/Prospectus beginning on page F-27 thereof and are incorporated herein by reference.

The unaudited financial statements of BLAC as of and for the nine months ended September 30, 2024 and 2023 and the related notes thereto are included in the Proxy Statement/Prospectus beginning on page F-2 thereof and are incorporated herein by reference.

The unaudited pro forma condensed combined financial information of the Company as of September 30, 2024, and for the nine months ended September 30, 2024 and the year ended December 31, 2023 is filed as Exhibit 99.4 hereto and incorporated herein by reference.

Properties

The properties of the Company are described in the Proxy Statement/Prospectus in the section entitled “*Business of OSR Holdings and Certain Information About OSR Holdings*” beginning on page 239 thereof and that information is incorporated herein by reference.

Security Ownership of Certain Beneficial Owners and Management

The following table and accompanying footnotes set forth information known to us regarding the beneficial ownership of the Company's Common Stock following the consummation of the Business Combination by:

- each person known by us to be the beneficial owner of more than 5% of the outstanding shares of the Company's Common Stock;
- each of our current named executive officers and directors; and
- all of our current executive officers and directors as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days. Except as described in the footnotes below and subject to applicable community property laws and similar laws, we believe that each person listed below has sole voting and investment power with respect to such shares.

The beneficial ownership of the Company's Common Stock is based on 19,276,978 shares of the Company's Common Stock issued and outstanding immediately following consummation of the Business Combination.

Beneficial Ownership Table

Name and Address of Beneficial Owner ⁽¹⁾	Number of Shares Beneficially Owned	% of Ownership
<i>Officer and Directors After the Transactions</i>		
Kuk Hyoun Hwang ⁽²⁾	13,069,104	67.8%
Jun Chul Whang ⁽³⁾	—	*
Gihyoun Bang	—	*
Sang Hoon Kim	—	*
Alcide Barberis	—	*
Joong Myung Cho	—	*
Hyuk Joo Jee	—	*
Sang Hyun Kim	—	*
Phil Geon Lee	—	*
Seng Chin Mah	—	*
Jin Whan Park ⁽⁴⁾	20,000	*
All such executive officers and directors as a group (11 individuals)	13,089,104	67.9%
<i>Greater than 5% Stockholders**</i>		
Bellevue Global Life Sciences Investors LLC ⁽⁵⁾	1,332,500	6.9%
BCM Europe AG ⁽⁶⁾	8,612,634	44.7%
Bellevue Capital Management LLC ⁽⁷⁾	3,123,970	16.2%
Duksung Co., Ltd. ⁽⁸⁾	1,420,215	7.4%

* Less than one percent.

(1) Unless otherwise noted, the address of each beneficial owner is c/o OSR Holdings, Inc., 10900 NE 4th Street, Suite 2300, Bellevue, WA 98004.

Interest consists of (i) 1,725,000 founder shares of the Company's Common Stock, (ii) the transfer of 34,500 shares of the Company's common stock to Chardan Capital Markets, LLC ("Chardan"), (iii) 430,000 placement shares held of record by Bellevue Global Life Sciences Investors LLC ("BGLSI"), (iv) the transfer of 120,000 shares of the Company's Common Stock by

(2) BGLSI to officers and directors of BLAC at the time of its initial public offering, and (v) the transfer of 310,000 private placement units held by BGLSI and 370,000 founder shares held by BGLSI to BCM Europe AG ("BCME"). BGLSI's ownership an additional 12,000 shares underlying the private placement rights that convert at the closing of the Business Combination and the shares of the Company's Common Stock held by BCME and Bellevue Capital Management LLC ("BCM") upon the closing of the

Business Combination. Mr. Hwang is the founder and managing partner of BCM, the general partner of BGLSI, and has voting and dispositive power over the shares.

- (3) Interest does not include shares of the Company's Common Stock held by BGLSI. Mr. Whang is a minority owner of BCM but has no voting or dispositive power over the shares of the Company's Common Stock held by BGLSI.
- (4) BGLSI transferred 20,000 shares of the Company's common stock to Mr. Park. Interest consists of (i) 1,725,000 founder shares of the Company's Common Stock, (ii) the transfer of 34,500 shares of the Company's Common Stock to Chardan, (iii) 430,000 placement shares held of record by BGLSI, (iv) the transfer of 120,000 shares of the Company's Common Stock by BGLSI to officers and directors of BLAC at the time of its initial public offering, and (v) the
- (5) transfer of 310,000 private placement units identical held by BGLSI and 370,000 founder shares held by BGLSI to BCME. BGLSI's ownership post-closing includes an additional 12,000 shares underlying the private placement rights that convert at the closing of the Business Combination. Mr. Hwang is the founder and managing partner of BCM, the general partner of BGLSI, and has voting and dispositive power over the shares.

Interest consists of the 370,000 founder shares and 310,000 private placement units (including the exercise of 310,000 private placement warrants into 310,000 shares of the Company's Common Stock, the conversion of 310,000 private placement rights into 31,000 shares of the Company's Common Stock, and the exercise of 60,000 private placement warrants that were also transferred to

- (6) BCME by BGLSI pursuant to the promissory note into 60,000 shares of the Company's Common Stock) and 581,031 shares of OSR Common Stock held by BCME prior to the closing of the Business Combination. The 581,031 shares of OSR Common Stock were exchanged for 7,531,634 shares of the Company's Common Stock upon the consummation of the Business Combination. BCME is a wholly-owned subsidiary of BCM. The business address of BCME is Gotthardstrasse 26 6300 Zug Switzerland. Interest consists of 241,000 shares of OSR Common Stock held by BCM prior to the closing of the Business Combination. The
- (7) 241,000 shares of OSR Common Stock were exchanged for 3,123,970 shares of the Company's Common Stock upon the consummation of the Business Combination. Mr. Hwang has voting and dispositive over such shares. Interest consists of (i) 63,912 shares of OSR Common Stock held by Duksung Co., Ltd. ("Duksung") prior to the closing of the Business Combination and (ii) 45,651 shares of OSR Common Stock held by Duksung P&T Co., Ltd., an affiliate of Duksung,
- (8) prior to the closing of the Business Combination. The 109,563 shares of OSR Common Stock are being exchanged for 1,420,215 shares of the Company's Common Stock upon the consummation of the Business Combination. The business address of Duksung is 25 Sinwonro Yeongtonggu Suwonsi Gyeonggi-do, Republic of Korea.

Directors and Executive Officers

The Company's directors and executive officers upon the Closing are described in the Proxy Statement/Prospectus in the section entitled "*Management Following the Business Combination*" beginning on page 322 thereof and that information is incorporated herein by reference.

The information set forth in Item 5.02 to this Report is incorporated herein by reference.

Executive Compensation

The compensation of the named executive officers of OSR before the Business Combination is set forth in the Proxy Statement/Prospectus in the section titled "*Executive and Director Compensation of OSR Holdings*" beginning on page 285 thereof and that information is incorporated herein by reference.

The information set forth in Item 5.02 to this Report is incorporated herein by reference.

At the special meeting of BLAC stockholders held on February 13, 2025 (the "Special Meeting"), BLAC's stockholders approved the Company's 2025 Omnibus Incentive Plan ("Incentive Plan"). A description of the material terms of the Incentive Plan is set forth in the section of the Proxy Statement/Prospectus titled "*Proposal No. 4 – The Incentive Plan Proposal*," which is incorporated herein by reference. This summary is qualified in its entirety by reference to the complete text of the Incentive Plan, a copy of which is attached as Exhibit 10.5 to this Current Report on Form 8-K.

Compensation Committee Interlocks and Insider Participation

None of our executive officers serves as a member of a compensation committee (or other committee performing equivalent functions) of any entity that has one or more executive officers serving on our compensation committee.

Certain Relationships and Related Transactions, and Director Independence

Certain relationships and related person transactions of OSR are described in the Proxy Statement/Prospectus in the section entitled “*Certain OSR Holdings Relationships and Related Person Transactions*” beginning on page 302 thereof and is incorporated herein by reference.

Director Independence

Information regarding director independence is described in the Proxy Statement/Prospectus in the section titled “*Management Following the Business Combination — Director Independence*” beginning on page 324 thereof and is incorporated herein by reference.

Legal Proceedings

Reference is made to the disclosure regarding legal proceedings in the section of the Proxy Statement/Prospectus titled “*Business of OSR Holdings and Certain Information About OSR Holdings — Legal Proceedings*” beginning on page 282 thereof and is incorporated herein by reference.

Market Price of and Dividends on the Registrant’s Common Equity and Related Stockholder Matters

On February 18, 2025, the Company’s Common Stock and warrants commenced trading on Nasdaq under the symbols “OSRH” and “OSRHW,” respectively. It is the present intention of the Board to retain all earnings, if any, for use in the Company’s business operations and, accordingly, the Board does not anticipate declaring any dividends in the foreseeable future. The payment of cash dividends in the future will be dependent upon the Company’s revenues and earnings, if any, capital requirements and general financial condition. The payment of any cash dividends is within the discretion of the Board. Further, the ability of the Company to declare dividends may be limited by the terms of financing or other agreements, and other agreements entered into by the Company or its subsidiaries from time to time.

Information regarding BLAC units, common stock, rights and warrants and related stockholder matters are described in the Proxy Statement/Prospectus in the section titled “*Market Price and Dividend Information*” on page 343 thereof, and such information is incorporated herein by reference.

Holders of Record

As of the Closing, the Company had 19,276,978 shares of Common Stock issued and outstanding held of record by 62 holders, no shares of preferred stock outstanding and 7,330,000 warrants outstanding held of record by 5 holders. Such amounts do not include DTC participants or beneficial owners holding shares through nominee names.

Securities Authorized for Issuance Under Equity Compensation Plans

The information contained in the section titled “*Incentive Plan*” in Item 5.02 to this Current Report on Form 8-K is incorporated herein by reference.

Description of Registrant’s Securities to be Registered

The Company’s securities are described in the Proxy Statement/Prospectus in the section entitled “*Description of Securities*” beginning on page 328 thereof and that information is incorporated herein by reference. As described below, the Company’s Amended and Restated Certificate of Incorporation was approved by BLAC’s stockholders at the Special Meeting and became effective upon filing with the Secretary of the State of Delaware on February 13, 2025.

Indemnification of Directors and Officers

The indemnification of our directors and officers is described in the Proxy Statement/Prospectus in the section entitled “*Management Following the Business Combination — Limitation of Liability and Indemnification of Directors and Officers*” beginning on page 327 thereof and that information is incorporated herein by reference.

The information contained in the section titled “*Indemnification Agreements*” in Item 5.02 to this Current Report on Form 8-K is incorporated herein by reference.

Item 3.03. Material Modification to Rights of Security Holders

The information set forth in Item 5.03 to this Report is incorporated herein by reference.

Item 5.01. Changes in Control of the Registrant

The information set forth above under Item 1.01 and Item 2.01 of this Report is incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

The information set forth above in “*Management Following the Business Combination*,” “*Certain OSR Holdings Relationships and Related Person Transactions*,” “*Certain BLAC Relationships and Related Person Transactions*” and “*Indemnification of Directors and Executive Officers*” in Item 2.01 to this Report is incorporated herein by reference. Further, in connection with the Business Combination, effective as of the Closing, David J. Yoo resigned from his position as BLAC’s Chief Financial Officer. Additionally, effective as of the Closing of the Business Combination, Kuk Hyoun Hwang is the President and Chief Executive Officer of the Company, Jun Chul Whang is Chief Legal Officer and Secretary, Gihyoun Bang is Chief Financial Officer and Sang Hoon Kim is Head of Corporate Venture Capital.

Incentive Plan

As previously disclosed, at the Special Meeting, BLAC’s stockholders approved the Company’s Incentive Plan. A description of the material terms of the Incentive Plan is set forth in the section of the Proxy Statement/Prospectus titled “*Proposal No. 4 – The Incentive Plan Proposal*,” which is incorporated herein by reference. This summary is qualified in its entirety by reference to the complete text of the Incentive Plan, a copy of which is attached as Exhibit 10.5 to this Report.

Indemnification Agreements

On February 14, 2025, in connection with the Closing, the Company entered into indemnification agreements with each of its directors and executive officers. Each indemnification agreement provides for the indemnification and advancement by the Company of certain expenses and costs relating to claims, suits or proceedings arising from service to the Company or, at its request, service to other entities, as officers or directors, to the maximum extent permitted by applicable law. The foregoing summary is subject to and qualified in its entirety by reference to the Form of Indemnification Agreement, which is filed hereto as Exhibit 10.4 and the terms of which are incorporated by reference herein to this Report.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 14, 2025, the Company amended and restated its bylaws (as amended, the “A&R Bylaws”).

A copy of the A&R Bylaws is attached as Exhibit 3.2 to this Report and is incorporated herein by reference.

The material terms of the A&R Bylaws and the general effect upon the rights of holders of the Company’s capital stock are included in the Proxy Statement/Prospectus under the sections titled “*Proposal No. 2 — The Charter Proposal*,” “*Proposal No. 3A – 3F — The Advisory Governance Proposals*,” “*Description of Securities*,” and “*Comparison of Corporate Governance and Stockholders’ Rights*” beginning on pages 222, 223, 328 and 336 of the Proxy Statement/Prospectus, respectively, which are incorporated herein by reference.

Item 5.06. Change in Shell Company Status

As a result of the Business Combination, the Company ceased to be a shell company. Reference is made to the disclosure in the Proxy Statement/Prospectus in the section entitled “*Proposal No. 1 — The Business Combination Proposal*” beginning on page 221 thereof, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

a) Financial statements.

The audited financial statements of OSR as of and for the years ended December 31, 2023 and 2022 and the related notes thereto are set forth in Exhibit 99.2 hereto and are incorporated herein by reference.

The unaudited financial statements of OSR as of and for the nine months ended September 30, 2024 and 2023 and the related notes thereto are set forth in Exhibit 99.3 hereto and are incorporated herein by reference.

The audited financial statements of BLAC as of and for the years ended December 31, 2023 and 2022 and the related notes thereto are included in the Proxy Statement/Prospectus beginning on page F-27 thereof and are incorporated herein by reference.

The unaudited financial statements of BLAC as of and for the nine months ended September 30, 2024 and 2023 and the related notes thereto are included in the Proxy Statement/Prospectus beginning on page F-2 thereof and are incorporated herein by reference.

(b) Pro forma financial information.

The unaudited pro forma condensed combined financial information of the Company as of September 30, 2024, and for the nine months ended September 30, 2024 and the year ended December 31, 2023 is filed as Exhibit 99.4 hereto and incorporated herein by reference.

(c) Management’s Discussion and Analysis of Financial Condition and Results of Operations

Managements’ discussion and analysis of the financial condition and results of operations prior to the Business Combination is included in (a) OSR Holding’s Management’s Discussion and Analysis of Financial Condition and Results of Operations included as Exhibit 99.1 hereto and is incorporated herein by reference and (b) BLAC’s Management’s Discussion and Analysis of Financial Condition and Results of Operations included in the Proxy Statement/Prospectus beginning on page 312 thereof and is incorporated herein by reference.

(d) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
2.1#	Amended and Restated Business Combination Agreement, dated as of May 23, 2024, between Bellevue Life Sciences Acquisition Corp. and OSR Holdings Co., Ltd. (incorporated by reference to Exhibit 2.1 to BLAC’s Current Report on Form 8-K (File No. 001-41390) filed with the SEC on May 30, 2024).
2.2	First Amendment to the Amended and Restated Business Combination Agreement, dated as of December 20, 2024, between Bellevue Life Sciences Acquisition Corp. and OSR Holdings Co., Ltd. (incorporated by reference to Exhibit 2.1 to BLAC’s Current Report on Form 8-K (File No. 001-41390) filed with the SEC on December 23, 2024).
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K (File No. 001-41390) filed with the SEC on February 13, 2025).
3.2	Amended and Restated Bylaws of OSR Holdings, Inc.
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to BLAC’s Form S-1 (File No. 333-264597) filed with the SEC on April 29, 2022)
4.2	Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to BLAC’s Form S-1 (File No. 333-264597) filed with the SEC on May 13, 2022)
4.3	Warrant Agreement, dated February 9, 2023, between Continental Stock Transfer & Trust Company and BLAC (incorporated by reference to Exhibit 4.1 to BLAC’s Current Report on Form 8-K (File No. 001-41390) filed with the SEC on February 15, 2023)
10.1	Form of Participating Joinder

10.2	Form of Non-Participating Joinder
10.3	Form of Lock-Up Agreement
10.4	Form of Indemnification Agreement
10.5+	2025 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.27 to BLAC's Registration Statement on Form S-4 (File No. 333-280590) filed with the SEC on January 29, 2025).
21.1	Subsidiaries
23.1	Consent of RSM Shinhan Accounting Corporation
99.1	OSR Holdings Co., Ltd.'s Management's Discussion and Analysis of Financial Condition and Results of Operations for the three months ended September 30, 2023 and 2024, the nine months ended September 30, 2023 and 2024, and the years ended December 31, 2023 and 2022.
99.2	Audited consolidated financial statements of OSR Holdings Co., Ltd. as of and for the fiscal years ended December 31, 2023 and 2022, including the related notes thereto.
99.3	Unaudited consolidated financial statements of OSR Holdings Co., Ltd. as of and for the nine months ended September 30, 2024 and 2023, including the related notes thereto.
99.4	Unaudited pro forma condensed combined balance sheet of the Company as of September 30, 2024, and the unaudited pro forma condensed combined statements of operations of the Company for the year ended December 31, 2023 and the nine months ended September 30, 2024, including the related notes thereto.
99.5	Corporate Governance and Nomination Charter.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Certain schedules, annexes and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K, but will be furnished to the SEC upon request.

+ Management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 21, 2025

OSR HOLDINGS, INC.

By: /s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer

AMENDED AND RESTATED
BYLAWS
OF
OSR HOLDINGS, INC.

ARTICLE I

Meetings of Stockholders

Section 1.1 Annual Meetings. If required by applicable law, an annual meeting of stockholders shall be held for the election of directors at such date, time and place, if any, either within or without the State of Delaware, as may be designated by resolution or resolutions of the Board of Directors (the “**Board of Directors**”) of OSR Holdings, Inc. (as such name may be changed in accordance with applicable law, the “**Corporation**”) from time to time. Any annual meeting of stockholders may be postponed by action of the Board of Directors at any time in advance of such meeting.

Section 1.2 Special Meetings. Except as otherwise provided by or pursuant to the provisions of the Corporation’s certificate of incorporation (including any certificate filed with the Secretary of State of the State of Delaware establishing a series of preferred stock of the Corporation) (as the same may be amended or amended and restated, the “**Certificate of Incorporation**”), special meetings of stockholders for any purpose or purposes may be called at any time, but solely and exclusively by the Chairperson of the Board of Directors, the Chief Executive Officer or by the directors entitled to cast a majority of the votes of the whole Board of Directors. Except as provided in the foregoing sentence, special meetings of stockholders may not be called by any other person or persons. Any special meeting of stockholders may be postponed by action of the Board of Directors or by the person calling such meeting (if other than the Board of Directors) at any time in advance of such meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given that shall state the place, if any, date and hour of the meeting, the record date for determining stockholders entitled to vote at the meeting, if such date is different from the record date for determining stockholders entitled to notice of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by applicable law, the Certificate of Incorporation or these Amended and Restated Bylaws (as the same may be amended or amended and restated, these “**Bylaws**”), the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting, as of the record date for determining the stockholders entitled to notice of the meeting.

Section 1.4 Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time and place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person or by proxy and vote at such adjourned meeting are (a) announced at the meeting at which the adjournment is taken, (b) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication or (c) set forth in the notice of meeting in accordance with Section 1.3 of these Bylaws. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix a new record date for notice of such adjourned meeting in accordance with Section 1.8 of these Bylaws, and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

Section 1.5 Quorum. Except as otherwise provided by applicable law, by or pursuant to the Certificate of Incorporation or by these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of one-third in voting power of the then

outstanding shares of capital stock of the Corporation entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the stockholders so present may, by a majority in voting power thereof, adjourn the meeting from time to time in the manner provided in Section 1.4 of these Bylaws until a quorum shall attend. Shares of the Corporation's capital stock shall neither be entitled to vote nor be counted for quorum purposes if such shares belong to (a) the Corporation, (b) to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly by the Corporation or (c) any other entity, if a majority of the voting power of such other entity is held, directly or indirectly by the Corporation or if such other entity is otherwise controlled, directly or indirectly, by the Corporation; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own capital stock, held by it in a fiduciary capacity.

Section 1.6 Organization. Meetings of stockholders shall be presided over by the Chairperson of the Board of Directors, if any, or in his or her absence by the Chief Executive Officer, if any, or in his or her absence, by a chairperson designated by the Board of Directors, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7 Voting; Proxies. Except as otherwise provided by applicable law or by or pursuant to the provisions of the Certificate of Incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one (1) vote for each share of capital stock of the Corporation held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to consent to corporate action without a meeting, if any, may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of stockholders need not be by written ballot. Except as otherwise provided by the Certificate of Incorporation, at all meetings of stockholders for the election of directors at which a quorum is present, a plurality of the votes cast shall be sufficient to elect. When a quorum is present at any meeting of stockholders, all other elections, questions or business presented to the stockholders at such meeting shall be decided by the affirmative vote of a majority of votes cast with respect to any such election, question or business presented to the stockholders unless the election, question or business is one which, by express provision of the Certificate of Incorporation, these Bylaws, the rules or regulations of any stock exchange applicable to the Corporation, any regulation applicable to the Corporation or its securities or the laws of the State of Delaware, a vote of a different number or voting by class or series is required, in which case, such express provision shall govern.

Section 1.8 Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, or to consent to corporate action without a meeting (where permitted by or pursuant to the provisions of the Certificate of Incorporation), or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date: (a) in the case of a determination of stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, shall, unless otherwise required by applicable law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting and, unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for determining the stockholders entitled to vote at such meeting, the record date for determining the stockholders entitled to notice of such meeting shall also be the record date for determining the stockholders entitled to vote at such meeting; (b) in the case of a determination of stockholders entitled to consent to corporate action without a meeting (where permitted by or pursuant to the provisions of the Certificate of Incorporation), shall not be more than ten (10) days from the date upon which the resolution fixing the record date is adopted by the Board of Directors; and (c) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (i) the record date for determining stockholders entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to consent to corporate action without a meeting, if any, when no prior action of the Board of Directors is required by applicable law, shall be the first date on which a signed consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by applicable law, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for the stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of stockholders entitled to vote in accordance with the foregoing provisions of this Section 1.8 at the adjourned meeting.

Section 1.9 List of Stockholders Entitled to Vote. The Corporation shall prepare, no later than the tenth (10th) day before each meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting; provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the meeting date, the list shall reflect the stockholders entitled to vote as of the tenth (10th) day before the meeting date, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Nothing contained in this Section 1.9 shall require the Corporation to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of ten (10) days ending on the day before the meeting date (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting, or (b) during ordinary business hours, at the principal place of business of the Corporation. The list of stockholders must also be open to examination at the meeting as required by applicable law. Except as otherwise provided by applicable law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Section 1.9 or to vote in person or by proxy at any meeting of stockholders. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to stockholders of the Corporation.

Section 1.10 Action By Consent in Lieu of Meeting. Any action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by consent of stockholders in lieu of a meeting of stockholders except as otherwise precluded pursuant to the provisions of the Certificate of Incorporation. When, as permitted by or pursuant to the provisions of the Certificate of Incorporation, action required or permitted to be taken at any annual or special meeting of stockholders is taken without a meeting, without prior notice and without a vote, a consent or consents, setting forth the action so taken, shall be given by the holders of outstanding capital stock of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation in accordance with applicable law. When, as permitted by or pursuant to the provisions of the Certificate of Incorporation, action required or permitted to be taken at any annual or special meeting of stockholders is taken without a meeting, without prior notice and without a vote, prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall be given to those stockholders who are entitled thereto under applicable law.

Section 1.11 Inspectors of Election. The Corporation may, and shall if required by applicable law, in advance of any meeting of stockholders, appoint one or more inspectors of election, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and to make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the individual presiding over the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (a) ascertain the number of shares of capital stock of the Corporation outstanding and the voting power of each such share, (b) determine the shares of capital stock of the Corporation represented at the meeting and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors and (e) certify their determination of the number of shares of capital stock of the Corporation represented at the meeting and such inspectors' count of all votes and ballots. Such certification and report shall specify such other information as may be required by applicable law. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders, the inspectors may consider such information as is permitted by applicable law. No individual who is a candidate for an office at an election may serve as an inspector at such election.

Section 1.12 Conduct of Meetings. The date and time of the opening and the closing of the polls for each election, question or business upon which the stockholders will vote at a meeting of stockholders shall be announced at the meeting by the individual presiding over the meeting. The Board of Directors may adopt (by resolution or resolutions thereof) such rules and regulations for the

conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the individual presiding over any meeting of stockholders shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such individual, are appropriate for the proper conduct of the meeting of stockholders. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the individual presiding over the meeting of stockholders, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting of stockholders; (b) rules and procedures for maintaining order at the meeting of stockholders and the safety of those present; (c) limitations on attendance at or participation in the meeting of stockholders to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the individual presiding over the meeting of stockholders shall determine; (d) restrictions on entry to the meeting of stockholders after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants in the meeting of stockholders. The Board of Directors or, in addition to making any other determinations that may be appropriate to the conduct of the meeting of stockholders, the individual presiding over any meeting of stockholders, in each case, shall have the power and duty to determine whether any election, question or business was or was not properly made, proposed or brought before the meeting of stockholders and therefore shall be disregarded and not be considered or transacted at the meeting, and, if the Board of Directors or the individual presiding over the meeting, as the case may be, determines that such election, question or business was not properly made, proposed or brought before the meeting of stockholders and shall be disregarded and not be considered or transacted at the meeting, the individual presiding over the meeting shall declare to the meeting that such election, question or business was not properly made, proposed or brought before the meeting and shall be disregarded and not be considered or transacted at the meeting, and any such election, question or business shall not be considered or transacted at the meeting. Unless and to the extent determined by the Board of Directors or the individual presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 1.13 Notice of Stockholder Business and Nominations.

(a) Annual Meetings of Stockholders. (i) Nominations of one or more individuals for election to the Board of Directors by the stockholders generally entitled to vote (which, for the avoidance of doubt, shall exclude nominations of one or more individuals for election as Class/Series Directors) (each, a “**Nomination**,” and more than one, “**Nominations**”) and the proposal of any question or business other than a Nomination or Nominations to be considered by the stockholders generally entitled to vote (which, for the avoidance of doubt, shall exclude any question or business other than a Nomination or Nominations required by or pursuant to the provisions of the Certificate of Incorporation to be voted on solely and exclusively by the holders of any class (voting separately as a class) or series (voting separately as a series) of capital stock of the Corporation then outstanding) (collectively, “**Business**”) may be made at an annual meeting of stockholders only (A) pursuant to the Corporation’s notice of meeting (or any supplement thereto); provided, however, that reference in the Corporation’s notice of meeting to the election of directors or the election of members of the Board of Directors shall not include or be deemed to include a Nomination or Nominations, (B) by or at the direction of the Board of Directors or (C) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 1.13 is delivered to the Secretary, who is entitled to vote at the meeting and who complies with the procedures set forth in this Section 1.13.

(ii) For Nominations or Business to be properly brought before an annual meeting of stockholders by a stockholder pursuant to Section 1.13(a)(i)(C), the stockholder must have given timely notice thereof in writing to the Secretary and any proposed Business must constitute a proper matter for stockholder action. To be timely, a stockholder’s notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year’s annual meeting of stockholders; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment or postponement of an annual meeting of stockholders commence a new time period (or extend any time period) for the giving of a stockholder’s notice as described above. Such stockholder’s notice shall set forth: (A) as to each Nomination to be made by such stockholder, (1) all information relating to the individual subject to such Nomination that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Securities

Exchange Act of 1934, as amended (the “**Exchange Act**”), without regard to the application of the Exchange Act to either the Nomination or the Corporation, (2) such individual’s written consent to being named in any proxy statement as a nominee and to serving as director if elected, (3) a description of any direct or indirect compensation or benefit (including, without limitation, indemnification and/or advancement rights) to which the individual subject to such Nomination may be entitled under any agreement, arrangement or understanding with any person other than the Corporation (including, without limitation, the amount of any such monetary compensation) in connection with such individual’s nomination or service as a director of the Corporation and (4) a description of any other material relationship or relationships between or among the individual subject to such Nomination and/or such individual’s affiliates and associates, on the one hand, and the stockholder giving the notice and the beneficial owner, if any, on whose behalf the Nomination or Nominations is/are made and/or such stockholder’s or beneficial owner’s respective affiliates and associates, or others acting in concert with such stockholder or beneficial owner or their respective affiliates and associates, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 under Regulation S-K if such stockholder, beneficial owner, affiliate, associate or other person were the “registrant” for purposes of such rule and the individual subject to such Nomination was a director or officer of such registrant; (B) as to the Business proposed by such stockholder, a brief description of the Business, the text of the proposed Business (including the text of any resolution or resolutions proposed for consideration and in the event that such Business includes a proposal to amend these Bylaws, the text of the proposed amendment), the reason or reasons for conducting such Business at the meeting and any material interest or interests in such Business of such stockholder and of the beneficial owner, if any, on whose behalf the Business is proposed; and (C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the Nomination, Nominations or Business is/are made (1) the name and address of such stockholder, as they appear on the Corporation’s books, and of such beneficial owner, if any, and any of their respective affiliates or associates or others acting in concert with them, (2) the class, series and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, if any, (3) a representation that the stockholder is a holder of record of shares of capital stock of the Corporation entitled to vote at such meeting and such stockholder (or a qualified representative of such stockholder) intends to appear in person or by proxy at the meeting to propose such Nomination, Nominations or Business and (4) a representation as to whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (x) to deliver by proxy statement and/or form of proxy to holders of at least the percentage of the Corporation’s outstanding capital stock required to approve or adopt the Business or elect the nominee or nominees subject to the Nomination or Nominations and/or (y) to otherwise solicit proxies from stockholders of the Corporation in support of such Nomination, Nominations or Business; provided, however, that if the Business is otherwise subject to Rule 14a-8 (or any successor thereto) promulgated under the Exchange Act (“**Rule 14a-8**”), the foregoing notice requirements shall be deemed satisfied by a stockholder if the stockholder has notified the Corporation of his, her or its intention to present such Business at an annual meeting of stockholders in compliance with Rule 14a-8, and such Business has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting of stockholders. The Corporation may require (1) any individual subject to such Nomination to furnish such other information as the Corporation may reasonably require to determine the eligibility of such individual subject to such Nomination to serve as a director of the Corporation if elected and (2) the stockholder giving notice to furnish such other information as the Corporation may reasonably require to demonstrate that any Business is a proper matter for stockholder action at an annual meeting of stockholders.

(iii) Notwithstanding anything in the second sentence of Section 1.13(a)(ii) to the contrary, in the event that the number of directors to be elected to the Board of Directors by the stockholders generally entitled to vote (which, for the avoidance of doubt, shall exclude any Class/Series Directors) at an annual meeting of stockholders is increased and there is no public announcement by the Corporation naming the nominees for election to the additional directorships at least one hundred (100) days prior to the first (1st) anniversary of the preceding year’s annual meeting of stockholders, a stockholder’s notice required by this Section 1.13 shall also be considered timely, but only with respect to nominees for election to such additional directorships, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.

(b) Special Meetings of Stockholders. Only such Business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation’s notice of meeting (or any supplement thereto); provided, however, that reference therein to the election of directors or the election of members of the Board of Directors shall not include or be deemed to include Nominations. Nominations may be made at a special meeting of stockholders at which one or more directors are to be elected by the stockholders generally entitled to vote (which, for the avoidance of doubt, shall exclude any Class/Series Directors) pursuant to the Corporation’s notice of meeting (or any supplement thereto) as aforesaid (provided that the Board of Directors has determined that directors shall be elected at such meeting) (i) by or at the direction of the Board of Directors or (ii) by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this Section 1.13 is delivered to the Secretary, who is

entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this Section 1.13. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors by the stockholders generally entitled to vote (which, for the avoidance of doubt, shall exclude any Class/Series Directors), any such stockholder entitled to vote in such election may make a Nomination or Nominations of one or more individuals (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting pursuant to Section 1.13(a)(i)(A), if the stockholder's notice required by Section 1.13(a)(ii) shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which public announcement is first made of the date of such special meeting and of the nominee(s) proposed by the Board of Directors to be elected at such special meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting of stockholders commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(c) General. (i) Only individuals subject to a Nomination made in compliance with the procedures set forth in this Section 1.13 shall be eligible for election at an annual or special meeting of stockholders, and only such Business shall be conducted at an annual or special meeting of stockholders as shall have been brought before such meeting in accordance with the procedures set forth in this Section 1.13. Except as otherwise provided by applicable law, the Board of Directors or the individual presiding over an annual or special meeting of stockholders shall have the power and duty to determine whether (A) a Nomination or any Business proposed to be brought before the meeting was or was not made, proposed or brought, as the case may be, in accordance with the procedures set forth in this Section 1.13 and (B) any proposed Nomination, Nominations or Business shall be disregarded or that such Nomination, Nominations or Business shall not be considered or transacted at the meeting. Notwithstanding the foregoing provisions of this Section 1.13, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders to present a Nomination, Nominations or Business, such Nomination, Nominations or Business shall be disregarded and such Nomination, Nominations or Business shall not be considered or transacted at the meeting, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

(ii) For purposes of this Section 1.13, "**public announcement**" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with or publicly furnished by the Corporation to the Securities and Exchange Commission pursuant to Section 13, 14 and 15(d) (or any successor thereto) of the Exchange Act.

(iii) Nothing in this Section 1.13 shall be deemed to affect any (A) rights or obligations, if any, of stockholders with respect to inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 (to the extent the Corporation or such proposals are subject to Rule 14a-8), (B) rights or obligations, if any, of stockholders with respect to the inclusion of a nominee in a universal proxy card pursuant to Rule 14a-19 (or any successor thereto) promulgated under the Exchange Act or (C) rights, if any, of the holders of any class or series of capital stock of the Corporation as provided for or filed by or pursuant to the Certificate of Incorporation and then outstanding to, solely and exclusively, elect one or more directors outstanding (collectively, the "**Class/Series Directors**" and each, a "**Class/Series Director**").

ARTICLE II

Board of Directors

Section 2.1 Number; Qualifications. Except for any Class/Series Directors, the Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution or resolutions of the Board of Directors. Directors need not be stockholders.

Section 2.2 Resignation; Vacancies and Newly Created Directorships. Any director may resign at any time upon notice to the Corporation. Subject to the rights, if any, of the holders of any class or series of capital stock of the Corporation as provided for or fixed by or pursuant to the provisions of the Certificate of Incorporation and then outstanding, newly created directorships resulting from an increase in the authorized number of directors or any vacancies on the Board of Directors resulting from the death, resignation, disqualification, removal or other cause, shall be filled solely and exclusively by a majority of the directors then in office, although less than a quorum, or by the sole remaining director. Any director so elected shall hold office until the expiration of the term of office of the

director whom he or she has replaced and until his or her successor shall be elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 2.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 2.4 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairperson of the Board of Directors, the Chief Executive Officer or by the directors entitled to cast at least half of the votes of the whole Board of Directors. Notice of a special meeting of the Board of Directors shall be given by or at the direction of the person or persons calling the meeting (a) in the case of notice delivered by mail, at least five (5) days before the special meeting, (b) in the case of notice delivered by courier, at least forty-eight (48) hours before the special meeting, or (c) in the case of notice delivered by electronic mail, at least twenty-four (24) hours before the special meeting.

Section 2.5 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all individuals participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at such meeting.

Section 2.6 Quorum; Vote Required for Action. At all meetings of the Board of Directors the directors entitled to cast a majority of the votes of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the Certificate of Incorporation, these Bylaws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.7 Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors, if any, or in his or her absence, by the Chief Executive Officer, if any, or in his or her absence, by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any individual to act as secretary of the meeting.

Section 2.8 Action by Unanimous Consent of Directors. Unless otherwise restricted by or pursuant to the Certificate of Incorporation or by these Bylaws, (a) any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and (b) a consent may be documented, signed and delivered in any manner permitted by Section 116 of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"). After action is taken, the consent or consents relating thereto shall be filed with the minutes of the proceedings of the Board of Directors, or the committee thereof, in the same paper or electronic form as the minutes are maintained.

ARTICLE III

Committees

Section 3.1 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by applicable law and to the extent provided in the resolution of the Board of Directors or these Bylaws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these Bylaws.

ARTICLE IV

Officers

Section 4.1 Executive Officers; Election; Qualifications; Term of Office, Resignation; Removal; Vacancies. The Board of Directors shall elect a Chief Executive Officer, Chief Financial Officer and a Secretary, and shall choose a Chairperson of the Board of Directors from among its members. The Board of Directors may also choose a President, one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as it shall from time to time deem necessary or desirable. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Except as otherwise provided by or pursuant to the Certificate of Incorporation, the Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.2 Powers and Duties of Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed in these Bylaws or a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

Section 4.3 Appointing Attorneys and Agents; Voting Securities of Other Entities. Unless otherwise provided by resolution or resolutions adopted by the Board of Directors, the Chairperson of the Board of Directors or the Chief Executive Officer may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, for, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation or other entity, or to consent, in the name of the Corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed for, in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such proxies or other instruments as he or she may deem necessary or proper. Any of the rights set forth in this Section 4.3 which may be delegated to an attorney or agent may also be exercised directly by the Chairperson of the Board of Directors or the Chief Executive Officer.

ARTICLE V

Stock

Section 5.1 Certificates. Every holder of capital stock of the Corporation represented by certificates shall be entitled to have a certificate signed by, or in the name of, the Corporation by any two (2) authorized officers of the Corporation representing the number of shares registered in certificate form. Each of the Chairperson of the Board of Directors, the Chief Executive Officer and the Secretary, in addition to any other officers of the Corporation authorized by the Board of Directors (by resolution or resolutions thereof) or these Bylaws, is hereby authorized to sign certificates by, or in the name of, the Corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue. The Corporation shall not have the power to issue a certificate in bearer form.

Section 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates or Uncertificated Shares. The Corporation may issue a new certificate of stock or uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

Section 5.3 Restrictions. If the Corporation issues any shares that are not registered under the Securities Act of 1933, as amended (the “**Securities Act**”), and registered or qualified under the applicable state securities laws, such shares may not be transferred without the consent of the Corporation and the certificates evidencing such shares or the notice required by Delaware law, as the case may be, shall contain substantially the following legend (or such other legend adopted by resolution or resolutions of the Board of Directors):

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY SET FORTH IN THE CORPORATION’S AMENDED AND RESTATED BYLAWS (AS THE SAME MAY BE AMENDED OR AMENDED AND RESTATED) AND MAY NOT BE TRANSFERRED EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM, WITHOUT THE CONSENT OF THE CORPORATION.

ARTICLE VI

Indemnification

Section 6.1 Right to Indemnification. To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “**proceeding**”), by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan (hereinafter an “**Indemnatee**”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, against all liability and loss suffered and expenses (including, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred by such Indemnatee in connection with such proceeding; provided, however, that, except as provided in Section 6.3 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify an Indemnatee in connection with a proceeding (or part thereof) initiated by such Indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors.

Section 6.2 Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 6.1, an Indemnatee shall also have the right to be paid by the Corporation to the fullest extent not prohibited by applicable law the expenses (including, without limitation, attorneys’ fees) incurred in defending or otherwise participating in any such proceeding in advance of its final disposition (hereinafter an “**advancement of expenses**”); provided, however, that, if the DGCL requires, an advancement of expenses incurred by an Indemnatee in his or her capacity as a director or officer of the Corporation (and not in any other capacity in which service was or is rendered by such Indemnatee, including, without limitation, service to an employee benefit plan) shall be made only upon the Corporation’s receipt of an undertaking (hereinafter an “**undertaking**”), by or on behalf of such Indemnatee, to repay all amounts so advanced if it shall ultimately be determined that such Indemnatee is not entitled to be indemnified under this Article VI or otherwise.

Section 6.3 Right of Indemnatee to Bring Suit. If a claim under Section 6.1 or Section 6.2 is not paid in full by the Corporation within 60 days after a written claim therefor has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the Indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnatee shall also be entitled to be paid the expense of prosecuting or defending such suit. In (a) any suit brought by the Indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by an Indemnatee to enforce a right to an advancement of expenses) it shall be a defense that, and (b) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final judicial decision from which there is no further right to appeal (hereinafter a “**final adjudication**”) that, the Indemnatee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors,

independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including a determination by its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, shall be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VI or otherwise shall be on the Corporation.

Section 6.4 Non-Exclusivity of Rights. The rights provided to any Indemnitee pursuant to this Article VI shall not be exclusive of any other right, which such Indemnitee may have or hereafter acquire under applicable law, the Certificate of Incorporation, these Bylaws, an agreement, a vote of stockholders or disinterested directors, or otherwise.

Section 6.5 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and/or any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 6.6 Indemnification of Other Persons. This Article VI shall not limit the right of the Corporation to the extent and in the manner authorized or permitted by law to indemnify and to advance expenses to persons other than Indemnitees. Without limiting the foregoing, the Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation and to any other person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, to the fullest extent of the provisions of this Article VI with respect to the indemnification and advancement of expenses of Indemnitees under this Article VI.

Section 6.7 Amendments. Any repeal or amendment of this Article VI by the Board of Directors or the stockholders of the Corporation or by changes in applicable law, or the adoption of any other provision of these Bylaws inconsistent with this Article VI, will, to the extent permitted by applicable law, be prospective only (except to the extent such amendment or change in applicable law permits the Corporation to provide broader indemnification rights to Indemnitees on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision; provided however, that amendments or repeals of this Article VI by stockholders shall require the affirmative vote of the stockholders holding at least 65% of the voting power of all outstanding shares of capital stock of the Corporation.

Section 6.8 Certain Definitions. For purposes of this Article VI, (a) references to “other enterprise” shall include any employee benefit plan; (b) references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; (c) references to “serving at the request of the Corporation” shall include any service that imposes duties on, or involves services by, a person with respect to any employee benefit plan, its participants, or beneficiaries; and (d) a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interest of the Corporation” for purposes of Section 145 of the DGCL.

Section 6.9 Contract Rights. The rights provided to Indemnitees pursuant to this Article VI shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, agent or employee and shall inure to the benefit of the Indemnitee’s heirs, executors and administrators.

Section 6.10 Severability. If any provision or provisions of this Article VI shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Article VI shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Article VI (including, without limitation, each such portion of this Article VI containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE VII

Miscellaneous

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution or resolutions of the Board of Directors.

Section 7.2 Seal. The corporate seal of the Corporation shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3 Manner of Notice. Except as otherwise provided in these Bylaws or permitted by applicable law, notices to directors and stockholders shall be in writing or electronic transmission and delivered by mail, courier service or electronic mail to the directors or stockholders at their addresses appearing on the records of the Corporation.

Section 7.4 Waiver of Notice of Meetings of Stockholders, Directors and Committees. Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in a waiver of notice.

Section 7.5 Form of Records. Any records administered by or on behalf of the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); provided that the records so kept can be converted into clearly legible paper form within a reasonable time, and, with respect to the stock ledger, that the records so kept comply with applicable law.

Section 7.6 Amendment of Bylaws. These Bylaws may be altered, amended or repealed, and new bylaws made, by the Board of Directors, but the stockholders may make additional bylaws and may alter and repeal any bylaws whether adopted by them or otherwise. In addition to any affirmative vote required by or pursuant to the provisions of the Certificate of Incorporation, any bylaw that is to be made, altered, amended or repealed by the stockholders of the Corporation shall require the affirmative vote of the holders of at least a majority in voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote, voting together as a single class.

Section 7.7 Forum for Adjudication of Disputes.

(a) Delaware Courts. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any civil action to interpret, apply or enforce any provision of the General Corporation Law, (iv) any civil action to interpret, apply, enforce or determine the validity of the provisions of the Certificate of Incorporation or these Bylaws or (v) any action asserting a claim governed by the internal affairs doctrine; provided, however, in the event that the Court of Chancery of the State of Delaware lacks jurisdiction over such action, the sole and exclusive forum for such action shall be another state or federal court located within the State of Delaware, in all cases, subject to such court having personal jurisdiction over the indispensable parties named as defendants. For the avoidance of doubt, this Section 7.7(a) shall not apply to the resolution of any complaint asserting a cause of action arising under the Securities Act.

(b) Federal Courts. Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by applicable law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act.

(c) Application. Failure to enforce the foregoing provisions of this Section 7.7 would cause the Corporation irreparable harm and the Corporation shall, to the fullest extent permitted by applicable law, be entitled to equitable relief, including injunctive relief and specific performance, to enforce the foregoing provisions. Any person purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 7.7. This Section 7.7 shall not apply to any action asserting claims arising under the Exchange Act.

Adopted Effective As of February 14, 2025.

JOINDER (Participating Stockholder Form)

This JOINDER (this “**Joinder**”) is entered into by and between the undersigned Participating Company Stockholder set forth on the signature page hereto (the “**Joined Party**”) and Bellevue Life Sciences Acquisition Corp., a Delaware corporation (“**BLAC**”). Capitalized terms used but not defined herein shall have the meanings set forth in the Agreement (as defined below).

WHEREAS, BLAC, OSR Holdings Co., Ltd., a corporation organized under the laws of the Republic of Korea (the “**Company**”), each holder of Company Common Stock that executes a Participating Stockholder Joinder on or prior to the Closing (each such Person, a “**Participating Company Stockholder**”), and each holder of Company Common Stock that executes a Non-Participating Stockholder Joinder on or prior to the Closing (each such Person, a “**Non-Participating Company Stockholder**”, and together with BLAC, the Company and the Participating Company Stockholders, the “**Parties**” and each a “**Party**”) have entered into an Amended and Restated Business Combination Agreement, dated as of May 23, 2024, as amended on December 20, 2024 (the “**Agreement**”).

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants, agreements and conditions contained herein and in the Agreement, the undersigned Participating Stockholder and BLAC, intending to be legally bound, hereby agree as follows:

1. Agreement to be Bound as a Participating Company Stockholder under the Agreement. The Joined Party hereby agrees that upon execution and delivery of this Joinder, it shall become a Party to the Agreement with all attendant rights, duties and obligations (including in respect of all of the representations, warranties, covenants, agreements and conditions of the Agreement), with the same force and effect as if originally named as a “Participating Company Stockholder” and shall be deemed a “Participating Company Stockholder” for all purposes thereof, and such references therein shall be construed as if the Joined Party executed the Agreement on the date thereof.

2. Exchange of Shares. At the Effective Time, pursuant to and in accordance with the Agreement, (i) the Joined Party hereby sells, transfers, conveys, assigns and delivers to BLAC the shares of Company Common Stock owned and held of record by the Joined Party as set forth on Schedule A hereto (the “**Exchanged Company Shares**”) and (ii) BLAC agrees to issue to the Joined Party the number of shares of BLAC Common Stock set forth on Schedule A hereto (the “**BLAC Shares**”) (such exchange, the “**Exchange**”). In accordance with Section 2.01 of the Agreement, the number of BLAC shares issuable to the Joined Party set forth on Schedule A is equal to the number of Exchanged Company Shares multiplied by the Per Share Consideration and any fractional share of BLAC Common Stock that would otherwise be issuable to the Joined Party shall be rounded up or down to the nearest whole share of BLAC Common Stock.

3. Representations and Warranties. The Joined Party hereby affirms to BLAC the representations and warranties the Joined Party makes as a Participating Company Stockholder as set forth in Article IV of the Agreement. In addition, the Joined Party hereby represents and warrants to BLAC on the date hereof and as of the Effective time as follows:

(a) The Exchanged Company Shares constitute all Company Capital Stock held by the Joined Party and the Joined Party holds no other option, warrant, right or other instruments convertible into or exchangeable for Company Capital Stock.

(b) The Joined Party acknowledges that, prior to executing this Joinder, the Joined Party has carefully reviewed the Agreement, which the Joined Party acknowledges has been provided to such Joined Party. The Joined Party acknowledges that such Joined Party has been given an opportunity to ask questions of and receive answers from representatives of BLAC concerning the transactions contemplated by the Agreement. In determining whether to enter into this Joinder, the Joined Party has relied solely on Joined Party’s own knowledge and understanding of BLAC and its business based upon the Joined Party’s own due diligence investigation and the information furnished pursuant to this paragraph. The Joined Party understands that no person has been authorized to give any information or to make any representations which were not furnished pursuant to this paragraph and the Joined Party has not

relied on any other representations or information in entering into this Joinder, whether written or oral, relating to BLAC, its operations and/or its prospects.

(c) The Joined Party acknowledges that execution of this Joinder may involve tax and legal consequences and that the contents of the Agreement and this Joinder do not contain tax or legal advice or information. The Joined Party acknowledges that such Joined Party must retain, and has had the opportunity to retain, such Joined Party's own professional tax, legal and other advisors to evaluate the tax, legal and other consequences of executing this Joinder and becoming a Party to the Agreement. The Joined Party represents that Joined Party is not relying on (and will not at any time rely on) any communication (written or oral) of BLAC, the Company or any of their respective officers, directors, employees or agents, as investment, tax, legal or other advice or as a recommendation to execute this Joinder, it being understood that information and explanations related to the terms and conditions of the this Joinder and the Agreement shall not be considered investment, tax, legal or other advice or a recommendation to execute this Joinder.

4. Covenant Not to Sell, Transfer, or Assign the Exchanged Company Shares or any Interest therein.

(a) The Joined Party agrees not to sell, pledge, dispose of, grant or encumber, or authorize the sale, pledge, disposition, grant or encumbrance of, the Exchanged Company Shares, or any options, convertible securities or other rights of any kind to acquire the Exchanged Company Shares, or any other ownership interest, of the Exchanged Company Shares.

5. General Release of all Claims. The Joined Party acknowledges and agrees that the delivery of the BLAC Shares in exchange for the Exchanged Company Shares pursuant to the Exchange in accordance with this Joinder represents payment in full and satisfies all obligations BLAC or the Company has to the Joined Party with regard to Company Capital Stock, including the Exchanged Company Shares. The Joined Party hereby agrees to and does release and forever discharge BLAC, the Company and each of its and their respective affiliates, successors, assigns, officers, directors, employees, agents, administrators and trustees (collectively, the **"Released Parties"**) from any and all claims, losses, expenses, liabilities, rights and entitlements of every kind and description, whether known or unknown, that the Joined Party has now or may later claim to have had against any of the Released Parties in any way related to the Joined Party's Company Capital Stock, including the Exchanged Company Shares, or status as a holder of Company Capital Stock; provided, that the foregoing release does not affect the Joined Party's rights under and pursuant to the Agreement.

6. Indemnification of Released Parties. The Joined Party agrees to indemnify, defend and hold harmless the Released Parties from and against any loss, liability, damage, cost or expense (including costs and reasonable attorneys' fees and disbursements) suffered, incurred or paid by a Released Party which would not have been suffered, incurred or paid if the representations and warranties of the Joined Party in the Agreement or this Joinder had been true, complete and correct in all material respects. The Joined Party will, upon request, execute any additional documents necessary or desirable to consummate the transactions contemplated in the Agreement with respect to the Exchanged Company Shares or any other Company Capital Stock.

7. Counterparts. A copy of this Joinder may be executed and delivered electronically and in counterparts, and each such counterpart shall be deemed to be one and the same instrument and have the same legal effect as delivery of an original signed copy of this Joinder.

8. Notices. All notices, demands and other communications to the Joined Party shall be sent to the address set forth on the signature page hereto.

9. Miscellaneous. Unless otherwise specifically set forth in this Joinder, the provisions of Section 10.01 (Notices), Section 10.03 (Severability), Section 10.06 (Governing Law), and Section 10.08 (Headings) of the Agreement are incorporated by reference herein and shall be deemed applicable to this Joinder *mutatis mutandis*.

[Signature pages follow]

IN WITNESS WHEREOF, the Joined Party has executed this Joinder as of the date set forth below.

JOINED PARTY

If Joined Party is an Individual:

**Individual Participating Company
Stockholder as documented in the records of the
Company:**

Name:
Address:

Email:
Date:

If Joined Party is an Entity:

**Name of Participating Company
Stockholder Entity as it appears in the records of
the Company:**

Name:
Title:
Address:

Email:
Date:

[Signature Page to Participating Company Stockholder Joinder]

IN WITNESS WHEREOF, BLAC has executed this Joinder as of the date set forth below.

**BELLEVUE LIFE SCIENCES ACQUISITION
CORP.**

By

Name: Jin Whan Park
Title: M&A Committee Member
Date:

[Signature Page to Participating Company Stockholder Joinder]

Schedule A¹

<u>Exchanged Company Shares</u>	<u>BLAC Shares</u>
<u>[•]</u>	<u>[•]</u>

¹ **NTD:** All references to the number of Company Shares and the BLAC Shares in this Joinder are subject to appropriate adjustment to reflect any stock split, reverse stock split, stock dividend or other change in the Company Common Stock or BLAC Common Stock which may be made by the Company or BLAC after the date of this Joinder.

JOINDER (Non-Participating Stockholder Form)

This JOINDER (this “**Joinder**”) is entered into by and between the undersigned Non-Participating Company Stockholder set forth on the signature page hereto (the “**Joined Party**”) and Bellevue Life Sciences Acquisition Corp., a Delaware corporation (“**BLAC**”). Capitalized terms used but not defined herein shall have the meanings set forth in the Agreement (as defined below).

WHEREAS, BLAC, OSR Holdings Co., Ltd., a corporation organized under the laws of the Republic of Korea (the “**Company**”), each holder of Company Common Stock that executes a Participating Stockholder Joinder on or prior to the Closing (each such Person, a “**Participating Company Stockholder**”), and each holder of Company Common Stock that executes a Non-Participating Stockholder Joinder on or prior to the Closing (each such Person, a “**Non-Participating Company Stockholder**”), and together with BLAC, the Company and the Participating Company Stockholders, the “**Parties**” and each a “**Party**”) have entered into an Amended and Restated Business Combination Agreement, dated as of May 23, 2024, as amended on December 20, 2024 (the “**Agreement**”).

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants, agreements and conditions contained herein and in the Agreement, the undersigned Non-Participating Company Stockholder and BLAC, intending to be legally bound, hereby agree as follows:

1. Agreement to be Bound as a Non-Participating Company Stockholder under the Agreement. The Joined Party hereby agrees that upon execution and delivery of this Joinder, it shall become a Party to the Agreement with all attendant rights, duties and obligations (including in respect of all of the representations, warranties, covenants, agreements and conditions of the Agreement), with the same force and effect as if originally named as a “Non-Participating Company Stockholder” and shall be deemed a “Non-Participating Company Stockholder” for all purposes thereof, and such references therein shall be construed as if the Joined Party executed the Agreement on the date thereof.

2. Put and Call Rights. The Joined Party shall have the right to cause BLAC to purchase (the “**Put Right**”) and BLAC shall have the right to cause the Joined Party to sell to BLAC or its designee (the “**Call Right**”) all of the shares of Company Common Stock owned and held of record by the Joined Party as set forth on Schedule A hereto (the “**Company Shares**”) on the terms and conditions set forth herein.

(a) Put Right. At any time on or after the Trigger Date (as defined below), the Joined Party may give written notice (the “**Put Notice**”) to BLAC that the Joined Party elects to exercise the Put Right to require BLAC to acquire all but not less than all of the Joined Party’s Company Shares in exchange for the number of shares of BLAC Common Stock set forth on Schedule A hereto (the “**BLAC Shares**”).

(b) Call Right. At any time on or after the Trigger Date, BLAC may give written notice (the “**Call Notice**”) to the Joined Party of BLAC’s election to exercise the Call Right to require the Joined Party to sell to BLAC (or BLAC’s designee) all of the Company Shares in exchange for the BLAC Shares.

(c) Trigger Date and Notice of Change in Control. For purposes of this Joinder, the term “**Trigger Date**” shall mean January 1, 2026 or the date that the Joined Party is notified by BLAC of a transaction that will result in a Change in Control (as defined in Schedule A hereto). BLAC hereby covenants and agrees that it shall provide the Joined Party written notice of any transaction that will result in a Change in Control at least 20 business days (or such shorter period to which the Joined Party consents) prior to the closing of such Change in Control transaction.

(d) Closing of Put and Call Transaction. The closing of the Put Right or Call Right hereunder (the “**Put/Call Closing**”) shall occur as soon as reasonably practicable (but in no event later than the 10th day) after receipt by (i) BLAC of the Put Notice, in the case of exercise of the Put Right, or (ii) the Joined Party of the Call Notice, in the case of exercise of the Call Right; provided, however, in the event of a Change in Control, the exercise of the Put Right or Call Right and the Put/Call Closing shall be

conditioned on the consummation of such Change in Control and shall be effective immediately before the consummation thereof. At the Put/Call Closing, (i) the Joined Party agrees to deliver to BLAC the Company Shares and such documents, certificates and agreements as reasonably requested by BLAC to effect transfer to and evidence the ownership of the Company Shares by BLAC or its designee, free and clear of all liens, security interests, mortgages, pledges, charges, claims, limitations or any other restriction of any kind, including any restriction on the ownership, use, voting, transfer, possession, receipt of income or other exercise of any attributes of ownership (collectively, “**Liens**”) and (ii) BLAC agrees to deliver to the Joined Party the BLAC Shares, which shall validly issued, fully-paid and non-assessable.

(e) BLAC Conditions to Put Closing. The obligations of BLAC to consummate the Put Closing are subject to the satisfaction or waiver (where permissible) at or prior to the Put Closing of the following additional conditions:

(i) Representations and Warranties. The representations and warranties of the Joined Party in Article IV of the Agreement and in this Joinder shall each be true and correct in all material respects as of the Put Closing as though made on the date of the Put Closing.

(ii) Agreements and Covenants. The Joined Party shall have performed or complied in all material respects with all agreements and covenants required by the Agreement and this Joinder to be performed, or complied with by it on or prior to the Put Closing.

3. Representations and Warranties. The Joined Party hereby affirms to BLAC the representations and warranties the Joined Party makes as a Non-Participating Company Stockholder as set forth in Article IV of the Agreement. In addition, the Joined Party hereby represents and warrants to BLAC on the date hereof and as of the date of the Put/Call Closing as follows:

(a) The Company Shares constitute all Company Capital Stock held by the Joined Party and the Joined Party holds no other option, warrant, right or other instruments convertible into or exchangeable for Company Capital Stock.

(b) The Joined Party acknowledges that, prior to executing this Joinder, the Joined Party has carefully reviewed the Agreement, which the Joined Party acknowledges has been provided to such Joined Party. The Joined Party acknowledges that such Joined Party has been given an opportunity to ask questions of and receive answers from representatives of BLAC concerning the transactions contemplated by the Agreement. In determining whether to enter into this Joinder, the Joined Party has relied solely on Joined Party’s own knowledge and understanding of BLAC and its business based upon the Joined Party’s own due diligence investigation and the information furnished pursuant to this paragraph. The Joined Party understands that no person has been authorized to give any information or to make any representations which were not furnished pursuant to this paragraph and the Joined Party has not relied on any other representations or information in entering into this Joinder, whether written or oral, relating to BLAC, its operations and/or its prospects.

(c) The Joined Party acknowledges that execution of this Joinder may involve tax and legal consequences and that the contents of the Agreement and this Joinder do not contain tax or legal advice or information. The Joined Party acknowledges that such Joined Party must retain, and has had the opportunity to retain, such Joined Party’s own professional tax, legal and other advisors to evaluate the tax, legal and other consequences of executing this Joinder and becoming a Party to the Agreement. The Joined Party represents that the Joined Party is not relying on (and will not at any time rely on) any communication (written or oral) of BLAC, the Company or any of their respective officers, directors, employees or agents, as investment, tax, legal or other advice or as a recommendation to execute this Joinder, it being understood that information and explanations related to the terms and conditions of the this Joinder and the Agreement shall not be considered investment, tax, legal or other advice or a recommendation to execute this Joinder.

4. Covenant Not to Sell, Transfer, or Assign the Company Shares or any Interest therein. The Joined Party agrees not to sell, pledge, dispose of, grant or encumber, or authorize the sale, pledge, disposition, grant or encumbrance of, the Company Shares, or any options, convertible securities or other rights of any kind to acquire the Company Shares, or any other ownership interest, of the Company Shares.

5. General Release of all Claims. The Joined Party acknowledges and agrees that the delivery of the BLAC Shares in exchange for the Company Shares pursuant to the exercise of the Put Right or Call Right in accordance with this Joinder represents payment in

full and satisfies all obligations BLAC or the Company has to the Joined Party with regard to Company Capital Stock, including the Company Shares. The Joined Party hereby agrees to and does release and forever discharge BLAC, the Company and each of its and their respective affiliates, successors, assigns, officers, directors, employees, agents, administrators and trustees (collectively, the “**Released Parties**”) from any and all claims, losses, expenses, liabilities, rights and entitlements of every kind and description, whether known or unknown, that the Joined Party has now or may later claim to have had against any of the Released Parties in any way related to the Joined Party’s Company Capital Stock, including the Company Shares, or status as a holder of Company Capital Stock; provided, that the foregoing release does not affect the Joined Party’s rights under and pursuant to the Agreement.

6. Indemnification of Released Parties. The Joined Party agrees to indemnify, defend and hold harmless the Released Parties from and against any loss, liability, damage, cost or expense (including costs and reasonable attorneys’ fees and disbursements) suffered, incurred or paid by a Released Party which would not have been suffered, incurred or paid if the representations and warranties of the Joined Party in the Agreement or this Joinder had been true, complete and correct in all material respects. The Joined Party will, upon request, execute any additional documents necessary or desirable to consummate the transactions contemplated in the Agreement with respect to the Company Shares or any other Company Capital Stock.

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7. Counterparts. A copy of this Joinder may be executed and delivered electronically and in counterparts, and each such counterpart shall be deemed to be one and the same instrument and have the same legal effect as delivery of an original signed copy of this Joinder.

8. Notices. All notices, demands and other communications to the Joined Party shall be sent to the address set forth on the signature page hereto.

9. Miscellaneous. Unless otherwise specifically set forth in this Joinder, the provisions of Section 10.01 (Notices), Section 10.03 (Severability), Section 10.06 (Governing Law), and Section 10.08 (Headings) of the Agreement are incorporated by reference herein and shall be deemed applicable to this Joinder *mutatis mutandis*.

10. Termination Date. The Put Right and Call Right set forth herein and the provisions of Section 4 hereof terminate and expire 120 days after the Trigger Date (the “**Termination Date**”).

[Signature pages follow]

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IN WITNESS WHEREOF, the Joined Party has executed this Joinder as of the date set forth below.

JOINED PARTY

If Joined Party is an Individual:

**Individual Non-Participating Company
Stockholder as documented in the records of the
Company:**

Name:

Address:

Email:

Date:

If Joined Party is an Entity:

**Name of Non-Participating Company Stockholder
Entity as it appears in the records of the Company:**

Name:
Title:
Address:

Email:
Date:

[Signature Page to Non-Participating Stockholder Joinder]

IN WITNESS WHEREOF, BLAC has executed this Joinder as of the date set forth below.

**BELLEVUE LIFE SCIENCES ACQUISITION
CORP.**

By _____
Name: Jin Whan Park
Title: M&A Committee Member
Date:

[Signature Page to Non-Participating Stockholder Joinder]

Schedule A¹

<u>Company Shares</u>	<u>BLAC Shares</u>
<u>[•]</u>	<u>[•]</u>

“**Change in Control**” means the occurrence of any of the following:

(a) A transaction or a series of related transactions whereby any Person or group (other than BLAC or any affiliate of BLAC) becomes the beneficial owner of more than 50% of the total voting power of the voting stock of BLAC, on a fully diluted basis;

(b) BLAC consolidates with, or merges with or into, any Person, or any Person consolidates with, or merges with or into, BLAC (regardless of whether BLAC is the surviving Person), other than any such transaction in which the holders of equity securities representing 100% of the voting stock of BLAC immediately prior to such a transaction own directly or indirectly at least a majority of the voting power of the voting stock of the surviving Person in such merger or consolidation immediately after such transaction;

(c) The consummation of any direct or indirect sale, lease, transfer, conveyance, or other disposition (other than by way of reorganization, merger, or consolidation), in one transaction or a series of related transactions, of all or substantially all of the assets of BLAC and its subsidiaries, taken as a whole, to any Person or group (other than BLAC or any affiliate of BLAC), except any such transaction or series of transactions in which the holders of equity securities representing 100% of the voting stock of BLAC immediately prior to such a transaction own directly or indirectly at least a majority of the voting power of the voting stock of such Person or group immediately after such transaction or series of transactions; or

(d) The consummation of a plan or proposal for the liquidation, winding up or dissolution of BLAC.

The board of BLAC shall have full and final authority, in its sole discretion, to determine conclusively whether a Change in Control has occurred pursuant to the above definition, the date of the occurrence of such Change in Control, and any incidental matters relating thereto.

¹ All references to the number of Company Shares and the BLAC Shares in this Joinder are subject to appropriate adjustment to reflect any stock split, reverse stock split, stock dividend or other change in the Company Common Stock or BLAC Common Stock which may be made by the Company or BLAC after the date of this Joinder.

LOCK-UP AGREEMENT

THIS LOCK-UP AGREEMENT (this “**Agreement**”) is dated as of the Closing Date as set forth below by and between the undersigned stockholder (the “**Holder**”) and OSR Holdings, Inc., a Delaware corporation (“**New OSR**”).

WHEREAS, New OSR, OSR Holdings Co., Ltd., a corporation organized under the laws of the Republic of Korea (the “**Company**”), each Participating Company Stockholder, and each Non-Participating Company Stockholder entered into an Amended and Restated Business Combination Agreement dated as of May 23, 2024, as amended on December 20, 2024 (the “**Business Combination Agreement**”). Capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to such terms in the Business Combination Agreement;

WHEREAS, pursuant to the Business Combination Agreement, upon the consummation of the transactions contemplated thereby (the “**Closing**”), New OSR holds greater than 60% of the Company Fully Diluted Share Amount;

WHEREAS, pursuant to and in accordance with the Business Combination Agreement, at the Closing, the Holder became the record and/or beneficial owner of New OSR Common Stock; and

WHEREAS, as a condition of, and as a material inducement for New OSR to enter into and consummate the transactions contemplated by the Business Combination Agreement, the Holder has agreed to execute and deliver this Agreement.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, intending to be legally bound, agree as follows:

AGREEMENT

1. Lock-Up.

(a) Subject to Section 4 below, during the Lock-Up Period, the Holder agrees that it, he or she will not offer, sell, contract to sell, pledge or otherwise dispose of, directly or indirectly, any of the Lock-Up Shares (as defined herein), enter into a transaction that would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of the Lock-Up Shares or otherwise, publicly disclose the intention to make any offer, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement, or engage in any Short Sales (as defined below) with respect to the Lock-Up Shares (any of the foregoing, a “**Prohibited Transfer**”).

(b) In furtherance of the foregoing, during the Lock-Up Period, New OSR will (i) place a stop order on all the Lock-Up Shares, including those which may be covered by a registration statement, and (ii) notify New OSR’s transfer agent in writing of the stop order and the restrictions on the Lock-Up Shares under this Agreement and direct New OSR’s transfer agent not to process any attempts by the Holder to resell or transfer any Lock-Up Shares, except in compliance with this Agreement.

(c) For purposes hereof, “**Short Sales**” include all “short sales” as defined in Rule 200 promulgated under Regulation SHO under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and all types of direct and indirect stock pledges, forward sale contracts, options, puts, calls, swaps and similar arrangements (including on a total return basis), and sales and other transactions through non-US broker dealers or foreign regulated brokers.

(d) The term “**Lock-Up Period**” means the date from the Closing until the “**Trigger Date**” set forth on the Holder’s signature page hereto.

(e) For purposes of this Agreement, “**Lock-Up Shares**” means the shares of New OSR Common Stock issued to the Holder upon consummation of the Business Combination subject to any Excluded Shares set forth on the Holder’s signature page hereto.

2. Permitted Transfers. Notwithstanding the foregoing, and subject to the conditions below, a Prohibited Transfer will not include, and the undersigned may transfer Lock-Up Shares in connection with (a) transfers or distributions to the Holder’s direct or indirect affiliates (within the meaning of Rule 405 under the Securities Act of 1933, as amended (the “**Securities Act**”)) or to the estates of any of the foregoing; (b) transfers by bona fide gift to a member of the Holder’s immediate family (for purposes of this Agreement, “immediate family” shall mean with respect to any natural person, any of the following: such person’s spouse, the siblings of such person and his or her spouse, and the direct descendants and ascendants (including adopted and step children and parents) of such person and his or her spouses and siblings) or to a trust, the beneficiary of which is the Holder or a member of the Holder’s immediate family for estate planning purposes; (c) by virtue of the laws of descent and distribution upon death of the Holder; (d) pursuant to a qualified domestic relations order; (e) transfers to New OSR’s officers, directors or their affiliates; (f) transfers as a dividend or distribution to limited partners, shareholders, members of, or owners of similar equity interests in the Holder; (g) pledges of Lock-Up Shares as security or collateral in connection with a borrowing or the incurrence of any indebtedness by the Holder, provided, however, that such borrowing or incurrence of indebtedness is secured by either a portfolio of assets or equity interests issued by multiple issuers; (h) transfers pursuant to a bona fide third-party tender offer, merger, stock sale, recapitalization, consolidation or other transaction involving a change of control of New OSR; provided, however, that in the event that such tender offer, merger, recapitalization, consolidation or other such transaction is not completed, the Lock-Up Shares subject to this Agreement shall remain subject to this Agreement; and (i) the establishment of a trading plan pursuant to Rule 10b5-1 promulgated under the Exchange Act; provided, however, that such plan does not provide for the transfer of Lock-Up Shares during the Lock-Up Period; provided, however, that, in the case of any transfer pursuant to the foregoing (a) through (f) clauses, it shall be a condition to any such transfer that (i) the transferee/donee agrees to be bound by the terms of this Agreement (including the restrictions set forth in Section 1) to the same extent as if the transferee/donee were a party hereto; and (ii) each party (donor, donee, transferor or transferee) shall not be required by law (including the disclosure requirements of the Securities Act and the Exchange Act) to make, and shall agree to not voluntarily make, any filing or public announcement of the transfer or disposition prior to the expiration of the Lock-Up Period.

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3. Representations and Warranties. Each of the parties hereto, by their respective execution and delivery of this Agreement, hereby represents and warrants to the other that (a) such party has the full right, capacity and authority to enter into, deliver and perform its respective obligations under this Agreement, (b) this Agreement has been duly executed and delivered by such party and is a binding and enforceable obligation of such party and, enforceable against such party in accordance with the terms of this Agreement, and (c) the execution, delivery and performance of such party’s obligations under this Agreement will not conflict with or breach the terms of any other agreement, contract, commitment or understanding to which such party is a party or to which the assets or securities of such party are bound. The Holder has independently evaluated the merits of his/her/its decision to enter into and deliver this Agreement, and such Holder confirms that he/she/it has not relied on the advice of New OSR, the Company, their respective legal counsels, or any other person.

4. No Additional Fees/Payment. Other than the consideration specifically referenced herein to be issued in connection with the Business Combination Agreement, the parties hereto agree that no fee, payment or additional consideration in any form has been or will be paid to the Holder in connection with this Agreement.

5. Notices. All notices, demands and other communications to the Holder shall be sent to the address set forth on the Holder’s signature page hereto. All notices, demands and other communications to New OSR shall be sent to:

Bellevue Life Sciences Acquisition Corp.
10900 NE 4th Street, Suite 2300
Bellevue, WA 98004
USA
Attention: Jin Whan Park and Kuk Hyoun Hwang
Email: jinwhanpark@gmail.com and peter.hwang@bellevuecm.com

with a copy to:

K&L Gates LLP
925 Fourth Avenue, Suite 2900
Seattle, WA 98104
USA
Attention: Gary Kocher
Phone: (206) 579-0092
Email: gary.kocher@klgates.com

6. Termination of Business Combination Agreement. This Agreement shall be binding upon the Holder upon the Holder's execution and delivery of this Agreement, but this Agreement shall only become effective upon the Closing. Notwithstanding anything to the contrary contained herein, in the event that the Business Combination Agreement is terminated in accordance with its terms prior to the Closing, this Agreement and all rights and obligations of the parties hereunder shall automatically terminate and be of no further force or effect.

7. Enumeration and Headings; Interpretation. The enumeration and headings contained in this Agreement are for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions of this Agreement. The titles and subtitles used in this Agreement are for convenience only and are not to be considered in construing or interpreting this Agreement. In this Agreement, unless the context otherwise requires: (i) any pronoun used in this Agreement shall include the corresponding masculine, feminine or neuter forms, and the singular form of nouns, pronouns and verbs shall include the plural and vice versa; (ii) "including" (and with correlative meaning "include") means including without limiting the generality of any description preceding or succeeding such term and shall be deemed in each case to be followed by the words "without limitation"; and (iii) the words "herein," "hereto," and "hereby" and other words of similar import shall be deemed in each case to refer to this Agreement as a whole and not to any particular section or other subdivision of this Agreement.

8. Counterparts. This Agreement may be executed and delivered electronically, and by the different parties hereto in separate counterparts, each of which when executed and delivered shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

9. Successors and Assigns. This Agreement and the terms, covenants, provisions and conditions hereof shall be binding upon, and shall inure to the benefit of, the respective heirs, successors and assigns of the parties hereto. The Holder hereby acknowledges and agrees that this Agreement is entered into for the benefit of and is enforceable by New OSR and its successors and assigns.

10. No Third Parties. Nothing contained in this Agreement or in any instrument or document executed by any party in connection with the transactions contemplated hereby shall create any rights in, or be deemed to have been executed for the benefit of, any person or entity that is not a party hereto or thereto or a successor or permitted assign of such a party.

11. Severability. If any provision of this Agreement is held to be invalid or unenforceable for any reason, such provision will be conformed to prevailing law rather than voided, if possible, in order to achieve the intent of the parties and, in any event, the remaining provisions of this Agreement shall remain in full force and effect and shall be binding upon the parties hereto.

12. Amendment and Waivers. This Agreement may be amended or modified, or any provision hereof waived, by written agreement executed by each of the parties hereto. No failure or delay by a party in exercising any right hereunder shall operate as a waiver thereof. No waivers of or exceptions to any term, condition, or provision of this Agreement, in any one or more instances, shall be deemed to be or construed as a further or continuing waiver of any such term, condition, or provision.

13. Further Assurances. Each party shall do and perform, or cause to be done and performed, all such further acts and things, and shall execute and deliver all such other agreements, certificates, instruments and documents, as any other party may reasonably request in order to carry out the intent and accomplish the purposes of this Agreement and the consummation of the transactions contemplated hereby.

14. No Strict Construction. The language used in this Agreement will be deemed to be the language chosen by the parties to express their mutual intent, and no rules of strict construction will be applied against any party.

15. Governing Law. Section 10.06 of the Business Combination Agreement is incorporated by reference herein to apply with full force to any disputes arising under this Agreement.

16. Entire Agreement; Controlling Agreement. This Agreement constitutes the full and entire understanding and agreement among the parties with respect to the subject matter hereof, and any other written or oral agreement relating to the subject matter hereof existing between the parties is expressly canceled; provided, that, for the avoidance of doubt, the foregoing shall not affect the rights and obligations of the parties under the Business Combination Agreement or any Ancillary Agreement. To the extent the terms of this Agreement (as amended, supplemented, restated or otherwise modified from time to time) directly conflict with any provisions in the Business Combination Agreement, the terms of this Agreement shall control.

[Signature Pages Follow]

IN WITNESS WHEREOF, New OSR has executed this Lock-Up Agreement effective as of the date of the Closing (the “**Closing Date**”) as set forth below.

Closing Date:

OSR HOLDINGS, INC.

By: _____
Name: _____
Title: _____

[New OSR Signature Page to Lock-Up Agreement]

IN WITNESS WHEREOF, the Holder has executed this Lock-Up Agreement effective as of the Closing Date.

Trigger Date:

Holder

If Holder is an Individual:

Holder as documented in the records of the Company:

[Number of Excluded Shares:]

Name:
Address:

Email:

If Holder is an Entity:

Name of Entity as it appears in the records of the Company:

Name:
Title:
Address:

Email:

[Holder Signature Page to Lock-Up Agreement]

**DIRECTOR AND OFFICER
INDEMNIFICATION AGREEMENT**

This DIRECTOR AND OFFICER INDEMNIFICATION AGREEMENT (as amended from time to time, this “**Agreement**”), is made and entered into as of February 14, 2025 (the “**Effective Date**”), by and between OSR Holdings, Inc., a Delaware corporation, formerly known as “Bellevue Life Sciences Acquisition Corp.” (the “**Company**”), and the undersigned (“**Indemnitee**”).

WHEREAS, it is essential to the Company that it be able to retain and attract as directors and officers the most capable individuals available;

WHEREAS, increased corporate litigation has subjected directors and officers to litigation risks and expenses, and the limitations on the availability and terms and conditions of directors and officers liability insurance have made it increasingly difficult for the Company to attract and retain as directors and officers the most capable individuals available;

WHEREAS, the Company’s certificate of incorporation as in effect on the Effective Date (as thereafter amended or amended and restated from time to time, the “**Charter**”) provides that a director or officer of the Company shall not be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty except to the extent that such exemption from liability or limitation thereof is not permitted by the General Corporation Law of the State of Delaware (the “**DGCL**”);

WHEREAS, the Company’s bylaws as in effect on the Effective Date (as thereafter amended or amended and restated from time to time, the “**Bylaws**”) provide for the indemnification of and advancement of expenses to the Company’s directors and officers under certain circumstances;

WHEREAS, under the DGCL, the Charter (and, under the Bylaws, the Bylaws) are not exclusive and the Company is permitted to make other or additional indemnification and advancement agreements;

WHEREAS, to promote the Company’s ability to attract and retain qualified individuals to serve as directors and officers of the Company, the Company maintains, and will continue to attempt to maintain, directors’ and officers’ liability insurance to protect the Company’s directors and officers from certain liabilities;

WHEREAS, the Company desires that Indemnitee serve or continue to serve, as applicable, as a director and/or officer, as applicable, of the Company;

WHEREAS, to further promote the Company’s ability to attract and retain qualified individuals to serve as directors and officers of the Company, the Company desires to provide Indemnitee with specific contractual assurance of Indemnitee’s rights to indemnification and advancement of expenses to protect against litigation risks and expenses (regardless, among other things, of any change in the ownership of the Company or the composition of the Board of Directors of the Company (the “**Board of Directors**”)); and

WHEREAS, Indemnitee is relying upon the rights afforded to Indemnitee under this Agreement in accepting service or continuing to serve, as applicable, in Indemnitee’s position as a director and/or officer, as applicable, of the Company.

NOW, THEREFORE, in consideration of the promises and the covenants contained herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Company and Indemnitee do hereby covenant and agree as follows:

1. Definitions.

(a) **“Change in Control”** shall mean (i) any merger, consolidation, share exchange, conversion, domestication, continuance or business combination involving the Company or any Subsidiary (as defined below) resulting of the voting power of the capital stock or other securities of the Company immediately prior to such merger, consolidation, share exchange, conversion, domestication, continuance or business combination representing less than fifty percent (50%) of the voting power of the capital stock or other securities of the surviving or resulting entity or parent thereof immediately following such merger, consolidation, share exchange, conversion, domestication, continuance of business combination, (ii) any sale, lease, exchange, transfer or other disposition in a single transaction or a series of related transactions, of fifty percent (50%) or more of the assets of the Company and the Subsidiaries, taken as a whole, (iii) the acquisition by any “person” (as such term is used in Section 13(d) of the Exchange Act) (other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company) of beneficial ownership (within the meaning of Rule 13d-3 of the Exchange Act), directly or indirectly, of shares of capital stock or other securities of the Company representing fifty percent (50%) or more of the voting power of the capital stock or other securities of the Company or any Subsidiary, including, without limitation, by way of tender or exchange offer, in a single transaction or a series of related transactions, (iv) any liquidation, dissolution or winding up of the Company, or (v) any change in the composition of a majority of the Board of Directors in a single transaction or a series of related transactions, in each case described in subsections (i) — (v) of this definition, occurring after the Effective Date, unless, in each case, such transaction was adopted and approved by the members of the Board of Directors in office on the Effective Date (or new or additional members of the Board of Directors nominated or approved by such directors after the Effective Date).

(b) **“Corporate Status”** describes the status of an individual who is serving or has served (i) as a director or officer of the Company, (ii) in any capacity or service with respect to any employee benefit plan of the Company or any one or more of the Subsidiaries, (iii) as a director, officer, manager, general partner, trustee, employee, or agent of any Subsidiary at the request of the Company while a director or officer of the Company, or (iv) as a director, officer, manager, general partner, trustee, employee, or agent of any other Entity at the request of the Company while a director or officer of the Company.

(c) **“Court of Chancery”** shall mean the Court of Chancery of the State of Delaware.

(d) **“Entity”** (and more than one, **“Entities”**) shall mean any corporation, limited liability company, partnership (including, without limitation, any general, limited or limited liability partnership), joint venture, trust, enterprise, non-profit entity, foundation, association, organization or other legal entity.

(e) **“Exchange Act”** means the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

(f) **“Expenses”** shall mean all fees, costs and expenses reasonably incurred in connection with any Proceeding (as defined below) or any claim, issue or matter involved in any Proceeding, including, without limitation, reasonable attorneys’ fees, disbursements and retainers, fees, costs, expenses and disbursements of experts or expert witnesses, private investigators and professional advisors (including, without limitation, accountants and investment bankers), court costs, transcript costs, travel expenses (including, without limitation, the travel expenses of experts or expert witnesses, private investigators and professional advisors), duplicating, printing and binding costs, telephone and fax transmission charges, postage, delivery services, secretarial services and other disbursements and expenses.

(g) **“Liabilities”** shall mean liabilities, judgments, damages, losses, penalties, excise taxes, fines and amounts paid in settlement.

(h) **“Proceeding”** shall mean any threatened, pending or completed claim, action, suit, proceeding, litigation, arbitration, mediation, alternate dispute resolution process, investigation, administrative hearing, or appeal, whether civil, criminal, administrative, arbitral or investigative, whether formal or informal, including, without limitation, a judicial proceeding initiated by Indemnitee pursuant to Section 11 to enforce Indemnitee’s rights under this Agreement.

(i) **“Subsidiary”** (and more than one, **“Subsidiaries”**) shall mean any Entity in which the Company owns (beneficially or of record) at least fifty percent (50%) of the voting power of the shares of capital stock, limited liability company or membership interests, partnership interests, beneficial interests or other securities of such Entity.

2. Services of Indemnatee. In consideration of the Company's covenants and obligations under this Agreement, Indemnatee agrees to serve or continue to serve, as applicable, as a director and/or officer, as applicable, of the Company. This Agreement, however, shall not impose any obligation on Indemnatee or the Company to continue Indemnatee's service to the Company beyond any period otherwise required by applicable law or by other agreements or commitments of Indemnatee or the Company, if any.

3. Agreement to Indemnify and Hold Harmless. Subject to the exceptions contained in Section 4, if Indemnatee is or was a party to, or is or was threatened to be made a party to, or is or was otherwise involved (as a deponent, witness or otherwise) in, any Proceeding or any claim, issue or matter involved in any Proceeding by reason of Indemnatee's Corporate Status, Indemnatee shall, to the fullest extent permitted by applicable law, be indemnified and held harmless by the Company against all Expenses and Liabilities actually and reasonably incurred or paid by or on behalf of Indemnatee in connection with such Proceeding or such claim, issue or matter (referred to herein as "**Indemnifiable Expenses**" and "**Indemnifiable Liabilities**," respectively, and collectively as "**Indemnifiable Amounts**").

4. Exceptions to Indemnification. Indemnatee shall be entitled to the indemnification provided in Section 3 in all circumstances other than the following:

(a) *Proceedings Other Than Proceedings by or in the Right of the Company.* If indemnification is sought by Indemnatee under Section 3 and it has been adjudicated finally by a court of competent jurisdiction evidenced by a final nonappealable order that, in connection with any Proceeding (other than any Proceeding by or in the right of the Corporation) or any claim, issue or matter involved in any such Proceeding out of which the claim for indemnification under this Agreement has arisen, (i) Indemnatee failed to act in good faith and in a manner Indemnatee reasonably believed to be in or not opposed to the best interests of the Company, or (ii) with respect to any criminal Proceeding, Indemnatee had reasonable cause to believe that Indemnatee's conduct was unlawful, then Indemnatee shall not be entitled to indemnification of Indemnifiable Amounts under this Agreement with respect to such Proceeding or such claim, issue or matter, as applicable.

(b) *Proceedings by or in the Right of the Company.* If indemnification is sought by Indemnatee under Section 3 and it has been adjudicated finally by a court of competent jurisdiction evidenced by a final nonappealable order that Indemnatee is liable to the Company with respect to any Proceeding by or in the right of the Company to procure a judgment in its favor by reason of Indemnatee's Corporate Status or any claim, issue or matter involved in any such Proceeding out of which the claim for indemnification under this Agreement has arisen, then Indemnatee shall not be entitled to Indemnifiable Amounts under this Agreement with respect to such Proceeding or such claim, issue or matter, as applicable, unless the Court of Chancery or the court in which such Proceeding was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, Indemnatee is fairly and reasonably entitled to indemnity for such Indemnifiable Amounts which the Court of Chancery or such other court shall deem proper.

(c) *United States Securities Laws.* If indemnification is sought by Indemnatee under Section 3 and the Company reasonably determines that indemnification of Indemnatee would violate the securities laws of the United States.

For purposes of this Section 4, including, without limitation and to the fullest extent permitted by applicable law, in the court adjudication contemplated by this Section 4, Indemnatee shall be deemed to have acted in good faith and in a manner Indemnatee reasonably believed to be in or not opposed to the best interests of the Company, or with respect to any criminal Proceeding, without reasonable cause to believe that Indemnatee's conduct was unlawful, if Indemnatee's act or omission is based, in good faith, upon (i) the records of the Company, (ii) such information, opinions, reports or statements presented to the Company, the Board of Directors or any committee of the Board of Directors by any of the Company's officers, employees, directors, other committees of the Board of Directors, legal counsel, professional advisors, experts or any other person as to matters Indemnatee reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company, and/or (iii) such information, opinions, reports or statements presented to an Entity for which Indemnatee has Corporate Status or such Entity's officers, employees, directors, committees of such Entity's board of directors, managers, general partners, trustees, legal counsel, professional advisors, experts or any other person as to matters Indemnatee reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of such Entity.

5. Procedure for Indemnification of Indemnifiable Amounts.

(a) Indemnatee shall, following the final adjudication by a court of competent jurisdiction evidenced by a final nonappealable order, submit to the Company a written claim specifying the Indemnifiable Amounts for which Indemnatee seeks indemnification under Section 3 and the basis for such claim. At the reasonable request of the Company, Indemnatee shall furnish such documentation and information as are reasonably available to Indemnatee and necessary to establish that Indemnatee is entitled to indemnification under this Agreement, and the Company shall pay any fees, costs and expenses, including, without limitation, reasonable attorneys' fees, disbursements and retainers, duplicating, printing and binding costs, telephone and facsimile transmission charges, postage, delivery services, secretarial services and other disbursements and expenses actually and reasonably incurred by Indemnatee in furnishing such documentation and information. Notwithstanding the foregoing, Indemnatee shall not be required to furnish documentation or information where the provision of such documentation or information by Indemnatee reasonably could be expected to (i) result in the loss of the attorney-client privilege, work product privilege or similar privilege or protection, (ii) be prohibited by applicable law, or (iii) be prohibited by the terms of any agreement to which Indemnatee is a party.

(b) Subject to Section 4, the Company shall pay such Indemnifiable Amounts to Indemnatee within sixty (60) calendar days after receipt of such written claim.

6. Indemnification for Expenses of a Participant. Notwithstanding any other provision of this Agreement, to the extent that Indemnatee is or was, by reason of Indemnatee's Corporate Status, a participant (as a deponent, witness or otherwise) in any Proceeding to which Indemnatee is or was not a party or is or was not threatened to be made a party, Indemnatee shall be indemnified as provided in Section 3.

7. Indemnification for Expenses Where Indemnatee is Wholly or Partly Successful.

(a) Notwithstanding any other provision of this Agreement, and without limiting any such provision, to the extent that Indemnatee is or was, by reason of Indemnatee's Corporate Status, a party to and is or was successful, on the merits or otherwise, as to any Proceeding or any claim, issue or matter involved in any Proceeding, Indemnatee shall be indemnified against all Expenses actually and reasonably incurred with respect to such Proceeding or such claim, issue or matter, as applicable. In furtherance and not in limitation of the foregoing, and by way of further explanation, if Indemnatee is not wholly successful in such Proceeding but is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters involved in such Proceeding, the Company shall indemnify Indemnatee against all Expenses with respect to each successfully resolved claim, issue or matter.

(b) For purposes of this Section 7, "successful" shall, to the fullest extent permitted by applicable law, include, but not be limited to, (i) a termination, withdrawal or dismissal (with or without prejudice) of any Proceeding or any claim, issue or matter involved in any Proceeding, without any express finding of liability or guilt against Indemnatee, (ii) the expiration of one hundred twenty (120) days after the making of any claim or threat of any Proceeding without the institution of same and without the entering into of any settlement or compromise with respect to such claim or threat, or (iii) the entering into of any settlement or compromise with respect to any Proceeding or any claim, issue or matter involved in any Proceeding pursuant to which Indemnatee is obligated to pay or is found liable for an amount less than \$25,000.

8. Effect of Certain Resolutions; Waiver of Right of Contribution Against Indemnatee. Neither the termination of any Proceeding or any claim, issue or matter involved in any Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, nor the failure of the Company to award indemnification or to determine that indemnification is payable, shall create a presumption that Indemnatee is not entitled to indemnification under this Agreement. The Company hereby waives, to the fullest extent permitted by applicable law, any right of contribution that it may have against Indemnatee with respect to any Proceeding or any claim, issue or matter involved in any Proceeding in which the Company and Indemnatee are jointly liable.

9. Agreement to Advance Expenses; Undertaking. The Company shall pay to Indemnatee, all Expenses actually and reasonably incurred by Indemnatee in connection with any Proceeding or any claim, issue or matter involved in any Proceeding, including, without limitation, a Proceeding by or in the right of the Company and a Proceeding to enforce indemnification and

advancement rights under this Agreement, in advance of the final disposition of such Proceeding or such claim, issue or matter, if Indemnatee furnishes the Company with a written undertaking to repay the amount of such Expenses advanced to Indemnatee if it is finally determined by a court of competent jurisdiction evidenced by a final nonappealable order that Indemnatee is not entitled under Section 3 to indemnification with respect to such Expenses. To the fullest extent permitted by applicable law, such undertaking shall be an unlimited general obligation of Indemnatee, shall be accepted by the Company without regard to the financial ability of Indemnatee to make repayment, and shall in no event be required to be secured.

10. Procedure for Advancement of Expenses. Indemnatee shall submit to the Company a written claim specifying the Expenses for which Indemnatee seeks advancement under Section 9, and the basis for such claim, together with documentation evidencing that Indemnatee has actually and reasonably incurred such Expenses. Notwithstanding the foregoing, Indemnatee shall not be required to furnish documentation or information where the provision of such documentation or information by Indemnatee reasonably could be expected to (a) result in the loss of the attorney-client privilege, work product privilege or similar privilege or protection, (b) be prohibited by applicable law, or (c) be prohibited by the terms of any agreement to which Indemnatee is a party. The Company shall advance such Expenses to Indemnatee or on behalf of Indemnatee within twenty (20) calendar days after receipt of such written claim and documentation.

11. Remedies of Indemnatee.

(a) *Right to Petition Court.* In the event that Indemnatee submits to the Company a written claim for indemnification of Indemnifiable Amounts under Section 3 and Section 5 or submits to the Company a written claim for advancement of Expenses under Section 9 and Section 10, and the Company fails to make such indemnification or advancement, as applicable, pursuant to the terms of this Agreement, Indemnatee may petition the Court of Chancery to enforce the Company's obligations under this Agreement.

(b) *Burden of Proof.* In any judicial proceeding brought under Section 11(a), the Company shall have the burden of proving that Indemnatee is not entitled to indemnification of Indemnifiable Amounts or advancement of Expenses, as applicable, under this Agreement.

(c) *Expenses.* The Company agrees to reimburse Indemnatee in full for any Expenses actually and reasonably incurred by Indemnatee in connection with investigating, preparing for, litigating, defending, prosecuting or settling any judicial proceeding brought by Indemnatee under Section 11(a), except where such judicial proceeding or any claim, issue or matter involved therein is adjudicated finally by a court of competent jurisdiction evidenced by a final nonappealable order in favor of the Company.

(d) *Validity of Agreement.* The Company shall be precluded from asserting in any Proceeding, including, without limitation, any judicial proceeding under Section 11(a), that the provisions of this Agreement are not valid, binding and enforceable or that there is insufficient consideration for this Agreement and shall stipulate in such judicial proceeding that the Company is bound by all the provisions of this Agreement.

(e) *Failure to Act Not a Defense.* The failure of the Company (including, without limitation, the Board of Directors or any committee of the Board of Directors, independent legal counsel, or the Company's stockholders) to make a determination concerning the permissibility of the indemnification of Indemnifiable Amounts shall not be a defense in any judicial proceeding brought under Section 11(a), and shall not create a presumption that such indemnification is not permissible under this Agreement.

12. Notice By Indemnatee; Defense of the Underlying Proceeding.

(a) *Notice by Indemnatee.* Indemnatee agrees to notify the Company promptly in writing upon being served with any summons, citation, subpoena, complaint, indictment, information, or other document relating to any Proceeding or any claim, issue or matter involved in any Proceeding which may result in the indemnification of Indemnifiable Amounts or the advancement of Expenses under this Agreement; provided, however, that the failure to give any such notice shall not disqualify Indemnatee from the right, or otherwise affect in any manner any right of Indemnatee, to receive indemnification of Indemnifiable Amounts or advancement of Expenses under this Agreement, except to the extent the Company's ability to defend in such Proceeding or such claim, issue or matter is materially prejudiced thereby.

(b) *Defense by Company.* Subject to the provisions of the last sentence of this Section 12(b) and of Section 12(c), the Company shall have the right to defend Indemnatee in any Proceeding or any claim, issue or matter involved in any Proceeding which may give rise to the indemnification of Indemnifiable Amounts under this Agreement; provided, however, that the Company shall notify Indemnatee of any such decision to defend within ten (10) calendar days of the Company's receipt of notice of any such Proceeding or such claim, issue or matter under Section 12(a). The Company shall not, without the prior written consent of Indemnatee, consent to the entry of any judgment against Indemnatee or enter into any settlement or compromise which (i) includes an admission of fault of Indemnatee, or (ii) does not include, as an unconditional term thereof, the full release of Indemnatee from all liability in respect of such Proceeding or such claim, issue or matter, which release shall be in form and substance reasonably satisfactory to Indemnatee. This Section 12(b) shall not apply to a Proceeding or any claim, issue or matter involved in a Proceeding brought by Indemnatee under Section 11(a) or pursuant to Section 20.

(c) *Indemnatee's Right to Counsel.* Notwithstanding the provisions of Section 12(b), (i) if in a Proceeding or a claim, issue or matter involved in a Proceeding to which Indemnatee is a party by reason of Indemnatee's Corporate Status, (A) Indemnatee reasonably concludes that Indemnatee may have separate defenses or counterclaims to assert with respect to such Proceeding or such claim, issue or matter which are inconsistent with the position of other defendants in such Proceeding or such claim, issue or matter, as applicable, or (B) a conflict of interest or potential conflict of interest exists between Indemnatee and the Company, or (ii) if the Company fails to assume the defense of such Proceeding or such claim, issue or matter in a timely manner, Indemnatee shall be entitled to be represented by separate legal counsel, which shall represent other persons similarly situated, of Indemnatee's and such other persons' choice and reasonably acceptable to the Company at the expense of the Company. In addition, if the Company fails to comply with any of its obligations under this Agreement or in the event that the Company or any other person takes any action to declare this Agreement void or unenforceable, or institutes any Proceeding or any claim, issue or matter involved in any Proceeding to deny or to recover from Indemnatee the benefits intended to be provided to Indemnatee under this Agreement, except with respect to any Proceeding or any claim, issue or matter involved in any Proceeding that is resolved in favor of the Company, Indemnatee shall have the right to retain counsel of Indemnatee's choice, at the expense of the Company, to represent Indemnatee in connection with any such Proceeding or claim, issue or matter.

(d) *Consent to Judgment or Settlement or Compromise by Indemnatee.* Indemnatee shall not, without the prior written consent of the Company (which consent shall not be unreasonably withheld or delayed), consent to the entry of any judgment against Indemnatee or consent to or enter into any settlement or compromise with respect to any Proceeding or any claim, issue or matter involved in any Proceeding with respect to which the Company may have indemnification or advancements obligations to Indemnatee under this Agreement. The Company shall have no obligation to indemnify Indemnatee under this Agreement with respect to any Proceeding or any claim, issue or matter involved in any Proceeding for which a judgment, settlement or compromise is consented to or entered into by Indemnatee without the prior written consent of the Company (which consent shall not be unreasonably withheld or delayed).

13. Representations and Warranties of the Company. The Company hereby represents and warrants to Indemnatee as follows:

(a) *Authority.* The Company has all necessary power and authority to enter into, and be bound by the terms of, this Agreement, and the execution, delivery and performance of the undertakings contemplated by this Agreement have been duly authorized by the Company.

(b) *Enforceability.* This Agreement, when executed and delivered by the Company in accordance with the provisions hereof, shall be a legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, moratorium, reorganization or similar laws affecting the enforcement of creditors' rights generally or equitable principles.

14. Insurance. The Company shall, to the maximum extent available, cover Indemnitee under any insurance policy secured for the directors and officers of the Company or any other Entity for which Indemnitee has Corporate Status.

15. Contract Rights Not Exclusive. The rights to indemnification of Indemnifiable Amounts and advancement of Expenses provided by this Agreement shall be in addition to, but not exclusive of, any other rights which Indemnitee may have at any time under applicable law or the Charter or Bylaws, or any other agreement, vote of stockholders or directors (or a committee of directors), or otherwise, both as to action (or inaction) in Indemnitee's official capacity and as to action (or inaction) in any other capacity as a result of Indemnitee's serving as a director and/or officer, as applicable, of the Company.

16. Successors. This Agreement shall be (a) binding upon all successors and assigns of the Company (including, without limitation, to the fullest extent permitted by applicable law, any transferee of all or a substantial portion of the business, stock and/or assets of the Company and any direct or indirect successor to the Company by merger or consolidation or otherwise by operation of law), and (b) binding on and shall inure to the benefit of the heirs, personal representatives, executors and administrators of Indemnitee. To the fullest extent permitted by applicable law, the Company shall cause any successor to the business, stock and/or assets of the Company or the direct or indirect successor to the Company by merger or consolidation or otherwise by operation of law to assume and agree to perform this Agreement in the same manner as if no such succession had taken place. This Agreement shall continue for the benefit of Indemnitee and the heirs, personal representatives, executors and administrators of Indemnitee after Indemnitee has ceased to have Corporate Status.

17. Other Sources; Subrogation. The Company's obligation to indemnify or advance expenses to Indemnitee, if any, under this Agreement shall be reduced by the amount Indemnitee may receive, as indemnification or advancement of expenses from any other Entities or individuals or any insurance policy. In the event of any indemnification of Indemnifiable Amounts or advancement of Expenses by the Company under this Agreement, the Company shall, to the fullest extent permitted by applicable law, be subrogated to the extent of such indemnification or advancement to all of the rights of contribution or recovery of Indemnitee against other Entities or individuals and have a right of contribution against such other Entities or individuals, and, in furtherance thereof, Indemnitee shall take, at the request of the Company, all reasonable action necessary to secure such rights, including, without limitation, securing the execution and delivery by such other Entities or individuals of an agreement as to the division of indemnification and advancement liabilities as between such other Entities or individuals and the Company, in a manner reasonably acceptable to the Company prior to the payment by the Company of any such Indemnifiable Amounts or Expenses and/or the execution and delivery of such documents as are reasonably necessary to enable the Company to bring any action, suit or proceeding to enforce such rights.

18. Governing Law; Consent to Jurisdiction. This Agreement shall be governed by and construed and enforced under the laws of the State of Delaware, without giving effect to the provisions thereof relating to conflicts of law. To the fullest extent permitted by applicable law, (a) the Company and Indemnitee hereby (i) irrevocably consent and submit to the personal jurisdiction of the Court of Chancery, and (ii) waive any claim of improper venue or any claim that the Court of Chancery is an inconvenient forum and (b) Indemnitee hereby appoints, to the extent that Indemnitee is not otherwise subject to service of process in the State of Delaware, the Company's then registered agent in the State of Delaware at the registered office of such agent in the State of Delaware as listed in the records of the Secretary of State of the State of Delaware, as agent for service of process in the State of Delaware. To the fullest extent permitted by applicable law, the Company and Indemnitee hereby agree that the mailing of process and other papers in connection with any such judicial proceeding in the manner provided in Section 22 or in such other manner as may be permitted by applicable law, shall be valid and sufficient service thereof.

19. Severability. Whenever possible, each provision of this Agreement shall be interpreted in such a manner as to be effective and valid under applicable law, but if any provision of this Agreement, or any clause thereof, shall be determined by a court of competent jurisdiction to be illegal, invalid or unenforceable, in whole or in part, such provision or clause shall be limited or modified in its application to the minimum extent necessary to make such provision or clause valid, legal and enforceable, and the remaining provisions and clauses of this Agreement shall remain fully enforceable and binding on the Company and Indemnitee.

20. Entire Agreement. This Agreement constitutes the entire agreement between the Company and Indemnitee with respect to the subject matter hereof and supersedes all prior agreements, understandings, negotiations and discussions, both written and oral, between the parties hereto with respect to such subject matter.

21. Indemnatee as Plaintiff. Notwithstanding any other provision of this Agreement, but except as provided in Section 11 and in the next sentence, Indemnatee shall not be entitled to indemnification of Indemnifiable Amounts or advancement of Expenses with respect to any Proceeding or any claim, issue or matter involved in any Proceeding brought by Indemnatee against the Company, any Subsidiary, or any director, manager, general partner, officer or employee of the Company or any such Subsidiary, prior to a Change in Control, unless the commencement of such Proceeding or such claim, issue or matter by Indemnatee was authorized in the specific case by the Board of Directors. This Section 20 shall not apply to (a) affirmative defenses asserted by Indemnatee or any compulsory counterclaims required to be made by Indemnatee in any Proceeding or with respect to any claim, issue or matter involved in any Proceeding brought against Indemnatee, or (b) any Proceeding or any claim, issue or matter involved in any Proceeding brought by Indemnatee against the Company, any Subsidiary, or any director, manager, general partner, officer or employee of the Company or any such Subsidiary, from and after a Change in Control.

22. Modification and Waiver. No supplement, modification or amendment of this Agreement shall be binding unless executed in writing by both the Company and Indemnatee. Notwithstanding any other provision of this Agreement or any provision of applicable law to the contrary, to the fullest extent permitted by applicable law, no supplement, modification or amendment of this Agreement shall adversely affect any right or protection of Indemnatee in respect of any act or omission occurring prior to the time of such supplement, modification or amendment. No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provisions of this Agreement (whether or not similar), nor shall such waiver constitute a continuing waiver.

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23. General Notices. All notices, requests, demands and other communications under this Agreement shall be in writing and shall be deemed to have been duly given (a) when delivered by hand, (b) when transmitted by facsimile or email and receipt is acknowledged, or (c) if mailed by certified or registered mail with postage prepaid, on the third (3rd) business day after the date on which it is so mailed, in each case, to such address as may have been furnished by any party to the other party.

24. Termination. This Agreement shall terminate as of the later of (a) ten (10) years after Indemnatee ceases to serve as a director and/or officer, as applicable, of the Company, or (b) one (1) year after the final adjudication by a court of competent jurisdiction evidenced by a final non-appealable order with respect to any Proceeding or any claim, issue or matter involved in any Proceeding in respect of which Indemnatee is granted rights of indemnification of Indemnifiable Amounts or advancement of Expenses under this Agreement.

25. Counterparts. This Agreement may be executed in one or more counterparts (including, without limitation, by facsimile or email transmission that includes a copy of the sending party's signature), in which event, all of said counterparts shall be deemed to be originals of this Agreement.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto have executed this Director and Officer Indemnification Agreement as of the Effective Date.

THE COMPANY:

OSR HOLDINGS, INC.

Name: Kuk Hyoun Hwang
Title: Chief Executive Officer

INDEMNITEE:

[Signature Page to Director and Officer Indemnification Agreement]

SUBSIDIARIES OF THE REGISTRANT

Name	Jurisdiction of Formation
OSR Holdings Co., Ltd. ⁽¹⁾	Republic of Korea
Vaximm AG	Switzerland
Darnatein Co., Ltd.	Republic of Korea
RMC Co., Ltd.	Republic of Korea

* Indirect subsidiaries are indicated by indentation.

(1) OSR Holdings, Inc. owns approximately 67% of the issued and outstanding shares of Series A common stock of OSR Holdings Co., Ltd.



Shinhan Accounting Corporation

8th FL, 8, Uisadang-daero
Yeongdeungpo-gu, Seoul, 07236, Korea

Telephone: 82-2-782-9940

Telefax: 82-2-782-9941

www.rsm.global/korea

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in the current report on Form 8-K of OSR Holdings, Inc. (formerly Bellvue Life Science Acquisition Corp.) of our report dated February 7, 2025 with respect to our audit of the consolidated financial statements of OSR Holdings Co., Ltd. and its subsidiaries as of December 31, 2023 and 2022 and for the years then ended.

/s/ RSM Shinhan Accounting Corporation

Shinhan Accounting Corporation
Seoul, Korea
February 21, 2025

Comparison of the Three Months Ended September 30, 2023 and 2024

The following table presents OSR Holdings's statement of operations data for the three months ended September 30, 2023 and 2024, and the Korean won (KRW) and percentage change between the two periods:

	Three Months Ended September 30, (Korean Won in thousands)			
	2023	2024	Change \$	Change %
	(Unaudited)			
Net Sales:	1,154,906	1,119,394	(35,512)	-3%
Cost of Sales	1,008,956	875,526	(133,430)	-13%
Gross Profit	145,950	243,868	97,918	67%
Selling, general and administrative expenses	(6,805,411)	(5,090,682)	1,714,729	-25%
Operating loss	(6,659,461)	(4,846,814)	1,812,647	-27%
Other income (expense)	(111,995)	94,992	206,987	-185%
Loss before income taxes	(6,771,456)	(4,751,822)	2,019,634	-30%

Net Sales

Net sales decreased by KRW 36 million reflecting a decline in net sales of OSR's portfolio company, RMC, due primarily to the termination of RMC's distribution agreement with Penumbra for its neuro intervention medical device equipment. OSR expects its revenue to decrease in 2025 and possibly longer, until RMC can replace sales of Penumbra's products by increasing sales or incorporating additional products from other manufacturers.

Cost of Sales and Gross Margin

Cost of sales decreased by KRW 133 million, or 13%, due to the decline in sales with the termination of RMC's distribution agreement with Penumbra, which resulted in lower purchase volumes from Penumbra. Gross profit increased by KRW 98 million, or 67%, from KRW 146 million to KRW 244 million, primarily due to increased sales of higher margin products.

Research and Development Expenses

Research and development expenses increased by KRW 56 million, or 308%, from KRW 18 million for the three months ended September 30, 2023 to KRW 74 million for the three months ended September 30, 2024. This was primarily due to increased spending by Darnatein on research and development expenses.

Selling, General, and Administrative Expenses

SG&A expenses decreased by KRW 1,715 million, or 25%, from KRW 6,805 million for the three months ended September 30, 2023, to KRW 5,091 million for the three months ended September 30, 2024. The decrease was primarily attributable to a reduction in amortization expense (KRW 1,859 million), caused by change in assumption used in amortization method, offset to a lesser extent by increases in building maintenance expense (KRW 227 million) and the increase in research and development expenses.

Other Income (Expense)

Other income increased by KRW 207 million, from a loss of KRW 112 million in the third quarter of 2023, to income of KRW 95 million in the third quarter of 2024. The increase is primarily attributable to reducing the loss on foreign currency translation, from KRW 257 million to KRW 39.9 million.

Loss Before Income Taxes

Loss before income taxes for the Quarter was reduced by KRW 682 million, or 30%, from 6.8 billion for the three months ended September 30, 2023 to KRW 4.8 billion for the three months ended September 30, 2024, reflecting primarily a reduction in SG&A expenses and to a lesser extent, a reduction in cost of sales.

Comparison of the Nine Months Ended September 30, 2023 and 2024

The following table presents OSR's statement of operations data for the nine months ended September 30, 2023 and 2024, and the Korean won (KRW) and percentage change between the two periods:

	Nine Months Ended September 30, (Korean Won in thousands)			
	2023	2024	Change \$	Change %
	(Unaudited)			
Net Sales:	3,139,754	3,537,771	398,017	13%
Cost of Sales	2,269,583	2,656,774	387,191	17%
Gross Profit	870,171	880,997	10,826	1%
Selling, general and administrative expenses	(12,345,574)	(14,516,613)	(2,171,039)	18%
Operating loss	(11,475,402)	(13,635,616)	(2,160,214)	19%
Other income (expense)	(398,126)	(31,646)	366,480	-92%
Loss before income taxes	(11,873,528)	(13,667,262)	(1,793,734)	15%

Net Sales

Net sales increased by KRW 398 million, or 13%, reflecting an increase in net sales of OSR's portfolio company, RMC, due primarily to its expansion of sales product portfolio. Although sales increased in the nine-month period, with the termination of RMC's contract with Penumbra, OSR expects its revenue to decrease in 2025 and possibly longer, until RMC can replace sales of Penumbra's products by increasing sales or incorporating additional products from other manufacturers.

Cost of Sales and Gross Margin

Cost of sales increased by KRW 387 million, or 17%, reflecting almost entirely the increase in sales volumes for RMC, which purchases products from its suppliers for resale (so, as sales increase, cost of sales increases). Gross profit increased by approximately KRW 11 million, or 1.2%. Gross margin percentage decreased from 27.7% to 24.9%, primarily due to reduced service revenue of Vaximm.

Research and Development Expenses

Research and development expenses remained essentially flat for the two periods, at KRW 198 million for the nine-months ended September 30, 2023 and September 30, 2024. OSR Holdings expects research and development expenses to increase in 2025 if its cash position improves following the completion by BLAC of the acquisition of OSR Holdings.

Selling, General, and Administrative Expenses

SG&A expenses increased by KRW 2.2 billion, or 18%, from KRW 12.3 billion for the nine-months ended September 30, 2023, to KRW 14.5 billion for the nine-months ended September 30, 2024. The increase was primarily attributable to the increase in amortization expenses, which increased by KRW 1.9 billion, or 19%, and to a lesser extent, commissions and professional fees, which increased by KRW 269 million or 26%, and wages and salaries, which increased by KRW 124 million, or 15%.

Other Income (Expense)

Interest income decreased from KRW 30 million in the nine-months ending September 30, 2023 to KRW 15 million in the nine-months ending September 30, 2024, a decline of 50%. Interest expense decreased by KRW 407 million, or 92%, from KRW 440 million to KRW 33 million as a result of reduction in outstanding debt of OSR Holdings and its subsidiaries. Other income (gains on foreign currency exchange and foreign currency translation) decreased by KRW 239 million, from KRW 369 million to KRW 130 million. Other expenses decreased by KRW 214 million, from KRW 358 million to KRW 143 million (losses on foreign currency translation and foreign currency exchange).

Loss Before Income Taxes

Loss before income taxes for the Nine Months Ending September 30, 2024 increased by KRW 1.9 billion, or 15%, from 11.9 billion for the nine months ended September 30, 2023 to KRW 13.7 billion for the nine-months ended September 30, 2024, reflecting higher SG&A expenses, and, to a lesser extent, reduced gross profits from operations.

Comparison of the Years Ended December 31, 2022 and 2023

The following table presents OSR Holdings' statements of operations for the years ended December 31, 2022 and 2023, and the Korean won (KRW) and percentage change between the two years:

	Year Ended December 31, (Korean won in thousands)			
	2022	2023	Change \$	Change %
Net Sales:	8,758	4,453,551	4,444,793	50,751%
Cost of Sales	—	3,278,703	3,278,703	
Gross Profit	8,758	1,174,848	1,166,090	13,315%
Selling, general and administrative expenses	(1,339,669)	(15,955,519)	(14,615,850)	1,091%
Operating loss	(1,330,911)	(14,780,671)	(13,449,760)	1,011%
Other income (expense)	2,119,106	(956,445)	(3,075,551)	-145%
Loss before income taxes	788,196	(15,737,116)	(16,525,312)	-2,097%

Net Sales

Net sales was KRW 4.5 billion, consisting of sales of medical devices by OSR Holdings's RMC subsidiary in South Korea, which was acquired by OSR Holdings in late December 2022. OSR Holdings had non-operating income in 2022 from a one-time gain on the disposition of certain financial assets, as described below.

Cost of Sales

Cost of sales was KRW 3.3 billion in 2023, consisting of costs of medical devices purchased (for resale) by OSR Holdings's RMC subsidiary in South Korea.

Gross Profit

Gross profit was KRW 1.2 billion in 2023 from the sales of medical devices by OSR Holdings's RMC subsidiary in South Korea.

Selling, General and Administrative Expenses

SG&A expenses consist of personnel-related expenses, including salaries, benefits, bonus, and travel. Other SG&A expenses include amortization of intangible assets, research and development expenses, professional services fees, such as legal, audit, and investor/press relations, research and development expenses, non-income taxes, insurance costs, cost of outside consultants and

employee recruiting and training costs. SG&A expenses increased 1,091% in 2023, primarily as a result of the amortization of acquired patents (84%) and consolidation of expenses acquired by subsidiaries (16%) which were not reflected in 2022 financial results. Moreover, OSR Holdings expects to incur additional expenses associated with operating as a public company, including legal, accounting, insurance, exchange listing and SEC compliance and investor relations. OSR Holdings expects quarterly selling, general and administrative expenses, excluding stock compensation expense, to increase to an average of approximately \$1.5 million per quarter through the end of 2025.

Research and Development (R&D) Expenses

R&D expenses consist primarily of costs incurred for research activities, including the development of product candidates, pre-clinical and clinical trials and related costs of salaries and contractors. R&D costs are expensed as incurred. OSR Holdings R&D expenses for 2022 and 2023 were KRW 244 million and KRW 324 million, which came from the fully consolidated subsidiaries. OSR Holdings expects to incur and report R&D related expenses mainly from its subsidiaries and affiliates actively engaged in R&D at an estimated amount of \$2.5 million to \$3.0 million per quarter beginning in 2025.

Other Income (Expense)

Interest income increased from KRW 3 million in 2022 to KRW 23 million in 2023, an increase of 704%. Interest expense increased by KRW 437 million, or 2,570%, from KRW 17 million to KRW 454 million. Other income decreased by KRW 2.2 billion, from KRW 2.3 billion to KRW 160 million, primarily due to a one-time gain from the disposal of financial assets of KRW 2.3 billion. Other expenses increased by KRW 481 million, from KRW 205 million to KRW 685 million.

Loss Before Income Taxes

Loss before income taxes for the Year increased 2,097% from a profit of KRW 788 million in 2022 to a loss of KRW 15.7B in 2023, primarily (88%) due to the increase in SG&A expenses, offset in part (-7%) by the gross profit from OSR Holdings's RMC subsidiary.

Liquidity and Capital Resources

From inception through September 30, 2024, OSR Holdings has incurred significant operating losses and negative cash flows from its operations. OSR Holdings' operating losses were KRW 1.3 billion and KRW 14.8 billion for the years ended December 31, 2022 and December 31, 2023, respectively, and KRW 11.5 billion and KRW 13.6 billion for the nine months ended September 30, 2023 and 2024, respectively. As of September 30, 2024, OSR Holdings had an accumulated deficit of KRW 26.26 billion. OSR Holdings has funded its operations primarily through the issuance of common shares, convertible preferred shares, convertible bonds as well as from bank loans, loans from affiliates and, to a lesser extent, from RMC product revenue. OSR Holdings (primarily through its subsidiaries) has raised a cumulative KRW 11.6 billion in gross proceeds through the issuance of common stock and convertible preferred shares. OSR Holdings had KRW 551.4 million in cash and cash equivalents at September 30, 2024, which consisted primarily of bank deposits. OSR Holdings has incurred significant expenses in connection with the Transaction and the Form S-4, which, together with other expenses, has reduced its available funds for operations, resulting in the need for immediate cash infusion, including the October 2024 loan from BLAC, to pay outstanding expenses.

**OSR Holdings Co., Ltd.
and its subsidiaries**

Consolidated financial statements

for the years ended December 31, 2023 and 2022

with the independent Registered Public Accounting Firm's report

OSR Holdings Co., Ltd.

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of

OSR Holdings Co., Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of OSR Holdings Co., Ltd. and its subsidiaries (the “Company”) as of December 31, 2023 and 2022, and the related consolidated statement of operations and comprehensive income, changes in stockholders’ equity and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes (collectively, the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ RSM Shinhan Accounting Corporation

Shinhan Accounting Corporation

We have served as the Company’s auditor since 2023.

Seoul, Korea

February 7, 2025

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Consolidated Financial Statements

December 31, 2023 and 2022

OSR HOLDINGS CO., LTD AND SUBSIDIARIES

Consolidated Balance Sheets
December 31, 2023 and 2022
(In Korean won, except share data)

	<u>2023</u>	<u>2022</u>
Assets		
Current assets:		
Cash and cash equivalents	₩ 696,542,458	₩ 3,556,865,658
Trade and other receivables, less allowance for credit losses of ₩45,492,513 in 2023 and ₩0 in 2022	1,543,542,712	624,460,396
Inventories, net	1,790,054,138	1,362,517,619
Prepaid income taxes	6,705,149	14,528,800
Other current financial assets	68,777,020	-
Other current assets	91,500,706	20,610,753
Total current assets	<u>4,197,122,183</u>	<u>5,578,983,226</u>
Equipment and vehicles, net	22,726,614	26,507,938
Operating lease right-of-use assets, net	210,350,535	376,778,565
Intangible assets, net	230,848,992,354	130,822,779,153
Goodwill	35,800,477,223	3,628,205,933
Other non-current financial assets	483,286,651	349,347,363
Deferred tax assets	108,925,647	35,923,816
Total assets	<u>₩271,671,881,207</u>	<u>₩140,818,525,994</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Short-term borrowing	₩ 500,000,000	₩ 1,436,615,903
Trade and other payables	1,955,746,193	5,374,746,607
Accrued expenses	558,554,905	389,722,861
Operating lease liabilities-current	105,829,155	62,511,022
Other current liabilities	106,140,035	132,572,190
Income taxes payable	17,873,233	5,396,752
Total current liabilities	<u>3,244,143,521</u>	<u>7,401,565,335</u>
Long-term debt	460,000,000	160,000,000
Operating lease liabilities- non-current	101,657,569	311,935,157
Other non-current liabilities	2,435,281	-
Deferred tax liabilities	43,328,007,126	19,480,344,941
Total liabilities	<u>47,136,243,497</u>	<u>27,353,845,433</u>
Stockholders' equity:		
Common stock, ₩5,000 par value, Authorized 4,000,000 shares; 1,887,070 and 1,160,672 shares issued and outstanding as of December 31, 2023 and 2022, respectively	9,435,350,000	5,803,360,000

Additional paid-in capital	229,027,323,455	108,148,632,336
Accumulated deficit	(14,095,976,021)	(487,311,775)
Accumulated other comprehensive income	168,940,276	-
Total stockholders' equity	224,535,637,710	113,464,680,561
Total liabilities and stockholders' equity	<u>₩271,671,881,207</u>	<u>₩140,818,525,994</u>

The accompanying notes are an integral part of the consolidated financial statements

OSR HOLDINGS CO., LTD AND SUBSIDIARIES
Consolidated Statements of Operations and Comprehensive Income
Years ended December 31, 2023 and 2022
(In Korean won)

	2023	2022
Net sales	₩ 4,453,551,060	₩ 8,758,337
Cost of sales	3,278,702,931	-
Gross profit	1,174,848,129	8,758,337
Selling, general, and administrative expenses	15,955,518,638	1,339,668,875
Operating loss	(14,780,670,509)	(1,330,910,538)
Other income (expense):		
Interest income	22,585,540	2,810,755
Interest expense	(454,140,294)	(17,011,225)
Other income	160,571,422	2,338,095,795
Other expenses	(685,461,727)	(204,788,996)
(Loss) income before income taxes	(15,737,115,568)	788,195,791
Income tax benefit	2,128,451,322	2,376,396
Net (loss) income	(13,608,664,246)	790,572,187
Attributable to:		
OSR Holdings Co., Ltd. and subsidiaries	(13,608,664,246)	790,572,187
Non-controlling interests	-	-
Other comprehensive income for the year, net of tax		
Gain on foreign currency translation	168,940,276	-
Total comprehensive (loss) income for the year	<u>₩(13,439,723,970)</u>	<u>₩ 790,572,187</u>
Attributable to:		
OSR Holdings Co., Ltd. and subsidiaries	(13,439,723,970)	790,572,187
Non-controlling interests	-	-
(Loss) earnings per share attributable to OSR Holdings Co., Ltd. and subsidiaries		
Basic (loss) earnings per ordinary share	₩ (8,156)	₩ 2,025

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

OSR HOLDINGS CO., LTD AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity

Years ended December 31, 2023 and 2022
(In Korean won, except share data)

	Common stock		Additional paid-in	Retained Earnings (accumulated deficit)	Accumulated other comprehensive Income (loss)	Total stockholders' equity
	Shares	Amounts	capital			
Balance at January 1, 2022	301,000	₩1,505,000,000	₩ 4,237,000	₩ (1,277,883,962)	₩ —	₩ 231,353,038
Net income	—	—	—	790,572,187	—	790,572,187
Stock issued	859,672	4,298,360,000	108,144,395,336	—	—	112,442,755,336
Balance at December 31, 2022	1,160,672	₩5,803,360,000	₩108,148,632,336	₩ (487,311,775)	₩ —	₩113,464,680,561
Balance at January 1, 2023	1,160,672	₩5,803,360,000	\$ 108,148,632,336	₩ (487,311,775)	₩ —	₩113,464,680,561
Net loss	—	—	—	(13,608,664,246)	—	(13,608,664,246)
Foreign currency translation adjustment	—	—	—	—	168,940,276	168,940,276
Stock issued	726,398	3,631,990,000	120,878,691,119	—	—	124,510,681,119
Balance at December 31, 2023	1,887,070	₩9,435,350,000	₩229,027,323,455	₩(14,095,976,021)	₩ 168,940,276	₩224,535,637,710

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

OSR HOLDINGS CO., LTD AND SUBSIDIARIES

Consolidated Statements of Cash Flows
Years ended December 31, 2023 and 2022
(In Korean won)

Cash flows from operating activities:	2023	2022
Net (loss) income	₩(13,608,664,246)	₩ 790,572,187
Adjustments to reconcile net (loss) income to cash used in operating activities:		
Income tax benefit	(2,146,399,043)	180,988,010
Depreciation	101,467,794	22,391,361
Amortization	12,310,159,342	31,980,873
Loss on disposal of intangible assets	402,355,143	-
Gain on sale of tangible assets	(1,362,637)	-
Loss on disposal of ROU assets	109,881,120	-
Bad debts	45,492,513	-
Severance pay	91,730,517	-
Interest expense	391,130,545	2,088,669
Impairment loss on investment under equity method	-	97,742,345
Gain on termination of lease contract	-	(435,178)
Interest Income	-	-
Loss on foreign currency translation	92,438,038	10,811,148
Gain on disposal of financial assets measured at fair value	-	(2,305,743,718)
Changes in operating assets and liabilities		
(Increase) decrease in trade and other receivables	(898,335,701)	3,191,433
Increase in inventories, net	(427,536,519)	-
Decrease in prepaid income taxes	7,823,651	-
Increase in other current financial assets	(68,777,020)	-

Increase in other current assets	(70,889,953)	(6,981,399)
(Decrease) increase in trade and other payables	(3,419,000,414)	90,570,415
Increase in accrued expenses	168,832,044	30,434,414
Increase in tax payables	12,476,481	-
Decrease in lease liabilities	(83,945,144)	(28,290,000)
(Decrease) Increase in other liabilities	(23,996,874)	50,206,160
Net cash used in operating activities	<u>(7,015,120,363)</u>	<u>(1,030,473,280)</u>
Cash flows from investing activities:		
Decrease in deposits	150,000	-
Purchase of FVTPL financial assets	-	(4,313,105,181)
Disposal of equipment and vehicles	4,350,940	-
Purchase of equipment and vehicles	(11,436,364)	(97,742,345)
Purchase of intangible assets	(9,589,573)	-
Increase in deposits	(35,058,299)	-
Increase in cash and cash equivalents from business combination	-	2,249,585,068
Net cash used in investing activities	<u>(51,583,296)</u>	<u>(2,161,262,458)</u>
Cash flows from financing activities		
Proceeds from long-term debt Repayment of long-term debt	1,443,140,500	1,574,166,000
Repayment of short-term borrowing	(544,538,903)	(200,000,000)
Issuance of convertible bonds	(636,263,607)	-
Proceeds from issuance of common stock	4,000,000,000	-
Payment of stock issuance costs	-	4,609,463,880
Net cash provided by financing activities	<u>(17,806,500)</u>	<u>-</u>
Net change in cash and cash equivalents	<u>4,244,531,490</u>	<u>5,983,629,880</u>
Effects of changes in exchange rate on cash and cash equivalents	(2,822,172,169)	2,791,894,142
Cash and cash equivalents at beginning of year	(38,151,031)	323,879,830
Cash and cash equivalents at end of year	<u>3,556,865,658</u>	<u>441,091,686</u>
	<u>₩ 696,542,458</u>	<u>₩ 3,556,865,658</u>
Supplemental disclosures of cash flow information		
Cash paid for interest	₩ -	₩ -
Cash paid for income taxes (net of refunds received)	-	-

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

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Notes to The Consolidated Financial Statements
December 31, 2023 and 2022

(1) Organization and nature of business

The consolidated financial statements of OSR Holdings Co., Ltd. (the “Company” or the “Parent”) and its subsidiaries (collectively, the “Group”) for the year ended December 31, 2023 were authorized for issuance in accordance with a resolution of the directors meeting on January 31, 2025. The registered office is located at 37-36 Hoedong-gil, Paju-si, Gyeonggi-do, Republic of Korea.

The Company is a global life sciences holding company based in South Korea and is actively engaging in drug development, dedicating to advance healthcare outcome and driving social progress. Through open innovation and responsible investment, the Company aims to make a lasting impact across the industry as well as our society. With a strong focus on oncology and immunology, the Company’s mission is to build a robust portfolio of ventures, bringing innovative and transformative therapies to market.

Details of shareholders as of December 31, 2023 are as follows:

Name of Shareholder	Number of ordinary share	Percentage of ownership
Bellevue Capital Management LLC	580,572	30.77%
Bellevue Capital Management Europe AG	241,000	12.77%
Joint Protein Central	200,868	10.64%
Invites Ventures Co., Ltd.	135,129	7.16%
CG Invites Co., Ltd.	83,999	4.45%
PARK, CHAN KYOO	82,721	4.38%
Joint Center For Biosciences	78,720	4.17%
Others	484,061	25.66%
Total	1,887,070	100.00%

Details of investments in subsidiaries as of December 31, 2023 are as follows:

Name of subsidiary	Share capital	Percentage of ownership	Principal activities	Country of incorporation
VAXIMM AG ("VAXIMM")	1,091,203,754	100.00%	Biotech (drug development)	Switzerland
RMC Co., Ltd. ("RMC")	35,000,000	100.00%	Medical device distribution	Republic of Korea
Darnatein Co., Ltd. ("Darnatein")	6,466,667,000	100.00%	Biotech (drug development)	Republic of Korea

Key financial information of the subsidiaries at December 31, 2023 are as follows (Korean won in thousands):

Name of subsidiary	Asset	Liability	Equity	Sales	Net Income(loss)
VAXIMM	₩ 1,656,712	₩ 190,821	₩ 1,465,891	₩ 74,225	₩ (875,529)
RMC	3,821,285	2,653,735	1,167,550	4,379,326	79,068
Darnatein	714,773	409,562	305,211	-	(234,337)

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Notes to The Consolidated Financial Statements

December 31, 2023 and 2022

For the year ended December 31, 2023

Name of subsidiary	Reason	Type of purchase consideration
Darnatein	Acquisition (*1)	New shares of the Parent and other financial assets

For the year ended December 31, 2022

Name of subsidiary	Reason	Type of purchase consideration
VAXIMM	Acquisition (*2)	New shares of the Parent and other financial assets
RMC	Acquisition (*2)	New Share of the Parent

(*1) The Parent acquired subsidiary in March 2023 and accounted the acquisitions on March 31, 2023, which is deemed the acquisition date.

(*2) The Parent acquired subsidiaries in December 2022 and accounted for the acquisitions on December 31, 2022, which is deemed the acquisition date.

(2) Summary of significant accounting policies

a. *Basis of presentation*

These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (US-GAAP).

b. *Principle of consolidation*

The consolidated financial statements include the accounts of OSR Holdings Co., Ltd. and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

The Company consolidates entities in which it has a controlling financial interest based on either the variable interest entity (VIE) or voting interest model. The Company is required to first apply the VIE model to determine whether it holds a variable interest in an entity, and if so, whether the entity is a VIE. If the Company determines it does not hold a variable interest in a VIE, it then applies the voting interest model. Under the voting interest model, the Company consolidates an entity when it holds a majority voting interest in an entity.

The Company accounts for investments in which it has significant influence but not a controlling financial interest using the equity method of accounting.

c. *Use of estimates*

The preparation of the consolidated financial statements in conformity with US-GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include allowance for credit losses, valuation of inventories, valuation of deferred tax assets, the useful lives of equipment and vehicles, lease liabilities and right-of-use assets, and other contingencies.

d. *Cash and cash equivalents*

The Group considers all highly liquid financial instruments with original maturities of three months or less when purchased to be cash equivalents.

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Notes to The Consolidated Financial Statements
December 31, 2023 and 2022

e. *Allowance for credit losses*

The Group records an allowance for credit losses (ACL) under Subtopic 326-20 *Financial Instruments - Credit Losses – Measured at Amortized Cost* for the current expected credit losses inherent in its financial assets measured at amortized cost and contract assets. The ACL is a valuation account deducted from the amortized cost basis to present the net amount expected to be collected. The estimate of expected credit losses includes expected recoveries of amounts previously written off as well as amounts expected to be written off.

Accounts receivable

The Group uses an aging schedule to estimate the ACL for trade accounts receivable. This method categorizes trade receivables into different groups based on industry and the number of days past due. Past due status is measured based on the number of days since the payment due date. The trade receivables are evaluated individually for expected credit losses if they no longer share

similar risk characteristics. The Group determines that the receivables no longer share similar risk characteristic if they are past due balances over 90 days and over a specified amount. The Group evaluates the collectability of trade accounts receivables with payments that are more than 90 days past due on an individual basis to determine if any are deemed uncollectible. Trade accounts receivable balances are deemed uncollectible and written off as a deduction from the allowance after all means of collection have been exhausted.

f. Accounts receivable

Accounts receivables are recorded at the invoiced amount and do not bear interest. Amounts collected on trade accounts receivable are included in cash flows from operating activities in the consolidated statements of cash flows.

g. Inventories

Inventories are stated at the lower of cost or net realizable value and cost is determined by the first-in, first-out method. Cost comprises of direct materials and delivery costs, direct labor, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity, and, where applicable, transfers from cash flow hedging reserves in equity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Stock in transit is stated at the lower of cost and net realizable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

h. Equipment and vehicles

Equipment and vehicles are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation of all equipment and vehicles is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives as follows:

	Estimated useful lives
Vehicle	5 years
Office equipment	5 years
Facility equipment	3 to 13 years

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The assets' depreciation method, residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

i. Goodwill and intangible assets

Goodwill represents the excess purchase price over the estimated fair value of net assets acquired in a business combination.

The Group accounts for intangible assets in accordance with Accounting Standards Codification (ASC) Topic 350, *Intangibles – Goodwill and Other* (ASC 350). ASC 350 requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives and reviewed for impairment in accordance with accounting standards.

When impairment indicators are identified, the Group compares the reporting unit's fair value to its carrying amount, including goodwill. An impairment loss is recognized as the difference, if any, between the reporting unit's carrying amount and its fair value, to the extent the difference does not exceed the total amount of goodwill allocated to the reporting unit.

Indefinite-lived intangible assets are tested for impairment annually, and more frequently when there is a triggering event. Annually, or when there is a triggering event, the Group first performs a qualitative assessment by evaluating all relevant events and circumstances to determine if it is more likely than not that the indefinite-lived intangible assets are impaired; this includes considering any potential effect on significant inputs to determining the fair value of the indefinite-lived intangible assets. When it is more likely than not that an indefinite-lived intangible asset is impaired, then the Group calculates the fair value of the intangible asset and performs a quantitative impairment test.

j. *Impairment of long-lived assets*

Long-lived assets, such as equipment, vehicles and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group to be tested for possible impairment, the Group first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment loss is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

k. *Leases*

The Group is a lessee in several noncancellable operating leases, primarily for plants and main offices. The Group does not have a finance lease.

The Group accounts for leases in accordance with ASC Topic 842, *Leases*. The Group determines if an arrangement is or contains a lease at contract inception. The Group recognizes a right-of-use (ROU) asset and a lease liability at the lease commencement date.

For operating leases, the lease liability is initially and subsequently measured at the present value of the unpaid lease payments at the lease commencement date. For finance leases, the lease liability is initially measured in the same manner and date as for operating leases and is subsequently measured at amortized cost using the effective-interest method.

Key estimates and judgments include how the Group determines (1) the discount rate it uses to discount the unpaid lease payments to present value, (2) lease term, and (3) lease payments.

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- Topic 842 requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. Generally, the Group cannot determine the interest rate implicit in the lease because it does not have access to the lessor's estimated residual value or the amount of the lessor's deferred initial direct costs. Therefore, the Group generally uses its incremental borrowing rate as the discount rate for the lease. The Group's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. Because the Group does not generally borrow on a collateralized basis, it uses the interest rate it pays on its noncollateralized borrowings as an input to deriving an appropriate incremental borrowing rate, adjusted for the amount of the lease payments, the lease term, and the effect on that rate of designating specific collateral with a value equal to the unpaid lease payments for that lease.

- The lease term for all of the Group's leases includes the noncancellable period of the lease plus any additional periods covered by either a Group option to extend (or not to terminate) the lease that the Group is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor.
- Lease payments included in the measurement of the lease liability comprise the following:
 - Fixed payments, including in-substance fixed payments, owed over the lease term (includes termination penalties the Group would owe if the lease term reflects the Group's exercise of a termination option);
 - Variable lease payments that depend on an index or rate, initially measured using the index or rate at the lease commencement date;
 - Amounts expected to be payable under a Group-provided residual value guarantee; and
 - The exercise price of a Group option to purchase the underlying asset if the Group is reasonably certain to exercise the option.

The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for lease payments made at or before the lease commencement date, plus any initial direct costs incurred less any lease incentives received.

For operating leases, the ROU asset is subsequently measured throughout the lease term at the carrying amount of the lease liability, plus initial direct costs, plus (minus) any prepaid (accrued) lease payments, less the unamortized balance of lease incentives received. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

ROU assets are periodically reduced by impairment losses. The Group uses the long-lived assets impairment guidance in ASC Subtopic 360-10, *Property, Plant, and Equipment – Overall*, to determine whether an ROU asset is impaired, and if so, the amount of the impairment loss to recognize.

The Group monitors for events or changes in circumstances that require a reassessment of one of its leases. When a reassessment results in the remeasurement of a lease liability, a corresponding adjustment is made to the carrying amount of the corresponding ROU asset unless doing so would reduce the carrying amount of the ROU asset to an amount less than zero. In that case, the amount of the adjustment that would result in a negative ROU asset balance is recorded in profit or loss.

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Operating lease ROU assets are presented as operating lease right of use assets on the consolidated balance sheets. The current portion of operating lease liabilities are presented separately on the consolidated balance sheets.

The Group has elected not to recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Group recognizes the lease payments associated with its short-term leases as an expense on a straight-line basis over the lease term.

l. Foreign currency translation

The Group has operations in South Korea, Switzerland, and Germany. Accounting records in foreign operations are maintained in local currencies and remeasured to the Korean won during the consolidation. Nonmonetary assets and liabilities are translated at historical rates, and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Income statement accounts are translated at average rates for the year. Gains or losses from remeasurement of foreign currency financial statements into the Korean won are included in current results of comprehensive income.

m. Revenue recognition

The Group only has revenue from customers. The Group recognizes revenue when it satisfies performance obligations under the terms of its contracts, and control of its products is transferred to its customers in an amount that reflects the consideration the Group expects to receive from its customers in exchange for those products. This process involves identifying the customer contract, determining the performance obligations in the contract, determining the transaction price, allocating the transaction price to the distinct performance obligations in the contract, and recognizing revenue when the performance obligations have been satisfied. A performance obligation is considered distinct from other obligations in a contract when it (a) provides a benefit to the customer either on its own or together with other resources that are readily available to the customer and (b) is separately identified in the contract. The Group considers a performance obligation satisfied once it has transferred control of a good or product to a customer, meaning the customer has the ability to direct the use and obtain the benefit of the good or product.

n. Income taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Group recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Valuation allowances are established when management determines it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Group reports income tax-related interest and penalties relating to uncertain tax positions, if applicable, as a component of income tax expense.

o. Fair value measurements

The Group utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Group determines fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.

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- Level 2 inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

- Level 3 inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

The carrying value of cash and cash equivalents, trade and other receivables, inventories, prepaid expenses and other current and financial assets, trade and other payable, short-term borrowing, current operating lease liabilities, and accrued expenses and other current liabilities approximates their fair value due to the short-term nature of these instruments. The carrying amount reported in the consolidated balance sheets for notes payable to related party may differ from fair value since the interest rate is fixed.

p. Accounting pronouncements adopted during 2023

The Group did not adopt any new accounting pronouncements during 2023.

q. Accounting pronouncements issued, but not adopted as of December 31, 2023

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which provides an exception to fair value measurement for contract assets and contract liabilities related to revenue contracts acquired in a business combination. The ASU requires an entity (acquirer) to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. At the acquisition date, an acquirer should account for the related revenue contracts in accordance with Topic 606 as if it had originated the contracts. The ASU is effective for the Company for annual and interim periods in fiscal years beginning after December 15, 2023. Early adoption is permitted. The ASU is applied to business combinations occurring on or after the effective date. The Group is currently evaluating the impact this ASU will have on the Group's consolidated financial statements.

In October 2023, the FASB issued ASU 2023-06, *Disclosure Improvements – Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative*. The ASU modifies the disclosure or presentation requirements of a variety of Topics in the Codification to align with the SEC's regulations. The ASU also makes those requirements applicable to entities that were not previously subject to the SEC's requirements. The ASU is effective for the Company two years after the effective date to remove the related disclosure from Regulation S-X or S-K. As of the date these financial statements have been made available for issuance, the SEC has not yet removed any related disclosure. The Group does not expect the adoption of ASU 2023-06 to have a material effect on its consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires enhanced disclosure of significant segment expenses on an annual and interim basis. This ASU will be effective for the annual periods beginning the year ended December 31, 2024, and for interim periods beginning January 1, 2025. Early adoption is permitted. Upon adoption, this ASU should be applied retrospectively to all prior periods presented in the financial statements. The Group is currently evaluating the impact this ASU will have on the Group's consolidated financial statements.

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In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which improves the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the effective tax rate reconciliation and income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures. This ASU will be effective for the annual periods beginning the year ended December 31, 2026. Early adoption is permitted. Upon adoption, this ASU can be applied prospectively or retrospectively. The Group is currently evaluating the impact this ASU will have on the Group's consolidated financial statements.

(3) Critical accounting estimates and assumptions

The preparation of consolidated financial statements requires the Group to make estimates and assumptions concerning the future. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Income taxes

The Group's taxable income generated from these operations are subject to income taxes based on tax laws and interpretations of tax authorities in numerous jurisdictions. There are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies

Business combinations

Business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Parent taking into consideration all available information at the reporting date. Fair value adjustments on the finalization of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortization reported.

Patent technology

Patent technology is recognized in Intangible assets on the consolidated balance sheets. The Group considers both qualitative and quantitative factors when determining whether the patent technology may be impaired. For the purposes of assessing impairment, the Group follows its accounting policy disclosed in Note 2. In assessing whether there is any indication that the patent technology may be impaired, the Group considers, at minimum, the following indications:

External sources of information

- there are observable indications that the patent technology's value has declined during the period significantly more than would be expected as a result of the passage of time or normal use.
- significant changes with an adverse effect on the Group have taken place during the period, or will take place in the near future, in the technological, market, economic or legal environment in which the entity operates or in the market to which an asset is dedicated.

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- market interest rates or other market rates of return on investments have increased during the period, and those increases are likely to affect the discount rate used in calculating an asset's value in use and decrease the asset's recoverable amount materially.
- the carrying amount of the net assets of the entity is more than its market capitalization.

Internal sources of information

- evidence is available of obsolescence or physical damage of the patent technology.
- significant changes with an adverse effect on the entity have taken place during the period, or are expected to take place in the near future, in the extent to which, or manner in which, the patent technology is used or is expected to be used. These changes include the patent technology becoming idle, plans to discontinue or restructure the operation to which the patent technology belongs, and plans to dispose of the patent technology before the previously expected date.

- evidence is available from internal reporting that indicates that the economic performance of the patent technology is, or will be, worse than expected.

(4) Financial risk management

The Group is exposed to various financial risks such as market risk (exchange risk, interest rate risk), credit risk and liquidity risk due to various activities. The Group's overall risk management policy focuses on volatility in the financial markets and focuses on minimizing any negative impact on financial performance. Risk management is conducted under the supervision of the finance department according to the policy approved by the Board of Directors. The finance department identifies, evaluates and manages financial risks in close cooperation with the sales departments. The Board of Directors provides written policies on overall risk management principles and specific areas such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments, and investments in excess of liquidity.

Market risk management

Market risk is the risk of possible losses which arise from the changes of market factors, such as interest rate, stock price, foreign exchange rate, commodity value and other market factors related to the fair value or future cash flows of the financial instruments, such as securities, derivatives and others.

a. Currency risk

The following table sets forth the result of foreign currency translation into Korean won for financial assets and liabilities denominated in foreign currency of the Group as of December 31, 2023 and 2022:

(Korean won in unit)

	December 31, 2023		
	USD	EUR	CHF
Assets in foreign currency	₩ 29,220,473	₩ 301,368,136	₩ 744,194,360
Liabilities in foreign currency	64,470,000	16,289,133	-

(Korean won in unit)

	December 31, 2022		
	USD	EUR	CHF
Assets in foreign currency	₩1,094,039,015	₩ -	₩ -
Liabilities in foreign currency	63,365,000	-	-

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The following table sets forth the impact of strengthening (or weakening) of the Korean won by a hypothetical 10% against each foreign currency on the Group's after-tax profit (or loss), assuming all other variables remain constant.

(Korean won in unit)

	December 31, 2023		December 31, 2022	
	Rise	Fall	Rise	Fall
USD	₩ (3,524,953)	₩ 3,524,953	₩ 103,067,402	₩(103,067,402)
EUR	28,507,900	(28,507,900)	-	-
CHF	74,419,436	(74,419,436)	-	-

b. Interest rate risk

Interest rate risk refers to the risk that interest income and interest expenses arising from deposits or borrowings will fluctuate due to changes in market interest rates in the future, which mainly arises from deposits and borrowings with

floating interest rates. The goal of interest rate risk management is to maximize corporate value by minimizing uncertainty caused by interest rate fluctuations.

As of the end of the reporting period, there are no financial instruments subject to a variable interest rate.

c. Price risk

Price risk is the risk that the fair value of a financial instrument or future cash flows will change due to changes in market prices other than interest rate or foreign exchange rate. As of the end of the reporting period, the Group is not exposed to commodity price risk. Investments in financial instruments are made on a non-recurring basis according to management's judgment.

Credit risk management

Credit risk is the risk of possible losses in an asset portfolio in the events of counterparty's default, breach of contract and deterioration in the credit quality of the counterparty. For the risk management reporting purposes, the Group manages the credit risk systematically and pursues value maximization and continuous growth of the Group by efficient resource allocation and monitoring non-performing loans. In order to reduce the risks that may occur in transactions with financial institutions, such as cash and cash equivalents and various deposits, the Group conducts transactions only with financial institutions with high creditworthiness. As of December 31, 2023, the Group believes that there are low signs of material default, and the maximum exposure to credit risk as of December 31, 2023 is equal to the book value of financial instruments (excluding cash).

Liquidity risk management

The Group constantly monitors its liquidity positions to ensure that no borrowing limits or commitments are breached to meet operating capital needs. In estimating liquidity, we also take into account external laws or legal requirements, such as the group's financing plan, compliance with agreements, internal target financial ratios and currency restrictions.

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The Group's liquidity risk analysis details as of December 31, 2023 and 2022 are as follows:

(Korean won in unit)

December 31, 2023

	Book Value	Cashflow by contract	Remaining maturity		
			Within a year	1 year to 3 years	More than 3 years
Borrowings	₩ 960,000,000	₩1,000,657,534	₩ 523,000,000	₩477,657,534	₩ -
Other Payables	2,514,301,098	2,514,301,098	2,514,301,098	-	-
Lease liabilities	207,486,724	259,101,400	114,981,120	134,120,280	10,000,000
Total	₩3,681,787,822	₩3,774,060,032	₩3,152,282,218	₩611,777,814	₩ 10,000,000

(Korean won in unit)

December 31, 2022

	Book Value	Cashflow by contract	Remaining maturity		
			Within a year	1 year to 3 years	More than 3 years
Borrowings	₩1,596,615,903	₩1,628,827,375	₩1,628,827,375	₩ -	₩ -
Other Payables	5,764,469,468	5,617,804,634	5,617,804,634	-	-
Lease liabilities	374,446,179	174,882,520	67,281,120	85,601,400	22,000,000
Total	₩7,735,531,550	₩7,421,514,529	₩7,313,913,129	₩ 85,601,400	₩ 22,000,000

Capital risk management

Capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group uses the debt ratio as a capital management indicator. This ratio is calculated by dividing total liabilities by total equity, and total liabilities and total equity are calculated based on the amounts in the Group's consolidated financial statements.

The group's debt ratio as of December 31, 2023 and 2022 are as follows:

(In Korean won)	December 31, 2023	December 31, 2022
Net borrowings (A)		
Borrowings	₩ 960,000,000	₩ 1,596,615,903
Lease liabilities	207,486,724	374,446,179
Less: cash and cash equivalents	(696,542,458)	(3,556,865,658)
	470,944,266	(1,585,803,576)
Total equity (B)	224,535,637,710	113,464,680,561
Debt ratio (A / B)	0.2%	(*)

(*) Debt ratio is not presented as net borrowings and debt ratio are negative as of December 31, 2022.

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(5) Fair value measurements

Book value and fair value of financial instruments

The difference between the carrying amount and fair value of the Group's financial assets and liabilities as of December 31, 2023 and 2022 are insignificant.

Fair value hierarchy

All financial assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Fair values of the Group's financial assets and liabilities as of December 31, 2023 and 2022, which are accounted as amortized cost, are categorized as Level 3.

Recurring transfer between levels of the fair value hierarchy

There is no transfer of fair value hierarchy among Level 1, Level 2 and Level 3 for the years ended December 31, 2023 and 2022, respectively.

(6) Financial instruments by category

The carrying value of financial instruments category as of December 31, 2023 and 2022 are as follows:

(Korean won in unit)

	December 31, 2023			
	Financial assets at amortized cost	Financial assets at fair value	Financial liabilities at amortized cost	Total
Financial assets:				
Cash and cash equivalents	₩ 696,542,458	₩ -	₩ -	₩ 696,542,458
Trade and other receivables	1,543,542,712	-	-	1,543,542,712
Other current financial assets	68,777,020	-	-	68,777,020
Other non-current financial assets	483,286,651	-	-	483,286,651
Financial liabilities:				
Trade and other payables	-	-	1,955,746,193	1,955,746,193
Borrowings	-	-	960,000,000	960,000,000

(Korean won in unit)

	December 31, 2022			
	Financial assets at amortized cost	Financial assets at fair value	Financial liabilities at amortized cost	Total
Financial assets:				
Cash and cash equivalents	₩ 3,556,865,658	₩ -	₩ -	₩3,556,865,658
Trade and other receivables	624,460,396	-	-	624,460,396
Other non-current financial assets	349,347,363	-	-	349,347,363
Financial liabilities:				
Trade and other payables	-	-	5,374,746,607	5,374,746,607
Borrowings	-	-	1,596,615,903	1,596,615,903

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Net gains or losses by financial instrument category for the years ended December 31, 2023 and 2022 are as follows:

(Korean won in unit)

	2023	2022
Amortized cost:		
Interest income	₩ 24,992,432	₩ 3,179,480
Foreign exchange gains	47,005,063	9,899,816
Gains on foreign currency translation	102,283,538	15,441,000
Interest expense	(447,915,943)	(18,619,877)
Losses on foreign currency transaction	(86,945,552)	(80,771,048)
Losses on foreign currency translation	(194,721,576)	(26,252,148)

Financial assets measured at fair value through profit and loss:

Gains on disposal	-	2,305,743,718
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(7) Cash and cash equivalents

The Group considers all money market funds and highly liquid financial instruments with original maturities of three months or less to be cash equivalents.

(In Korean won)

	December 31, 2023	December 31, 2022
Cash and cash equivalents	₩696,542,458	₩3,556,865,658

(8) Trade and other receivables, net

All trade receivables are recorded at the invoiced amount and do not bear interest. Amounts collected on trade receivables are included in net cash provided by operating activities in the statements of cash flows. The Group does not have any off-balance sheet credit exposure related to its customers.

	December 31, 2023	December 31, 2022
Trade receivables	₩1,520,894,893	₩470,304,368
Less: Allowance for credit losses	(45,492,513)	-
Net trade receivables	1,475,402,380	470,304,368
Other receivables	68,140,332	154,156,028
Total	₩1,543,542,712	₩624,460,396

(9) Inventories, net

Inventories consisted of the following as of December 31, 2023 and 2022:

	December 31, 2023	December 31, 2022
Merchandised goods	₩1,812,931,553	₩1,385,395,034
Less: allowance for valuation	(22,877,415)	(22,877,415)
	₩1,790,054,138	₩1,362,517,619

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(10) Other financial assets

Details of other financial assets as of December 31, 2023 and 2022 are as follows:

	December 31, 2023		December 31, 2022	
	Current	Non-current	Current	Non-current
Leasehold guarantee deposits	₩ 68,777,020	₩ 34,917,468	₩ -	₩ 66,719,787
Other deposits	-	7,947,500	-	6,677,500
Loan	-	440,421,683	-	275,950,076

Total	<u>₩ 68,777,020</u>	<u>₩483,286,651</u>	<u>₩ -</u>	<u>₩349,347,363</u>
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(11) Other assets

Details of other assets as of December 31, 2023 and 2022 are as follows:

(in Korean won)	December 31, 2023		December 31, 2022	
	Current	Non-current	Current	Non-current
Prepayments	₩ 58,543,364	₩ -	₩ 20,610,753	₩ -
Prepaid expenses	32,957,342	-	-	-
Total	<u>₩ 91,500,706</u>	<u>₩ -</u>	<u>₩ 20,610,753</u>	<u>₩ -</u>

(12) Equity method investment

Details of investment under the equity method are as follows:

(In Korean won)	Location	Main business	December 31, 2023		December 31, 2022	
			Ownership	Book value	Ownership	Book value
Taction Co., LTD	Korea	Software development	33.3%	₩ -	33.3%	₩ -

The summarized financial information of investment under the equity method as of the closing date and for the current period is as follows:

(In Korean won)	As of and for the year ended December 31, 2023				
	Assets	Liabilities	Revenue	Net loss	Comprehensive loss
Taction Co., LTD	₩143,966,473	₩48,194,665	₩ -	₩109,868,483	₩ 109,868,483

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Changes of book value of investments in associate accounted using equity method for the years ended December 31, 2023 and 2022 are as follows:

(in Korean won)	For the year ended December 31, 2023			
	Beginning	Acquisition	Impairment loss	Ending
Taction Co., Ltd.	₩ -	₩ -	₩ -	₩ -

(in Korean won)	For the year ended December 31, 2022			
	Beginning	Acquisition	Impairment loss	Ending
Taction Co., Ltd.	₩ -	₩ 97,742,345	₩ 97,742,345	₩ -

Taction Co., Ltd. was incorporated to engage in software development and IT consulting. As no practical plan to generate revenue and maintain going-concern basis in the foreseeable future was provided, the Parent recognized impairment loss amounting to acquisition cost.

(13) Equipment and vehicles, net

Equipment and vehicles consist as of December 31, 2023 and 2022:

	December 31, 2023	December 31, 2022
Office equipment	₩ 39,560,713	₩ 16,274,259
Tools and instruments	33,350,272	-
Machinery and equipment	32,709,091	-
Facilities	374,868,705	160,241,386
Vehicles	39,785,349	75,947,865
	520,274,130	252,463,510
Less accumulated depreciation	(497,547,516)	(225,955,572)
Equipment and vehicles, net	₩ 22,726,614	₩ 26,507,938

(14) Goodwill

Changes of goodwill for the years ended December 31, 2023 and 2022 are as follows:

(in Korean won)

	For the year ended December 31, 2023			
	Beginning	Business combination	Impairment loss	Ending
Goodwill	₩ 3,628,205,933	₩32,172,271,290	₩ -	₩ 35,800,477,223

(in Korean won)

	For the year ended December 31, 2022			
	Beginning	Business combination	Impairment loss	Ending
Goodwill	₩ -	₩ 3,628,205,933	₩ -	₩ 3,628,205,933

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(15) Intangible assets, net

The acquired intangible assets, all of which are being amortized, have an average useful life of approximately 20 years. Intangible assets consist of the following as of December 31, 2023.

	Average useful life	For the year ended December 31, 2023		
		Gross carrying amount	Accumulated amortization	Net carrying amount
Technology license	20 years	₩ 140,342,664	₩ 109,946,192	₩ 30,396,472
Customer relationship	20 years	851,287,339	170,257,468	681,029,871
Patent technology	20 years	242,277,049,512	12,139,483,501	230,137,566,011
		₩243,268,679,515	₩12,419,687,161	₩230,848,992,354

(In Korean won)

	Average useful life	For the year ended December 31, 2022		
		Gross carrying amount	Accumulated amortization	Net carrying amount

Technology license	20 years	₩ 44,054,025	₩ -	₩ 44,054,025
Customer relationship	20 years	851,287,339	-	851,287,339
Patent technology	20 years	129,927,437,789	-	129,927,437,789
		<u>₩130,822,779,153</u>	<u>₩ -</u>	<u>₩130,822,779,153</u>

Accumulated amortization expense for intangible assets is ₩12,419,687,161 and ₩0 for the years ended December 31, 2023 and 2022, respectively.

(16) Short-term borrowings

The Group has a loan agreement with an individual and as of December 31, 2023, the outstanding balance was ₩200,000,000 (0% interest rate at December 31, 2023), which was fully paid in 2024.

The Group has a loan agreement with an individual and as of December 31, 2023, the outstanding balance was ₩300,000,000 (0% interest rate at December 31, 2023), ₩33,000,000 of which was paid in 2024.

The Group has a short-term debt agreement with Woori Bank Co., Ltd. and as of December 31, 2022, the outstanding balance was ₩283,250,903 (5.54% interest rate at December 31, 2022), which was fully paid in 2023.

The Group has multiple loan agreements with individuals. The total outstanding balance was total ₩1,153,365,000 with 7% interest rate as of December 31, 2022.

(17) Long-term debt

The Group has a long-term debt agreement with individuals and as of December 31, 2023, the outstanding balance was ₩460,000,000 (4.6% interest rate at December 31, 2023), which matures in 2030.

The Group has a long-term debt agreement with Woori Bank Co., Ltd. and as of December 31, 2022, the outstanding balance was ₩160,000,000 (6% interest rate at December 31, 2022), which was early paid in 2023.

(18) Leases

The Group has operating leases for properties, including manufacturing plants, offices, and a vehicle.

Leases have remaining lease terms of longer than 12 months, some of which include options to extend the lease and some include options to terminate the lease before term. The Group does not assume renewals in our determination of the lease term, unless the renewals are deemed to be reasonably certain as of the commencement date of the lease. Lease agreements do not contain any material residual value guarantees or material variable lease payments.

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The Group has entered into various operating leases with a lease term of 12 months or less. The Group has elected to not capitalize leases with a lease term of 12 months or less.

As the rate implicit in most of our leases is not readily determinable, the Group uses its estimated incremental borrowing rate based on the information available at the commencement date in determining the present value of the lease payments.

The lease expense is included in rent expense of Selling, general and administrative expenses in the consolidated statements of operation and the amounts for the years ended December 31, 2023 and 2022, are as follows:

(In Korean Won)	Years ended December 31	
	2023	2022
Operating lease expense	₩109,881,120	₩ 7,500,000

Supplemental balance sheet information related to leases is as follows:

(In Korean Won)	As of December 31	
	2023	2022
Operating leases:		
Total operating lease right-of-use assets	₩210,350,535	₩376,778,565
Current operating lease liabilities	₩105,829,155	₩ 62,511,022
Non-current operating lease liabilities	101,657,569	311,935,157
Total operating lease liabilities	₩207,486,724	₩374,446,179
Weighted-average remaining lease term		
Operating leases	31.1 months	23.7 months
Weighted-average discount rate		
Operating leases	16.9%	13.1%

The following table summarizes maturities of lease liabilities in undiscounted basis as of December 31, 2023 (in Korean Won)

2024	114,981,120
2025	78,620,280
2026	55,500,000
2027	10,000,000
Total undiscounted lease payments	259,101,400
Less imputed interest	(51,614,676)
Total lease liabilities	207,486,724

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Other information related to leases as of December 31, 2023 and 2022 were as follows:

(In Korean Won)	As of December 31	
	2023	2022
Supplemental cash flow information:		
Cash paid for amounts included in the measurement of lease liabilities:		
Cash used in operations for operating leases	₩ 83,945,144	₩ 28,290,000
ROU assets obtained in exchange for lease obligations:		
Operating leases	13,979,432	192,881,475
Reductions to ROU assets resulting from reductions to lease obligations:		
Operating leases	109,881,120	-

(19) Post-employment benefits

The Group maintains a defined contribution retirement benefit plan for its employees. The Group is obligated to pay fixed contributions to an independent fund, and the amount of future retirement benefits to be paid to employees is determined by the contributions made to the fund, etc., and the investment income generated from those contributions. Plan assets are managed independently from the Group's assets in a fund managed by a trustee.

Danatein's pension plan has converted from the DB type to the DC type at the end of March 31, 2017, and is obligated to pay severance payment as DB type which incurred before the March 31, 2017.

Meanwhile, expenses recognized by the Group in relation to the defined contribution retirement benefit plan for the years ended December 31, 2023 and 2022 are ₩119,411 thousand and ₩22,458 thousand, respectively.

(20) Stockholders' equity

Details of share capital as at December 31, 2023 and 2022 are as follows:

(Korean won in unit and number of shares)

	December 31, 2023			
	Par value per share	Shares authorized	Shares issued and outstanding	Common stock
Common stock	₩ 5,000	4,000,000	1,887,070	₩9,435,350,000

(Korean won in unit and number of shares)

	December 31, 2022			
	Par value per share	Shares authorized	Shares issued and outstanding	Common stock
Common stock	₩ 5,000	4,000,000	1,160,672	₩5,803,360,000

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Changes in number of common stock for the years ended December 31, 2023 and 2022 are as follows:

(In Korean Won in unit and number of shares)

	For the year ended December 31, 2023	
	Number of common stock	Common stock
January 1, 2023	1,160,672	₩5,803,360,000
Issuance of common stock	669,145	3,345,725,000
Conversion of convertible bonds	57,253	286,265,000
December 31, 2023	1,887,070	₩9,435,350,000

(In Korean Won in unit and number of shares)

For the year ended December 31, 2022	
Number of common stock	Common stock

January 1, 2022	301,000	₩1,505,000,000
Issuance of common stock	859,672	4,298,360,000
December 31, 2022	1,160,672	₩5,803,360,000

(21) Additional paid-in capital

Details of other components of stockholders' equity as of December 31, 2023 and 2022, are as follows:

(In Korean won)

	December 31, 2023	December 31, 2022
Additional paid-in capital in excess of par value	₩229,027,323,455	₩108,148,632,336

Changes in additional paid-in capital for the years ended December 31, 2023 and 2022 are as follows:

(In Korean won)

	For the year ended	
	December 31, 2023	December 31, 2022
Beginning balance	₩108,148,632,336	₩ 4,237,000
Issuance of common stock	115,641,230,170	119,277,582,177
Conversion of convertible bonds	5,237,460,949	—
Business combination	—	(11,133,186,841)
Ending balance	₩229,027,323,455	₩108,148,632,336

(22) Related party transactions

As of December 31, 2023, the Group's related parties are as follows:

Type	Related parties
Ultimate parent entity	Bellevue Capital Management LLC
Major shareholder of the Parent	BCM Europe AG
Subsidiaries	RCM, VAXIMM, Darnatein
Associates	Taction Co., Ltd.
Other related parties	Bellevue Global Life Sciences Investors LLC

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There are no sales and procurement transactions and treasury transactions with related parties for the years ended December 31, 2023 and 2022. The Group acquired Vaximm from BCM Europe AG in December 2022 (Transaction between entities under common control), which is disclosed in detail in Note 27 Business combinations.

Details of receivables and payables from related party transactions as at December 31, 2023 and 2022 are as follows:

(In Korean Won)

	December 31, 2023	
	Related parties	Short-term borrowings
Key management	Individuals	₩500,000,000

(In Korean Won)

December 31, 2022

	Related parties	Short-term borrowings
Key management	Individuals	₩700,000,000

Compensations paid or accrued to key management of the Parent for the years ended December 31, 2023 and 2022 are as follows:

(In Korean Won)

	Year ended December 31	
	2023	2022
Salaries	₩615,446,525	₩269,492,304

The Group's key management includes registered directors who have important authority and responsibility for planning, operation, and control of the Group's business activities.

No collateral or guarantee were provided for related parties and were received from related parties as of December 31, 2023 and 2022.

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(23) Administrative expenses

Details of administrative expenses for the years ended December 31, 2023 and 2022 are as follows:

(Korean won in unit)	2023	2022
Salary	₩ 1,081,263,640	₩ 561,113,054
Retirement payment	151,441,927	29,996,154
Employee benefits	69,035,866	44,198,109
Travel expenses	54,919,163	13,909,740
Entertainment expenses	56,884,678	18,208,300
Communication cost	2,973,063	1,285,299
Tax and due	27,741,980	11,217,710
Depreciation cost	101,467,794	22,391,361
Amortization of intangible assets	12,310,159,342	31,980,873
Rental cost	139,501,473	7,915,600
Repair fee	5,751,818	-
Insurance cost	26,876,797	1,364,200
Vehicle maintenance fee	23,552,429	5,644,649
Allowance for expected credit losses	45,492,513	-
Research and development expenses	323,591,877	244,099,988
Travel expenses	3,232,644	-
Training cost	292,000	-
Publishing fee	956,700	1,117,400
Office supplies fee	5,910	56,094
Consumable cost	34,622,650	7,577,655
Commissions and professional fee	736,699,779	324,090,719
Building management fee	712,429,052	6,701,970
Advertising expenses	8,925,543	-
Personal services	37,700,000	6,800,000
Total	₩15,955,518,638	₩1,339,668,875

(24) Income taxes

A summary of income tax benefit for the years ended December 31, 2023 and 2022, is as follows:

(In Korean Won)

	Year ended December 31	
	2023	2022
Current:		
Primary jurisdiction (Republic of Korea)	₩2,128,451,322	₩ —
Foreign	—	2,376,396
	2,128,451,322	2,376,396
Deferred:		
Primary jurisdiction (Republic of Korea)	—	—
Foreign	—	—
	—	—
Income tax benefits	₩2,128,451,322	₩ 2,376,396

There is no deferred tax recognized in other than net income for the years ended December 31, 2023 and 2022.

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The provision for income taxes differs from that computed by applying statutory rates to (loss) income before income taxes. Explanations of the relationship between income tax benefits and accounting (loss) profit for the years ended December 31, 2023 and 2022 are as follows:

(In Korean Won)

	2023	2022
(Loss) income before income taxes	₩(15,737,115,568)	₩ 788,195,791
Income tax based on statutory tax rate	3,269,257,154	(195,403,074)
Adjustments:		
Non-deductible expenses (benefits) for tax purposes	(1,679,707)	161,696
Special tax for rural areas	792,427	-
Reduction in tax rate	-	(933,388)
Unrecognized changes in temporary differences	(1,249,007,755)	176,551,162
Others (changes in effective tax rate)	109,089,203	22,000,000
Income tax benefits	₩ 2,128,451,322	₩ 2,376,396

In assessing the reliability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon these considerations as of December 31, 2023 and 2022, the Company had a full valuation allowance for the net deferred tax assets on one of its Asian subsidiaries and certain of its European subsidiaries. Also, as of December 31, 2023 and 2022, the Company had a partial valuation allowance offsetting certain deferred tax assets of another one of its Asian subsidiaries. Management believes that it is more likely than not that the Company will realize the benefits of the remaining deductible differences, net of valuation allowances, at December 31, 2023.

Items that result in deferred tax assets and liabilities at December 31, 2023 and 2022 are as follows:

(Korean won in unit)

Year ended December 31	
2023	2022

Deferred tax assets:		
Account payable (severance)	₩ 96,264,791	₩ 80,472,827
Interest payable	98,415,885	2,961,469
Amortization of intangible assets	438,988,604	-
Net operating loss carryforward	742,068,617	452,046,322
Other	148,399,441	123,517,812
Gross Deferred tax assets	1,524,137,338	658,998,430
Valuation allowance	(1,415,211,691)	(623,074,614)
Total deferred tax assets	108,925,647	35,923,816
Deferred tax liabilities:		
PPA effect	(43,328,007,126)	(19,480,344,941)
Total deferred tax liabilities	(43,328,007,126)	(19,480,344,941)
Net deferred tax liabilities	₩(43,219,081,479)	₩(19,444,421,125)

The Company did not have any material uncertain tax positions, which should be recognized in the consolidated financial statements as of December 31, 2023. In addition, the Company did not have any unrecognized tax benefits, which, if recognized, would affect the effective tax rate for the year then ended.

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(25) Earnings (loss) per share

Basic (loss) earnings per share for the years ended December 31, 2023 and 2022 are calculated as follows:

(Korean won in unit and number of shares)

	Year ended December 31	
	2023	2022
Net (loss) income (A)	₩(13,608,664,246)	₩790,572,187
Weighted average number of ordinary shares outstanding (B)	1,668,498	390,425
Basic (loss) earnings per ordinary share (A/B)	₩ (8,156)	₩ 2,025

Weighted average number of ordinary shares outstanding for the years ended December 31, 2023 and 2022 are calculated as follows:

(Number of shares)

	Year ended December 31	
	2023	2022
Ordinary shares outstanding at the beginning	1,160,672	301,000
Weighted number of ordinary shares newly issued	446,458	89,425
Weighted number of ordinary shares newly issued	49,604	-
Conversion of convertible bonds	11,764	-
Weighted average number of ordinary shares outstanding	1,668,498	390,425

The group's diluted earnings (loss) per share is the same as basic earnings (loss) per share because there is no dilution effect.

(26) Business combinations

The Parent acquired Darnatein (a novel drug development company) (referred as the "Acquiree" herein) as it executes on its business plan to further expand its business by discovering and investing in innovative healthcare companies with cutting-edge technology and creating operating synergies between subsidiaries. As the Parent and the Acquiree former owners exchanged only

equity interests in business combination transactions and the acquisition-date fair value of the Parent's equity interests could not reliably be measured, the Parent determined the amount of goodwill by using the acquisition-date fair value of the Acquiree equity interests instead of the acquisition-date fair value of the shares transferred.

Vaximm and Darnatein can be reasonably categorized as “(bio)platform companies” which differ from the companies only with drug development pipelines. Bioplatfroms can be defined as biotechnologies that, once created and harnessed, allow for the intentional and repeatable generation of multiple medicines or agricultural and sustainability products. Both Vaximm and Darnatein are biotech companies whose drug R&D pipelines are based on their own in-house platform technologies that are protected by either patents or trade secrets. According to the “hub-and-spoke” business model of OSR Holdings, the Parent has assumed the position to either own or control the technology platforms of Vaximm and Darnatein through the Business Combinations, which means that the Parent will be able to launch new services to external clients or create additional drug candidates by a new start-up or Joint Venture with business partners based on their direct ownership or control over the platform technologies acquired from the Business Combinations. Such quality would support the goodwill recognition.

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Details of business combinations that occurred for the years ended December 31, 2023 and 2022 are as follows:

(In Korean won)

Acquiree	Main business	For the year ended December 31, 2023		
		Acquisition date	Ownership (%)	Total consideration
Darnatein	New drug development, etc.	March 31, 2023	100.00%	₩ 105,004,724,500

(In Korean won)

Acquiree	Main business	For the year ended December 31, 2022		
		Acquisition date	Ownership (%)	Total consideration
RMC	Medical device distribution, etc.	December 31, 2022	100.00%	₩ 5,449,676,000
VAXIMM	New drug development, etc.	December 31, 2022	100.00%	₩124,558,971,196

Business combination in 2023 - Darnatein

Details of identifiable assets and liabilities and goodwill, which are recognized as the result of the acquisition of Darnatein completed during the year ended December 31, 2023 are set forth in the table below.

(in Korean won)

	Darnatein
Fair value of total identifiable assets:	
Current assets:	
Cash and cash equivalents	₩ 88,452,978
Trade and other receivables	5,593,090
Current tax assets	368,040
Non-current assets:	
Equipment and vehicles	9,421,068
Right-of-use assets	94,273,525
Intangible assets	95,348,738,746
Non-current financial assets	1,420,000
	95,548,267,447
Fair value of total identifiable liabilities:	
Current liabilities:	

Trade and other payables	90,567,854
Lease liabilities	43,339,023
Current other liabilities	8,377,504
Non-current liabilities:	
Severance payment	2,435,281
Lease liabilities	75,796,433
Deferred tax liabilities	25,024,086,000
	<u>25,244,602,095</u>
Fair value of identifiable net assets	70,303,665,352
Goodwill	34,701,059,198
Purchase consideration transferred (*)	<u><u>₩ 105,004,724,550</u></u>

For the year ended December 31, 2023, the Group's consolidated statement of operations included ₩271,016,537 of operating loss, which included ₩91,179,603 of intangible amortization, from Darnatein. The following unaudited pro forma consolidated results of operations assume that the acquisition of Darnatein was completed as of January 1, 2022.

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(Korean won in unit)

	(Unaudited) Year ended December 31	
	2023	2022
	₩	₩
Total operating revenues	-	-
Net loss attributable to OSR Holdings	(1,002,639,294)	(1,097,951,893)

Pro forma data may not be indicative of the results that would have been obtained had these events occurred at the beginning of the periods presented, nor is it intended to be a projection of future results.

The acquisition-date fair value of Darnatein was measured using the Discount Cash Flow ("DCF") method and the Risk adjusted Net Present Value ("r-NPV") method by outside valuation professionals. Key estimations and assumptions used in measuring the fair value of Darnatein are as follows:

- 19.88% of discount rate (Weighted Average Cost of Capital: WACC) used in discounting operating cashflows
- Patent technology will generate operating revenue for 20 years

(*1) OSR ordinary shares issued for purchase consideration of ₩105,004,724,550 is 590,425 shares at ₩177,846 per share. The number of OSR ordinary shares to be issued was determined based on negotiation with former owners of Darnatein.

Business combination in 2022 - RMC

Details of identifiable assets and liabilities of RMC and goodwill, which are recognized as the result of the acquisition of RMS completed during the year ended December 31, 2022 are set forth in the table below.

(in Korean won)

	RMC
Fair value of total identifiable assets:	
Current assets:	
Cash and cash equivalents	₩ 492,332,061
Trade and other receivables	546,515,991
Inventories, net	1,362,517,619
Current tax assets	14,528,800

Non-current assets:	
Equipment and vehicles	8,992,855
Right-of-use assets	96,363,961
Intangible assets	851,287,339
Non-current financial assets	25,829,421
Deferred tax assets	72,044,355
	<u>3,470,412,402</u>
Fair value of total identifiable liabilities:	
Current liabilities:	
Trade and other payables	986,986,122
Short-term borrowings	283,250,903
Lease liabilities	34,471,452
Other liabilities	6,060,410
Non-current liabilities:	
Long-term borrowings	160,000,000
Lease liabilities	59,874,430
Deferred tax liabilities	122,090,826
	<u>1,652,734,143</u>
Fair value of identifiable net assets	1,817,678,259
Goodwill	3,631,997,741
Purchase consideration transferred (*2)	<u>₩5,449,676,000</u>

For the years ended December 31, 2023, the Group's consolidated statement of operations included ₩4,379,326,075 of revenues and ₩149,723,018 of operating income from RMC. The following unaudited pro forma consolidated results of operations assume that the acquisition of RMC was completed as of January 1, 2022.

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(Korean won in unit)	(Unaudited) Year ended December 31	
	2023	2022
Total operating revenues	₩4,379,326,075	₩1,676,437,856
Net income attributable to OSR Holdings	71,708,368	12,825,929

Pro forma data may not be indicative of the results that would have been obtained had these events occurred at the beginning of the periods presented, nor is it intended to be a projection of future results.

The acquisition-date fair value of RMC was measured using the Discount Cash Flow ("DCF") method by outside valuation professionals. Key estimations and assumptions used in measuring the fair value of RMC are as follows:

- 13.6% of discount rate (Weighted Average Cost of Capital: WACC) used in discounting operating cashflows
- Patent technology will generate operating revenue for 20 years
- Penetration ratio will reach at 100% in 7 years since approval of new drug

(*2) OSR ordinary shares issued for the purchase consideration transferred of ₩5,449,676,000 is 70,847 shares at ₩76,922 per share. The number of OSR ordinary shares to be issued was determined based on negotiation with former owners of RMC.

Business combination in 2022 – Vaximm (Transaction between entities under common control)

Vaximm acquisition is treated as business combination between entities under the control and is accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established. The transferring entity under common control transaction, BCM Europe AG, acquired Vaximm's remaining share from a third party on November 4, 2022, which is considered when the common control was established for the Group. The Group's acquisition of Vaximm from BCM Europe AG was completed on December 31, 2022. As such, the Group has presented the accompanying consolidated financial statements as though the assets and liabilities of Vaximm had been transferred at the beginning of November 2022, and accounted for the transactions using the guidance for transactions between entities under common control as described in ASC Topic 805, *Business Combinations*. Accordingly, the Group measured the recognized net assets transferred of Vaximm at the carrying amount of as of the beginning of November 2022 and the components of equity of Vaximm are added to the same components within the Group's equity.

Details of identifiable assets and liabilities of Vaximm are set forth in the table below.

(in Korean won)

	VAXIMM
Book value of total identifiable assets:	
Current assets:	
Cash and cash equivalents	₩ 1,757,253,007
Trade and other receivables	76,608,257
Other assets	13,394,354
Non-current assets:	
Equipment and vehicles	10,641,115
Right-of-use assets	230,783,566
Intangible assets	129,971,491,814
Non-current financial assets	681,310,076
	<u>132,741,482,189</u>
Book value of total identifiable liabilities:	
Current liabilities:	
Trade and other payables	184,086,765
Other liabilities	49,909,316
Current tax liabilities	5,396,752
Non-current liabilities:	
Lease liabilities	233,231,393
Deferred tax liabilities	19,398,166,462
	<u>19,870,790,688</u>
Book value of recognized net assets	<u><u>112,870,691,501</u></u>

For the years ended December 31, 2023 and 2022, the Group's consolidated statement of operations included ₩74,224,985 and ₩8,758,337 of revenues and ₩1,038,984,245 and ₩545,710,913 of operating loss, respectively, from Vaximm. The following unaudited pro forma consolidated results of operations assume that the acquisition of Vaximm was completed as of January 1, 2022.

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Notes to The Consolidated Financial Statements
December 31, 2023 and 2022

(Korean won in unit)

	(Unaudited) Year ended December 31	
	2023	2022
Total operating revenues	₩ 74,224,985	₩1,382,737,557

Pro forma data may not be indicative of the results that would have been obtained had these events occurred at the beginning of the periods presented, nor is it intended to be a projection of future results.

Purchase consideration reflects the value of (i) 696,225 OSR Holdings ordinary shares issued to BCM Europe AG, (ii) 1,750 BCM Europe AG preferred shares assigned to BCM Europe AG by OSR Holdings, and (iii) \$3,600,000 US dollars. The per share value of the OSR Holdings ordinary shares and BCM Europe AG preferred shares was ₩163,046 and ₩3,782,199, respectively. The purchase consideration was determined based on negotiations between OSR Holdings and BCM Europe AG. The difference between the book value of the recognized net assets and the consideration transferred is deemed a capital contribution.

Patent technology - Darnatein

Details of patent technology recognized from the acquisition of Darnatein that occurred during the year ended December 31, 2023 are set forth in the table below.

(Korean won in thousand)

	Amount
Patent technology project code:	
DRT 101	₩ 94,788,203

DRT-101 is a synthetic bio-signaling molecule that replaces BMPRII-binding segments of BMP-7, one of the bone-forming proteins, with high affinity ActRII binding segments of Activin A, a member of the transforming growth factor β (TGF- β) superfamily along with BMP-7. In nature, endogenous BMP7 promotes chondrogenesis in damaged cartilage tissue by signaling primarily via the type II receptor BMPRII and to a lesser extent via the activin type II receptor ActRII, which it binds with lower affinity. DRT-101 amplifies intracellular regeneration signaling capacity compared to natural BMP-7 and allows for regeneration and restoration of mechanically depleted cartilage cells to normal levels.

Osteoarthritis is the most common joint disorder in the aging population. Although surgical treatment of osteoarthritis can reduce pain and improve joint mobility and function, the operative management of osteoarthritis is associated with significant cost and morbidity. Unmet medical needs for DRT-101 for Osteoarthritis are enormous specially with aging population. Unique market opportunity of DRT-101 relies on novel Mechanism of Action of DRT-101 that can lead to potential first-in-class DMOAD (Disease-Modifying Osteoarthritis Drug) in the market.

Darnatein is pursuing pre-clinical studies of DRT-101 targeting osteoarthritis and plans to file Investigational New Drug Application (IND) to the U.S. Food and Drug Administration by 2025 for Phase 1 clinical trial, with aims of FDA approval by 2032. Darnatein will seek to create cashflow via licensing deals from the preclinical and clinical developments of its pipeline assets.

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Notes to The Consolidated Financial Statements
December 31, 2023 and 2022

Details of patent technology recognized from the acquisition of VAXIMM that occurred during the year ended December 31, 2022 are set forth in the table below.

(Korean won in thousand)

	Amount
Patent technology project code:	
VMX01-GBM (ROW and China) (*)	₩ 15,481,599
VMX01-mCRC (ROW and China) (*)	27,256,642
VMX01-Liver (ROW and China) (*)	41,297,472
VMX01-NF2 (ROW and China) (*)	16,214,016

VMX-Preclinical	29,047,708
Total fair value	<u>₩129,297,437</u>

- (*) Rest of the world (“ROW”) represents 7 major countries except China. These markets were separated purely from a licensing perspective, as the pre-determined terms would be applied when licensing out its technologies due to the license agreement with China Medical System Corp.

VXM01

VXM01 is an oral T-cell immunotherapy that is designed to activate T-cells to attack the tumor vasculature and tumor cells. VXM01 carries the vascular endothelial growth factor receptor-2 (VEGFR2), which is highly overexpressed on the tumor vasculature. The active, T-cell-mediated destruction of tumor vasculature cells leads to an increased infiltration of various immune cells into tumor tissue.

VXM-Preclinical

VAXIMM’s preclinical programs are composed of 4 different pipelines: VXM04, VXM06, VXM08 and VXM10

- VXM04 carries human mesothelin as the target antigen. Mesothelin is a protein that is overexpressed in several solid tumors.
- VXM06 targets WT1. WT1 is overexpressed in several hematological malignancies and solid tumors. In preclinical studies, VXM06 has shown potent T-cell activation against WT1 and stand-alone therapeutic activity in models of leukemia.
- VXM08 targets CEA, a human tumor-associated antigen overexpressed in many solid tumors. In preclinical studies, VXM08 has shown potent T-cell activation against its target antigen as well as stand-alone therapeutic activity in models of colorectal and lung cancer.
- VXM10 targets PD-L1, an immunomodulatory antigen upregulated in many solid tumors as well as hematological malignancies. VXM10 is currently in preclinical development and has shown stand-alone therapeutic activity in models of leukemia.

Net cashflow from the acquisitions for the years ended December 31, 2023 and 2022 are as follows:

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Notes to The Consolidated Financial Statements
December 31, 2023 and 2022

(in Korean won)

	2023
Net cash outflow arising from acquisition of Darnatein:	
Cash consideration	₩ -
Less: cash and cash equivalent balances acquired	(88,452,978)
	<u>₩(88,452,978)</u>

(in Korean won)

	2022
Net cash outflow arising from acquisition of VAXIMM and RMC:	
Cash consideration	₩ -
Less: cash and cash equivalent balances acquired	(2,249,584,807)
	<u>₩(2,249,584,807)</u>

After the acquisitions, net sales revenue recognized by RMC and VAXIMM for the year ended December 31, 2023 were ₩4,379,326,075 and ₩74,224,985, respectively.

(27) Commitment and contingencies

The Group has no pending litigation cases arising in the ordinary course of business as of December 31, 2023 and 2022. The Parent has entered into various contractual commitments related to the acquisition of VAXIMM including a future financial obligation of CHF 143,356 underlying as of December 31, 2023. Meanwhile, both parties have agreed to remove section 6.1.3 of the license agreement that states that in the event of the Parent's sale to a third party, the Licensor shall reimburse the Licensee for reasonable costs and expenses incurred in the preparation, submission, maintenance, prosecution, and enforcement process.

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Notes to The Consolidated Financial Statements
December 31, 2023 and 2022

(28) Segment reporting

The Group operates in one operating segment. Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker ("CODM") in deciding how to allocate resources and assessing performance. The Group's CODM role is fulfilled by the Executive Leadership Team, who allocates resources and assesses performance based upon consolidated financial information. The geographic segments for the long-lived assets and ROU assets are disclosed below.

There are no external customers that account for more than 10% of sales for the reporting period.

The Group's subsidiaries operate in two geographic areas: Asia (Republic of Korea) and Europe (Switzerland and Germany). A break-down of the long-lived assets and ROU assets as of December 31, 2023 and 2022 is as follows:

(In Korean won)

	December 31, 2023		
	Asia	Europe	Total
Office equipment	₩ 39,560,713	-	₩ 39,560,713
Tools and instruments	33,350,272	-	33,350,272
Machinery and equipment	32,709,091	-	32,709,091
Facilities	229,358,179	145,510,526	374,868,705
Vehicles	39,785,349	-	39,785,349
	374,763,604	145,510,526	520,274,130
Less accumulated depreciation	(355,432,393)	(142,115,123)	(497,547,516)
Equipment and vehicles, net	₩ 19,331,211	3,395,403	₩ 22,726,614
ROU assets	₩ 342,790,028	-	₩ 342,790,028
Less accumulated amortization	(132,439,493)	-	(132,439,493)
ROU assets, net	₩ 210,350,535	-	₩ 210,350,535

(In Korean won)

	December 31, 2022		
	Asia	Europe	Total
Office equipment	₩ 16,274,259	-	₩ 16,274,259
Tools and instruments	-	-	-
Machinery and equipment	-	-	-
Facilities	-	160,241,386	160,241,386
Vehicles	75,947,865	-	75,947,865
	92,222,124	160,241,386	252,463,510

Less accumulated depreciation	(76,355,301)	(149,600,271)	(225,955,572)
Equipment and vehicles, net	<u>₩ 15,866,823</u>	<u>10,641,115</u>	<u>₩ 26,507,938</u>
ROU assets	<u>₩ 152,255,072</u>	<u>230,783,566</u>	<u>₩ 383,038,638</u>
Less accumulated amortization	(6,260,073)	-	(6,260,073)
ROU assets, net	<u>₩ 145,994,999</u>	<u>230,783,566</u>	<u>₩ 376,778,565</u>

The geographic break-down information on the other financial statement captions are considered impractical due to their immaterial nature.

(29) Subsequent events

The Group has evaluated subsequent events from the balance sheet date through January 31, 2025, the date at which the consolidated financial statements were available to be issued and determined that there are no other items to disclose.

**OSR Holdings Co., Ltd.
and its subsidiaries**

Consolidated financial statements

for the periods ended September 30, 2024 and 2023

with the independent Registered Public Accounting Firm's review report

OSR Holdings Co., Ltd.

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of
OSR Holdings Co., Ltd.

Results of Review of Interim Financial Statements

We have reviewed the accompanying consolidated balance sheets of OSR Holdings Co., Ltd. and its subsidiaries (the “Company”) as of September 30, 2024, and the related consolidated statement of operations and comprehensive income, changes in stockholders’ equity for the three-month and nine-month period ended September 30, 2024 and 2023 and the consolidated statements of cash flows for nine-month period ended September 30, 2024 and 2023, and the related notes (collectively, the “consolidated financial statements”). Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be In conformity with accounting principles generally accepted in the United States of America.

Basis for Review Results

These interim consolidated financial statements are the responsibility of the Company’s management. We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”) and in accordance with auditing standards generally accepted in the United States of America (“GAAS”) applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB and GAAS, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

/s/ RSM Shinhan Accounting Corporation

Shinhan Accounting Corporation

Seoul, Korea

February 7, 2025

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES

Condensed Consolidated Financial Statements (Unaudited)

September 30, 2024 and 2023

OSR HOLDINGS CO., LTD AND SUBSIDIARIES

Condensed Consolidated Balance Sheets

(In Korean won, except share data)

	(Unaudited) September 30, 2024	(Audited) December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	₩ 551,357,663	₩ 696,542,458
Trade and other receivables, less allowance for credit losses of ₩56,242,447 and ₩45,492,513 as of September 30, 2024 and December 31, 2023, respectively	1,324,239,630	1,543,542,712
Inventories, net	1,420,331,157	1,790,054,138
Prepaid income taxes	7,444,860	6,705,149
Other current financial assets	80,000,000	68,777,020
Other current assets	106,092,500	91,500,706
Total current assets	3,489,465,810	4,197,122,183
Equipment and vehicles, net	4,869,529	22,726,614
Operating lease right-of-use assets, net	129,531,889	210,350,535
Intangible assets, net	219,307,788,371	230,848,992,354
Goodwill	35,800,477,223	35,800,477,223
Other non-current financial assets	209,683,563	483,286,651
Deferred tax assets	108,925,647	108,925,647
Total assets	₩259,050,742,032	₩271,671,881,207
Liabilities and Stockholders' Equity		
Current liabilities:		
Short-term borrowing	₩ 1,967,836,000	₩ 500,000,000
Trade and other payables	1,153,717,709	1,955,746,193
Accrued expenses	687,109,481	558,554,905
Operating lease liabilities-current	71,053,740	105,829,155
Other current liabilities	101,501,157	106,140,035
Income taxes payable	—	17,873,233
Total current liabilities	3,981,218,087	3,244,143,521
Long-term debt	782,815,586	460,000,000
Operating lease liabilities- non-current	55,866,397	101,657,569
Other non-current liabilities	2,435,281	2,435,281
Deferred tax liabilities	41,822,027,764	43,328,007,126
Total liabilities	46,644,363,115	47,136,243,497
Stockholders' equity:		
Common stock, ₩5,000 par value, Authorized 4,000,000 shares; 1,887,070 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	9,435,350,000	9,435,350,000
Additional paid-in capital	229,027,323,455	229,027,323,455
Accumulated deficit	(26,257,268,000)	(14,095,976,021)

Accumulated other comprehensive income	200,973,462	168,940,276
Total stockholders' equity	<u>212,406,378,917</u>	<u>224,535,637,710</u>
Total liabilities and stockholders' equity	<u><u>₩259,050,742,032</u></u>	<u><u>₩271,671,881,207</u></u>

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

OSR HOLDINGS CO., LTD AND SUBSIDIARIES

Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)
(In Korean won)

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Net sales	₩ 1,119,393,865	₩ 1,154,906,196	₩ 3,537,771,180	₩ 3,139,754,178
Cost of sales	875,525,818	1,008,956,199	2,656,774,379	2,269,582,758
Gross profit	243,868,047	145,949,997	880,996,801	870,171,420
Selling, general, and administrative expenses	5,090,681,724	6,805,410,776	14,516,612,678	12,345,573,778
Operating loss	(4,846,813,677)	(6,659,460,779)	(13,635,615,877)	(11,475,402,358)
Other income (expense):				
Interest income	1,984,414	(37,900,155)	15,487,186	30,841,664
Interest expense	(12,382,630)	(116,674,234)	(33,454,569)	(440,124,159)
Other income	58,675,356	337,158,421	129,816,866	368,675,893
Other expenses	46,714,465	(294,579,247)	(143,495,738)	(357,518,959)
Loss before income taxes	(4,751,822,072)	(6,771,455,994)	(13,667,262,132)	(11,873,527,919)
Income tax benefit	192,065,823	1,530,220,854	1,505,970,153	1,538,552,480
Net loss	(4,559,756,249)	(5,241,235,140)	(12,161,291,979)	(10,334,975,439)
Attributable to:				
OSR Holdings Co., Ltd. and subsidiaries	(4,559,756,249)	(5,241,235,140)	(12,161,291,979)	(10,334,975,439)
Non-controlling interests	—	—	—	—
Other comprehensive income for the year, net of tax				
Gain on foreign currency translation	219,047	31,660,788	32,033,186	158,614,161
Total comprehensive loss for the year	<u>₩(4,559,537,202)</u>	<u>₩(5,209,574,352)</u>	<u>₩(12,129,258,793)</u>	<u>₩(10,176,361,278)</u>
Attributable to:				
OSR Holdings Co., Ltd. and subsidiaries	(4,559,537,202)	(5,209,574,352)	(12,129,258,793)	(10,176,361,278)
Non-controlling interests	—	—	—	—
Loss per share attributable to OSR Holdings Co., Ltd. and subsidiaries Basic loss per ordinary share	₩ (2,416)	₩ (2,864)	₩ (6,442)	₩ (6,466)

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

OSR HOLDINGS CO., LTD AND SUBSIDIARIES

Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

(In Korean won, except share data)

	Common stock		Additional	Retained Earnings (accumulated deficit)	Accumulated other comprehensive Income (loss)	Total stockholders' equity
	Shares	Amounts	paid-in capital			
Balance at January 1, 2023	1,160,672	₩5,803,360,000	₩108,148,632,336	₩ (487,311,775)	₩ —	₩113,464,680,561
Net loss	—	—	—	(5,093,740,299)	—	(5,093,740,299)
Foreign currency translation adjustment	—	—	—	—	126,953,373	126,953,373
Issuance of Convertible Bonds	—	—	155,504,514	—	—	155,504,514
Stock issued	669,145	3,345,725,000	115,642,906,470	—	—	118,988,631,470
Balance at June 30, 2023	<u>1,829,817</u>	<u>₩9,149,085,000</u>	<u>₩223,947,043,320</u>	<u>₩ (5,581,052,074)</u>	<u>₩ 126,953,373</u>	<u>₩227,642,029,619</u>
Balance at July 1, 2023	1,829,817	₩9,149,085,000	₩223,947,043,320	₩ (5,581,052,074)	₩ 126,953,373	₩227,642,029,619
Net loss	—	—	—	(5,241,235,140)	—	(5,241,235,140)
Foreign currency translation adjustment	—	—	—	—	31,660,788	31,660,788
Balance at September 30, 2023	<u>1,829,817</u>	<u>₩9,149,085,000</u>	<u>₩223,947,043,320</u>	<u>₩(10,822,287,214)</u>	<u>₩ 158,614,161</u>	<u>₩222,432,455,267</u>
Balance at January 1, 2024	1,887,070	₩9,435,350,000	₩229,027,323,455	₩(14,095,976,021)	₩ 168,940,276	₩224,535,637,710
Net loss	—	—	—	(7,601,535,730)	—	(7,601,535,730)
Foreign currency translation adjustment	—	—	—	—	31,814,139	31,814,139
Balance at June 30, 2024	<u>1,887,070</u>	<u>₩9,435,350,000</u>	<u>₩229,027,323,455</u>	<u>₩(21,697,511,751)</u>	<u>₩ 200,754,415</u>	<u>₩216,965,916,119</u>
Balance at July 1, 2024	1,887,070	₩9,435,350,000	₩229,027,323,455	₩(21,697,511,751)	₩ 200,754,415	₩216,965,916,119
Net loss	—	—	—	(4,559,756,249)	—	(4,559,756,249)
Foreign currency translation adjustment	—	—	—	—	219,047	219,047
Balance at September 30, 2024	<u>1,887,070</u>	<u>₩9,435,350,000</u>	<u>₩229,027,323,455</u>	<u>₩(26,257,268,000)</u>	<u>₩ 200,973,462</u>	<u>₩212,406,378,917</u>

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

OSR HOLDINGS CO., LTD AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In Korean won)

**Nine months ended
September 30,**

2024

2023

Cash flows from operating activities:

Net loss	₩(12,161,291,979)	₩(10,334,975,439)
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Adjustments to reconcile net (loss) income to cash used in operating activities:		
Income tax benefit	(1,505,970,153)	(1,538,552,480)
Depreciation	64,732,817	139,672,930
Amortization	11,483,657,772	9,616,124,920
Loss on inventory valuation	1,821,519	12,695,976
Loss on disposal of tangible assets	4,703,237	—
Bad debts	35,609,934	45,492,513
Severance pay	101,871,177	73,697,791
Interest expense	4,177,547	428,544,157
Interest Income	—	(1,646,973)
Loss on foreign currency translation	90,435	(28,475,646)
Changes in operating assets and liabilities		
(Increase) decrease in trade and other receivables	208,553,148	(580,644,736)
Increase in inventories, net	367,901,462	(208,618,010)
Decrease in prepaid income taxes	(739,711)	(7,443,520)
Increase in other current financial assets	—	—
Increase in other current assets	(14,591,794)	(133,391,007)
Decrease in ROU assets	29,886,993	—
(Decrease) increase in trade and other payables	(802,028,484)	(3,900,146,798)
Increase in accrued expenses	27,543,240	28,216,158
Increase (decrease) in lease liabilities	(80,566,587)	51,304,518
Increase in tax payables	(17,873,233)	—
(Decrease) Increase in other liabilities	(4,638,878)	(20,663,076)
Net cash used in operating activities	<u>(2,257,151,538)</u>	<u>(6,358,808,722)</u>
Cash flows from investing activities:		
Decrease in deposits	11,347,500	150,000
Disposal of equipment and vehicles	8,192,711	—
Purchase of equipment and vehicles	—	(11,436,364)
Purchase of ROU assets	—	(51,905,246)
Increase in deposits	(10,000,000)	(31,777,948)
Net cash provided by (used in) investing activities	<u>9,540,211</u>	<u>(94,969,558)</u>
Cash flows from financing activities:		
Proceeds from long-term debt	322,815,586	—
Proceeds from short-term borrowing	1,738,171,000	598,581,500
Repayment of short-term borrowing	(893,723,000)	(94,722,823)
Increase in short-term loan	(23,860,000)	(449,683,682)
Decrease in short-term loan	949,710,999	—
Issuance of convertible bonds	—	4,000,000,000
Payment of stock issuance costs	—	(16,130,200)
Net cash provided by financing activities	<u>2,093,114,585</u>	<u>4,038,044,795</u>
Net change in cash and cash equivalents	(154,496,742)	(2,415,733,485)
Effects of changes in exchange rate on cash and cash equivalents	9,311,947	(41,545,274)
Cash and cash equivalents at beginning of year	696,542,458	3,556,865,658
Cash and cash equivalents at end of year	<u>₩ 551,357,663</u>	<u>₩ 1,099,586,899</u>
Supplemental disclosures of cash flow information		
Cash paid for interest	₩ 50,476,343	₩ 37,805,581
Cash paid for income taxes (net of refunds received)	18,622,153	44,951,350

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

OSR HOLDINGS CO., LTD. AND SUBSIDIARIES
Notes to The condensed consolidated Financial Statements
September 30, 2024 and 2023

(1) Organization and nature of business

The condensed consolidated financial statements of OSR Holdings Co., Ltd. (the “Company” or the “Parent”) and its subsidiaries (collectively, the “Group”) for the period ended September 30, 2024 were authorized for issuance in accordance with a resolution of the directors meeting on January 31, 2025. The registered office is located at 37-36 Hoedong-gil, Paju-si, Gyeonggi-do, Republic of Korea.

The Company is a global life sciences holding company based in South Korea and is actively engaging in drug development, dedicating to advance healthcare outcome and driving social progress. Through open innovation and responsible investment, the Company aims to make a lasting impact across the industry as well as our society. With a strong focus on oncology and immunology, the Company’s mission is to build a robust portfolio of ventures, bringing innovative and transformative therapies to market.

Details of shareholders as of September 30, 2024 are as follows:

Name of Shareholder	Number of ordinary share	Percentage of ownership
Bellevue Capital Management LLC	581,031	30.79%
Bellevue Capital Management Europe AG	241,000	12.77%
Joint Protein Central	200,868	10.64%
Invites Ventures Co., Ltd.	135,129	7.16%
CG Invites Co., Ltd.	83,999	4.45%
PARK, CHAN KYOO	81,970	4.34%
Joint Center For Biosciences	78,720	4.17%
Others	484,353	25.68%
Total	1,887,070	100.00%

Details of investments in subsidiaries as of September 30, 2024 are as follows:

Name of subsidiary	Share capital	Percentage of ownership	Principal activities	Country of incorporation
VAXIMM AG (“VAXIMM”)	1,091,203,754	100.00%	Biotech (drug development)	Switzerland
RMC Co., Ltd. (“RMC”)	35,000,000	100.00 %	Medical device distribution	Republic of Korea
Darnatein Co., Ltd. (“Darnatein”)	6,466,667,000	100.00 %	Biotech (drug development)	Republic of Korea

Key financial information of the subsidiaries at September 30, 2024 are as follows (Korean won in thousands):

Name of subsidiary	Asset	Liability	Equity	Sales	Net Income(loss)
VAXIMM AG	₩ 1,004,370	₩ 200,393	₩ 803,977	₩ 2,887	₩ (661,914)
RMC Co.,Ltd	3,332,225	2,151,503	1,180,721	3,534,884	13,171
Darnatein Co.,Ltd	264,365	721,343	(456,978)	-	157,111

Summaries of entities, which are newly included in consolidation scope for the periods ended September 30, 2024 and 2023 are as follows:

For the year ended September 30, 2023		
Name of subsidiary	Reason	Type of purchase consideration
Darnatein	Acquisition (*1)	New shares of the Parent and other financial assets

(*1) The Parent acquired subsidiary in March 2023 and accounted the acquisitions on March 31, 2023, which is deemed the acquisition date.

(2) Summary of significant accounting policies

a. Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to U.S. generally accepted accounting principles (US-GAAP) and reflect all adjustments which are, in the opinion of management, necessary to a fair presentation of the results of the interim periods presented, under the rules and regulations of the United States Securities and Exchange Commission (the "SEC"). These condensed consolidated financial statements include all adjustments consisting of only normal recurring adjustments, necessary for a fair statement of the results of the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for any subsequent quarter or for the entire year ending December 31, 2024. Certain information and note disclosures normally included in the Company's annual audited consolidated financial statements and accompanying notes prepared in accordance with US-GAAP have been condensed in, or omitted from, these interim financial statements. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the condensed consolidated financial statements and related notes to the condensed consolidated financial statements for the fiscal year ended December 31, 2023 included in the Company's Annual Report on Form S-4 filed with the SEC on January 29, 2025.

b. Principle of consolidation

The condensed consolidated financial statements include the accounts of OSR Holdings Co., Ltd. and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

The Company consolidates entities in which it has a controlling financial interest based on either the variable interest entity (VIE) or voting interest model. The Company is required to first apply the VIE model to determine whether it holds a variable interest in an entity, and if so, whether the entity is a VIE. If the Company determines it does not hold a variable interest in a VIE, it then applies the voting interest model. Under the voting interest model, the Company consolidates an entity when it holds a majority voting interest in an entity.

The Company accounts for investments in which it has significant influence but not a controlling financial interest using the equity method of accounting.

c. Use of estimates

The preparation of the condensed consolidated financial statements in conformity with US-GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include allowance for credit losses, valuation of inventories, valuation of deferred tax assets, the useful lives of equipment and vehicles, lease liabilities and right-of-use assets, and other contingencies.

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d. Cash and cash equivalents

The Group considers all highly liquid financial instruments with original maturities of three months or less when purchased to be cash equivalents.

e. Allowance for credit losses

The Group records an allowance for credit losses (ACL) under Subtopic 326-20 *Financial Instruments - Credit Losses – Measured at Amortized Cost* for the current expected credit losses inherent in its financial assets measured at amortized cost and contract assets. The ACL is a valuation account deducted from the amortized cost basis to present the net amount expected to be collected. The estimate of expected credit losses includes expected recoveries of amounts previously written off as well as amounts expected to be written off.

Accounts receivable

The Group uses an aging schedule to estimate the ACL for trade accounts receivable. This method categorizes trade receivables into different groups based on industry and the number of days past due. Past due status is measured based on the number of days since the payment due date. The trade receivables are evaluated individually for expected credit losses if they no longer share similar risk characteristics. The Group determines that the receivables no longer share similar risk characteristic if they are past due balances over 90 days and over a specified amount. The Group evaluates the collectability of trade accounts receivables with payments that are more than 90 days past due on an individual basis to determine if any are deemed uncollectible. Trade accounts receivable balances are deemed uncollectible and written off as a deduction from the allowance after all means of collection have been exhausted.

f. Accounts receivable

Accounts receivables are recorded at the invoiced amount and do not bear interest. Amounts collected on trade accounts receivable are included in cash flows from operating activities in the condensed consolidated statements of cash flows.

g. Inventories

Inventories are stated at the lower of cost or net realizable value and cost is determined by the first-in, first-out method. Cost comprises of direct materials and delivery costs, direct labor, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity, and, where applicable, transfers from cash flow hedging reserves in equity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Stock in transit is stated at the lower of cost and net realizable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

h. Equipment and vehicles

Equipment and vehicles are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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Depreciation of all equipment and vehicles is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives as follows:

	Estimated useful lives
Vehicle	5 years
Office equipment	5 years
Facility equipment	3 to 13 years

The assets' depreciation method, residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

i. Goodwill and intangible assets

Goodwill represents the excess purchase price over the estimated fair value of net assets acquired in a business combination.

The Group accounts for intangible assets in accordance with Accounting Standards Codification (ASC) Topic 350, *Intangibles – Goodwill and Other* (ASC 350). ASC 350 requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives and reviewed for impairment in accordance with accounting standards.

When impairment indicators are identified, the Group compares the reporting unit's fair value to its carrying amount, including goodwill. An impairment loss is recognized as the difference, if any, between the reporting unit's carrying amount and its fair value, to the extent the difference does not exceed the total amount of goodwill allocated to the reporting unit.

Indefinite-lived intangible assets are tested for impairment annually, and more frequently when there is a triggering event. Annually, or when there is a triggering event, the Group first performs a qualitative assessment by evaluating all relevant events and circumstances to determine if it is more likely than not that the indefinite-lived intangible assets are impaired; this includes considering any potential effect on significant inputs to determining the fair value of the indefinite-lived intangible assets. When it is more likely than not that an indefinite-lived intangible asset is impaired, then the Group calculates the fair value of the intangible asset and performs a quantitative impairment test.

j. Impairment of long-lived assets

Long-lived assets, such as equipment, vehicles and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group to be tested for possible impairment, the Group first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment loss is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

k. Leases

The Group is a lessee in several noncancellable operating leases, primarily for plants and main offices. The Group does not have a finance lease.

The Group accounts for leases in accordance with ASC Topic 842, *Leases*. The Group determines if an arrangement is or contains a lease at contract inception. The Group recognizes a right-of-use (ROU) asset and a lease liability at the lease commencement date.

For operating leases, the lease liability is initially and subsequently measured at the present value of the unpaid lease payments at the lease commencement date. For finance leases, the lease liability is initially measured in the same manner and date as for operating leases and is subsequently measured at amortized cost using the effective-interest method.

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Key estimates and judgments include how the Group determines (1) the discount rate it uses to discount the unpaid lease payments to present value, (2) lease term, and (3) lease payments.

- Topic 842 requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. Generally, the Group cannot determine the interest rate implicit in the lease because it does not have access to the lessor's estimated residual value or the amount of the lessor's deferred initial direct costs. Therefore, the Group generally uses its incremental borrowing rate as the discount rate for the lease. The Group's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. Because the Group does not generally borrow on a collateralized basis, it uses the interest rate it pays on its noncollateralized borrowings as an input to deriving an appropriate incremental borrowing rate, adjusted for the amount of the lease payments, the lease term, and the effect on that rate of designating specific collateral with a value equal to the unpaid lease payments for that lease.
- The lease term for all of the Group's leases includes the noncancellable period of the lease plus any additional periods covered by either a Group option to extend (or not to terminate) the lease that the Group is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor.
- Lease payments included in the measurement of the lease liability comprise the following:
 - Fixed payments, including in-substance fixed payments, owed over the lease term (includes termination penalties the Group would owe if the lease term reflects the Group's exercise of a termination option);
 - Variable lease payments that depend on an index or rate, initially measured using the index or rate at the lease commencement date;
 - Amounts expected to be payable under a Group-provided residual value guarantee; and
 - The exercise price of a Group option to purchase the underlying asset if the Group is reasonably certain to exercise the option.

The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for lease payments made at or before the lease commencement date, plus any initial direct costs incurred less any lease incentives received.

For operating leases, the ROU asset is subsequently measured throughout the lease term at the carrying amount of the lease liability, plus initial direct costs, plus (minus) any prepaid (accrued) lease payments, less the unamortized balance of lease incentives received. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

ROU assets are periodically reduced by impairment losses. The Group uses the long-lived assets impairment guidance in ASC Subtopic 360-10, *Property, Plant, and Equipment – Overall*, to determine whether an ROU asset is impaired, and if so, the amount of the impairment loss to recognize.

The Group monitors for events or changes in circumstances that require a reassessment of one of its leases. When a reassessment results in the remeasurement of a lease liability, a corresponding adjustment is made to the carrying amount of the corresponding ROU asset unless doing so would reduce the carrying amount of the ROU asset to an amount less than zero. In that case, the amount of the adjustment that would result in a negative ROU asset balance is recorded in profit or loss.

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Operating lease ROU assets are presented as operating lease right of use assets on the condensed consolidated balance sheets. The current portion of operating lease liabilities are presented separately on the condensed consolidated balance sheets.

The Group has elected not to recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Group recognizes the lease payments associated with its short-term leases as an expense on a straight-line basis over the lease term.

l. Foreign currency translation

The Group has operations in South Korea, Switzerland, and Germany. Accounting records in foreign operations are maintained in local currencies and remeasured to the Korean won during the consolidation. Nonmonetary assets and liabilities are translated at historical rates, and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Income statement accounts are translated at average rates for the year. Gains or losses from remeasurement of foreign currency financial statements into the Korean won are included in current results of comprehensive income.

m. Revenue recognition

The Group only has revenue from customers. The Group recognizes revenue when it satisfies performance obligations under the terms of its contracts, and control of its products is transferred to its customers in an amount that reflects the consideration the Group expects to receive from its customers in exchange for those products. This process involves identifying the customer contract, determining the performance obligations in the contract, determining the transaction price, allocating the transaction price to the distinct performance obligations in the contract, and recognizing revenue when the performance obligations have been satisfied. A performance obligation is considered distinct from other obligations in a contract when it (a) provides a benefit to the customer either on its own or together with other resources that are readily available to the customer and (b) is separately identified in the contract. The Group considers a performance obligation satisfied once it has transferred control of a good or product to a customer, meaning the customer has the ability to direct the use and obtain the benefit of the good or product.

n. Income taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Group recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Valuation allowances are established when management determines it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Group reports income tax-related interest and penalties relating to uncertain tax positions, if applicable, as a component of income tax expense.

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o. Fair value measurements

The Group utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Group determines fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

The carrying value of cash and cash equivalents, trade and other receivables, inventories, prepaid expenses and other current and financial assets, trade and other payable, short-term borrowing, current operating lease liabilities, and accrued expenses and other current liabilities approximates their fair value due to the short-term nature of these instruments. The carrying amount reported in the condensed consolidated balance sheets for notes payable to related party may differ from fair value since the interest rate is fixed.

p. Accounting pronouncements adopted during 2024

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which provides an exception to fair value measurement for contract assets and contract liabilities related to revenue contracts acquired in a business combination. The ASU requires an entity (acquirer) to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. At the acquisition date, an acquirer should account for the related revenue contracts in accordance with Topic 606 as if it had originated the contracts. The ASU is effective for the Company for annual and interim periods in fiscal years beginning after December 15, 2023. The ASU is applied to business combinations occurring on or after the effective date. The Group adopted this ASU as of January 1, 2024 and there is no impact on the Group's condensed consolidated financial statements.

q. Accounting pronouncements issued, but not adopted as of September 30, 2024

In October 2023, the FASB issued ASU 2023-06, *Disclosure Improvements – Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative*. The ASU modifies the disclosure or presentation requirements of a variety of Topics in the Codification to align with the SEC's regulations. The ASU also makes those requirements applicable to entities that were not previously subject to the SEC's requirements. The ASU is effective for the Company two years after the effective date to remove the related disclosure from Regulation S-X or S-K. As of the date these financial statements have been made available for issuance, the SEC has not yet removed any related disclosure. The Group does not expect the adoption of ASU 2023-06 to have a material effect on its condensed consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires enhanced disclosure of significant segment expenses on an annual and interim basis. This ASU will be effective for the annual periods beginning the year ended December 31, 2024, and for interim periods beginning January 1, 2025. Early adoption is permitted. Upon adoption, this ASU should be applied retrospectively to all prior periods presented in the financial statements. The Group does not expect the adoption of ASU 2023-07 to have a material effect on its condensed consolidated financial statements.

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In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which improves the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the effective tax rate reconciliation and income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures. This ASU will be effective for the annual periods beginning the year ended December 31, 2026. Early adoption is permitted. Upon adoption, this ASU can be applied prospectively or retrospectively. The Group is currently evaluating the impact this ASU will have on the Group's consolidated financial statements.

(3) Critical accounting estimates and assumptions

The preparation of condensed consolidated financial statements requires the Group to make estimates and assumptions concerning the future. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Income taxes

The Group's taxable income generated from these operations are subject to income taxes based on tax laws and interpretations of tax authorities in numerous jurisdictions. There are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies

Business combinations

Business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Parent taking into consideration all available information at the reporting date. Fair value adjustments on the finalization of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortization reported.

Patent technology

Patent technology is recognized in Intangible assets on the condensed consolidated balance sheets. The Group considers both qualitative and quantitative factors when determining whether the patent technology may be impaired. For the purposes of assessing impairment, the Group follows its accounting policy disclosed in Note 2. In assessing whether there is any indication that the patent technology may be impaired, the Group considers, at minimum, the following indications:

External sources of information

- there are observable indications that the patent technology's value has declined during the period significantly more than would be expected as a result of the passage of time or normal use.

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- significant changes with an adverse effect on the Group have taken place during the period, or will take place in the near future, in the technological, market, economic or legal environment in which the entity operates or in the market to which an asset is dedicated.
- market interest rates or other market rates of return on investments have increased during the period, and those increases are likely to affect the discount rate used in calculating an asset's value in use and decrease the asset's recoverable amount materially.
- the carrying amount of the net assets of the entity is more than its market capitalization.

Internal sources of information

- evidence is available of obsolescence or physical damage of the patent technology.
- significant changes with an adverse effect on the entity have taken place during the period, or are expected to take place in the near future, in the extent to which, or manner in which, the patent technology is used or is expected to be used. These changes include the patent technology becoming idle, plans to discontinue or restructure the operation to which the patent technology belongs, and plans to dispose of the patent technology before the previously expected date.
- evidence is available from internal reporting that indicates that the economic performance of the patent technology is, or will be, worse than expected.

(4) Financial risk management

The Group is exposed to various financial risks such as market risk (exchange risk, interest rate risk), credit risk and liquidity risk due to various activities. The Group's overall risk management policy focuses on volatility in the financial markets and focuses on minimizing any negative impact on financial performance. Risk management is conducted under the supervision of the finance department according to the policy approved by the Board of Directors. The finance department identifies, evaluates and manages financial risks in close cooperation with the sales departments. The Board of Directors provides written policies on overall risk management principles and specific areas such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments, and investments in excess of liquidity.

Market risk management

Market risk is the risk of possible losses which arise from the changes of market factors, such as interest rate, stock price, foreign exchange rate, commodity value and other market factors related to the fair value or future cash flows of the financial instruments, such as securities, derivatives and others.

a. Currency risk

The following table sets forth the result of foreign currency translation into Korean won for financial assets and liabilities denominated in foreign currency of the Group as of September 30, 2024 and December 31, 2023:

(Korean won in unit)

	September 30, 2024		
	USD	EUR	CHF
Assets in foreign currency	₩ 112,300,876	₩404,243,443	₩552,538,747
Liabilities in foreign currency	1,720,587,868	103,042,527	90,580,744

(Korean won in unit)

	December 31, 2023		
	USD	EUR	CHF
Assets in foreign currency	₩ 29,220,473	₩301,368,136	₩744,194,360
Liabilities in foreign currency	64,470,000	16,289,133	-

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The following table sets forth the impact of strengthening (or weakening) of the Korean won by a hypothetical 10% against each foreign currency on the Group's after-tax profit (or loss), assuming all other variables remain constant.

(Korean won in unit)

	September 30, 2024		December 31, 2023	
	Rise	Fall	Rise	Fall
USD	₩(160,828,699)	₩160,828,699	₩ (3,524,953)	₩ 3,524,953
EUR	30,120,092	(30,120,092)	28,507,900	(28,507,900)
CHF	46,195,800	(46,195,800)	74,419,436	(74,419,436)

b. Interest rate risk

Interest rate risk refers to the risk that interest income and interest expenses arising from deposits or borrowings will fluctuate due to changes in market interest rates in the future, which mainly arises from deposits and borrowings with floating interest rates. The goal of interest rate risk management is to maximize corporate value by minimizing uncertainty caused by interest rate fluctuations.

As of the end of the reporting period, there are no financial instruments subject to a variable interest rate.

c. Price risk

Price risk is the risk that the fair value of a financial instrument or future cash flows will change due to changes in market prices other than interest rate or foreign exchange rate. As of the end of the reporting period, the Group is not exposed to commodity price risk. Investments in financial instruments are made on a non-recurring basis according to management's judgment.

Credit risk management

Credit risk is the risk of possible losses in an asset portfolio in the events of counterparty's default, breach of contract and deterioration in the credit quality of the counterparty. For the risk management reporting purposes, the Group manages the credit risk systematically and pursues value maximization and continuous growth of the Group by efficient resource allocation and monitoring non-performing loans. In order to reduce the risks that may occur in transactions with financial institutions, such as cash and cash equivalents and various deposits, the Group conducts transactions only with financial institutions with high creditworthiness. As of September 30, 2024, the Group believes that there are low signs of material default, and the maximum exposure to credit risk as of September 30, 2024 is equal to the book value of financial instruments (excluding cash).

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Liquidity risk management

The Group constantly monitors its liquidity positions to ensure that no borrowing limits or commitments are breached to meet operating capital needs. In estimating liquidity, we also take into account external laws or legal requirements, such as the group's financing plan, compliance with agreements, internal target financial ratios and currency restrictions.

The Group's liquidity risk analysis details as of September 30, 2024 and December 31, 2023 are as follows:

(Korean won in unit)

	September 30, 2024				
	Book Value	Cashflow by contract	Remaining maturity		
			Within a year	1 year to 3 years	More than 3 years
Borrowings	₩2,750,651,586	₩2,926,097,233	₩2,011,857,757	₩ 51,520,000	₩639,903,890
Other Payables	1,836,415,249	1,836,415,249	1,836,415,249	-	-
Lease liabilities	126,920,137	157,000,000	76,500,000	79,500,000	1,000,000
Total	₩4,713,986,972	₩4,919,512,482	₩3,924,773,006	₩131,020,000	₩640,903,890

(Korean won in unit)

	December 31, 2023				
	Book Value	Cashflow by contract	Remaining maturity		
			Within a year	1 year to 3 years	More than 3 years
Borrowings	₩ 960,000,000	₩1,000,657,534	₩ 523,000,000	₩477,657,534	₩ -
Other Payables	2,514,301,098	2,514,301,098	2,514,301,098	-	-
Lease liabilities	207,486,724	259,101,400	114,981,120	134,120,280	10,000,000
Total	₩3,681,787,822	₩3,774,060,032	₩3,152,282,218	₩611,777,814	₩10,000,000

Capital risk management

Capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group uses the debt ratio as a capital management indicator. This ratio is calculated by dividing total liabilities by total equity, and total liabilities and total equity are calculated based on the amounts in the Group's consolidated financial statements.

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The group's debt ratio as of September 30, 2024 and December 31, 2023 are as follows:

(In Korean won)

	September 30, 2024	December 31, 2023
Net borrowings (A)		
Borrowings	₩ 2,750,651,586	₩ 960,000,000
Lease liabilities	126,920,137	207,486,724
Less: cash and cash equivalents	(551,357,663)	(696,542,458)
	2,326,214,060	470,944,266
Total equity (B)	212,406,378,917	224,535,637,710
Debt ratio (A / B)	1.1%	0.2%

(5) Fair value measurements

Book value and fair value of financial instruments

The difference between the carrying amount and fair value of the Group's financial assets and liabilities as of September 30, 2024 and December 31, 2023 are insignificant.

Fair value hierarchy

All financial assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Fair values of the Group's financial assets and liabilities as of September 30, 2024 and December 31, 2023, which are accounted as amortized cost, are categorized as Level 3.

Recurring transfer between levels of the fair value hierarchy

There is no transfer of fair value hierarchy among Level 1, Level 2 and Level 3 for the nine months ended September 30, 2024 and 2023, respectively.

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(6) Financial instruments by category

The carrying value of financial instruments category as of September 30, 2024 and December 31, 2023 are as follows:

(In Korean won)

	September 30, 2024			
	Financial assets at amortized cost	Financial assets at fair value	Financial liabilities at amortized cost	Total
Financial assets:				
Cash and cash equivalents	₩ 551,357,663	₩ -	₩ -	₩ 551,357,663
Trade and other receivables	1,324,239,630	-	-	1,324,239,630
Other non-current financial assets	209,683,563	-	-	209,683,563
Financial liabilities:				
Trade and other payables	1,153,717,709	-	-	1,153,717,709
Accrued expenses	687,109,481	-	-	687,109,481
Borrowings	2,750,651,586	-	-	2,750,651,586

(In Korean won)

December 31, 2023

	Financial assets at amortized cost	Financial assets at fair value	Financial liabilities at amortized cost	Total
Financial assets:				
Cash and cash equivalents	₩ 696,542,458	₩ -	₩ -	₩ 696,542,458
Trade and other receivables	1,543,542,712	-	-	1,543,542,712
Other current financial assets	68,777,020	-	-	68,777,020
Other non-current financial assets	483,286,651	-	-	483,286,651
Financial liabilities:				
Trade and other payables	-	-	1,955,746,193	1,955,746,193
Borrowings	-	-	960,000,000	960,000,000

Net gains or losses by financial instrument category for the nine-months ended September 30, 2024 and 2023 are as follows:

(Korean won in unit)

	For the nine-month ended September 30, 2024	For the nine-month ended September 30, 2023
Amortized cost:		
Interest income	₩ 17,278,786	₩ 32,621,893
Foreign exchange gains	44,573,261	44,817,630
Gains on foreign currency translation	73,400,055	317,550,552
Interest expense	(39,738,845)	(433,899,808)
Losses on foreign currency transaction	(57,417,099)	(52,932,952)
Losses on foreign currency translation	(73,490,490)	(289,074,906)

(7) Cash and cash equivalents

The Group considers all money market funds and highly liquid financial instruments with original maturities of three months or less to be cash equivalents.

(In Korean won)

	September 30, 2024	December 31, 2023
Cash and cash equivalents	₩551,357,663	₩696,542,458

(8) Trade and other receivables, net

All trade receivables are recorded at the invoiced amount and do not bear interest. Amounts collected on trade receivables are included in net cash provided by operating activities in the statements of cash flows. The Group does not have any off-balance sheet credit exposure related to its customers.

(In Korean won)	September 30, 2024	December 31, 2023
Trade receivables	₩1,335,186,586	₩1,520,894,893
Less: Allowance for credit losses	(56,242,447)	(45,492,513)
Net trade receivables	1,278,944,139	1,475,402,380
Other receivables	45,295,491	68,140,332
Total	₩1,324,239,630	₩1,543,542,712

(9) Inventories, net

Inventories consisted of the following as of September 30, 2024 and December 31, 2023:

(in Korean Won)	September 30, 2024	December 31, 2023
Merchandised goods	₩1,445,030,091	₩1,812,931,553
Less inventory reserves	(24,698,934)	(10,316,700)
	₩1,420,331,157	₩1,802,614,853

(10) Other financial assets

Details of other financial assets as of September 30, 2024 and December 31, 2023 are as follows:

(in Korean won)	September 30, 2024		December 31, 2023	
	Current	Non-current	Current	Non-current
Leasehold guarantee deposits	₩ 80,000,000	₩ 31,176,188	₩ 68,777,020	₩ 34,917,468
Other deposits	-	1,600,000	-	7,947,500
Loan	-	176,907,375	-	440,421,683
Total	₩ 80,000,000	₩209,683,563	₩ 68,777,020	₩483,286,651

(11) Other assets

Details of other assets as of September 30, 2024 and December 31, 2023 are as follows:

(in Korean won)	September 30, 2024		December 31, 2023	
	Current	Non-current	Current	Non-current
Prepayments	₩ 51,060,571	₩ -	₩ 58,543,364	₩ -
Prepaid expenses	55,031,929	-	32,957,342	-
Total	₩106,092,500	₩ -	₩ 91,500,706	₩ -

(12) Equity method investment

Details of investment under the equity method are as follows:

(In Korean won)	Location	Main business	September 30, 2024		December 31, 2023	
			Ownership	Book value	Ownership	Book value

Taction Co., LTD	Korea	Software development	33.3%	₩	-	33.3%	₩	-
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The summarized financial information of investment under the equity method as of the closing date and for the current period is as follows:

(In Korean won)

	As of and for the year ended December 31, 2023				
	Assets	Liabilities	Revenue	Net loss	Comprehensive loss
Taction Co., LTD	₩143,966,473	₩48,194,665	₩ -	₩109,868,483	₩ 109,868,483

There is no equity method valuation applied on investments in associate for the nine-months ended September 30, 2024 or 2023.

Taction Co., Ltd. was incorporated to engage in software development and IT consulting. As no practical plan to generate revenue and maintain going-concern basis in the foreseeable future was provided, the Parent recognized impairment loss amounting to acquisition cost.

(13) Equipment and vehicles, net

Equipment and vehicles consist as of September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Office equipment	₩ 39,560,713	₩ 39,560,713
Tools and instruments	33,350,272	33,350,272
Machinery and equipment	32,709,091	32,709,091
Facilities	307,623,733	374,868,705
Vehicles	13,780,909	39,785,349
	427,024,718	520,274,130
Less accumulated depreciation	(422,155,189)	(497,547,516)
Equipment and vehicles, net	₩ 4,869,529	₩ 22,726,614

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(14) Goodwill

Changes of goodwill for the for the nine-months ended September 30, 2024 and 2023 are as follows:

(In Korean won)

	For the nine-months period ended September 30, 2024			
	Beginning	Business combination	Impairment loss	Ending
Goodwill	₩35,800,477,223	₩ -	₩ -	₩35,800,477,223

(In Korean won)

	For the nine-months period ended September 30, 2023			
	Beginning	Business combination	Impairment loss	Ending
Goodwill	₩3,628,205,933	₩32,172,271,290	₩ -	₩35,800,477,223

(15) Intangible assets, net

The acquired intangible assets, all of which are being amortized, have an average useful life of approximately 20 years. Intangible assets consist of the following as of September 30, 2024 and December 31, 2023.

		September 30, 2024			
(In Korean won)	Average useful life	Gross carrying amount	Accumulated amortization	Net carrying amount	
Technology license	20 years	₩ 140,342,664	₩ 112,139,121	₩ 28,203,543	
Customer relationship	20 years	851,287,339	₩ 297,950,569	₩ 553,336,770	
Patent technology	20 years	242,277,049,512	₩23,550,801,454	₩218,726,248,058	
		₩243,268,679,515	₩23,960,891,144	₩219,307,788,371	
		December 31, 2023			
(In Korean won)	Average useful life	Gross carrying amount	Accumulated amortization	Net carrying amount	
Technology license	20 years	₩ 140,342,664	₩ 109,946,192	₩ 30,396,472	
Customer relationship	20 years	851,287,339	170,257,468	681,029,871	
Patent technology	20 years	242,277,049,512	12,139,483,501	230,137,566,011	
		₩ 243,268,679,515	₩ 12,419,687,161	₩ 230,848,992,354	

Accumulated amortization expense for intangible assets is ₩11,541,542,797 and ₩9,677,500,518 for the nine-months ended September 30, 2024 and 2023, respectively.

(16) Short-term borrowings

The Group has a loan agreement with Bellevue Capital Management Europe AG and as of September 30, 2024, the outstanding balance was ₩1,134,856,000 (3.00% interest rate at September 30, 2024), which was fully paid in 2024.

The Group has a loan agreement with an individual and as of September 30, 2024, the outstanding balance was ₩565,980,000 (7% interest rate at September 30, 2024), ₩33,000,000 of which was paid in 2024.

The Group has a loan agreement with an individual and as of September 30, 2024, the outstanding balance was ₩267,000,000 (0% interest rate at September 30, 2024).

The Group has a loan agreement with an individual and as of December 31, 2023, the outstanding balance was ₩200,000,000 (0% interest rate at December 31, 2023), which was fully paid in 2024.

The Group has a loan agreement with an individual and as of December 31, 2023, the outstanding balance was ₩300,000,000 (0% interest rate at December 31, 2023), ₩33,000,000 of which was paid in 2024.

(17) Long-term debt

The Group has a long-term debt agreement with individuals and as of September 30, 2024, the outstanding balance was ₩782,815,586 (4.6% interest rate at September 30, 2024), which matures in 2030.

The Group has a long-term debt agreement with individuals and as of December 31, 2023, the outstanding balance was ₩460,000,000 (4.6% interest rate at December 31, 2023), which matures in 2030.

(18) Post-employment benefits

The Group maintains a defined contribution retirement benefit plan for its employees. The Group is obligated to pay fixed contributions to an independent fund, and the amount of future retirement benefits to be paid to employees is determined by the contributions made to the fund, etc., and the investment income generated from those contributions. Plan assets are managed independently from the Group's assets in a fund managed by a trustee.

Danatein's pension plan has converted from the DB type to the DC type at the end of March 31, 2017, and is obligated to pay severance payment as DB type which incurred before the March 31, 2017.

Meanwhile, expenses recognized by the Group in relation to the defined contribution retirement benefit plan for the nine-months ended September 30, 2024 and 2023 are ₩77,637 thousand and ₩78,196 thousand, respectively.

(19) Related party transactions

As of September 30, 2024, the Group's related parties are as follows:

Type	Related parties
Ultimate parent entity	Bellevue Capital Management LLC
Major shareholder of the Parent	BCM Europe AG
Subsidiaries	RCM, VAXIMM, Darnatein
Associates	Taction Co., Ltd.
Other related parties	Bellevue Global Life Sciences Investors LLC

There are no sales and procurement transactions and treasury transactions with related parties for the nine-months ended September 30, 2024 and 2023. The Group acquired Vaximm from BCM Europe AG in December 2022 (Transaction between entities under common control), which is disclosed in detail in Note 27 Business combinations.

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Details of receivables and payables from related party transactions as at September 30, 2024 and December 31, 2023 are as follows:

(In Korean Won)

	September 30, 2024	
	Related parties	Short-term borrowings
Key management	Individuals	₩ 832,980,000
Bellevue Capital Management Europe AG	Major shareholder of the Parent	₩1,134,856,000

(In Korean Won)

	December 31, 2023	
	Related parties	Short-term borrowings
Key management	Individuals	₩500,000,000

Compensations paid or accrued to key management of the Parent for the nine months ended September 30, 2024 and 2023 are as follows:

(In Korean Won)

For the nine-month ended

	September 30, 2024	September 30, 2023
Salaries	₩382,923,715	₩505,439,581

The Group's key management includes registered directors who have important authority and responsibility for planning, operation, and control of the Group's business activities.

No collateral or guarantee were provided for related parties and were received from related parties as of September 30, 2024 and December 31, 2023.

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(20) Administrative expenses

Details of administrative expenses for the nine months ended September 30, 2024 and 2023 are as follows:

<i>(Korean won in unit)</i>	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
Salary	₩ 938,129,741	₩ 810,763,810
Retirement payment	126,434,969	112,760,068
Employee benefits	57,273,784	56,614,907
Travel expenses	41,965,723	41,289,290
Entertainment expenses	34,026,602	47,077,578
Communication cost	2,390,786	2,114,794
Tax and due	23,081,050	20,345,890
Depreciation cost	64,732,817	139,672,930
Amortization of intangible assets	11,483,657,772	9,616,124,920
Rental cost	101,096,293	95,838,048
Repair fee	190,909	4,470,000
Insurance cost	35,066,400	16,513,477
Vehicle maintenance fee	12,004,753	17,276,772
Allowance for expected credit losses	35,609,934	45,492,513
Research and development expenses	198,434,876	197,571,947
Travel expenses	2,908,447	2,275,874
Training cost	10,480	291,250
Publishing fee	409,500	619,700
Office supplies fee	317,144	-
Consumable cost	24,649,718	25,789,406
Commissions and professional fee	1,312,100,475	1,043,031,361
Building management fee	20,830,505	10,113,700
Advertising expenses	1,290,000	8,625,543
Personal services	-	30,900,000
Total	₩14,516,612,678	₩12,345,573,778

(21) Income taxes

In assessing the reliability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon these considerations as of September 30, 2024 and December 31, 2023, the Company had a full valuation allowance for the net deferred tax assets on one of its Asian subsidiaries and certain of its European subsidiaries. Also, as of September 30, 2024 and December 31, 2023, the Company had a partial valuation allowance offsetting certain deferred tax assets of another one of its Asian subsidiaries. Management believes that it is more likely than not that the Company will realize the benefits of the remaining deductible differences, net of valuation allowances, at September 30, 2024 and December 31, 2023.

The Company did not have any material uncertain tax positions, which should be recognized in the condensed consolidated financial statements as of September 30, 2024. In addition, the Company did not have any unrecognized tax benefits, which, if recognized, would affect the effective tax rate for the nine months then ended.

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(22) Loss per share

Basic loss per share for the nine months ended September 30, 2024 and 2023 are calculated as follows:

(Korean won in unit and number of shares)

	For the nine months ended September 30	
	2024	2023
Net loss (A)	₩(12,161,291,979)	₩(10,334,975,439)
Weighted average number of ordinary shares outstanding (B)	1,887,870	1,598,407
Basic loss per ordinary share (A/B)	₩ (6,442)	₩ (6,466)

Weighted average number of ordinary shares outstanding for the nine months ended September 30, 2024 and 2023 are calculated as follows:

(Number of shares)

	For the nine-months ended September 30	
	2024	2023
Ordinary shares outstanding at the beginning	1,887,870	1,160,672
Weighted number of ordinary shares newly issued	-	397,942
Weighted number of ordinary shares newly issued	-	39,793
Weighted average number of ordinary shares outstanding	1,887,870	1,598,407

The group's diluted loss per share is the same as basic loss per share because there is no dilution effect.

(23) Business combinations

The Parent acquired Darnatein (a novel drug development company) (referred as the "Acquiree" herein) as it executes on its business plan to further expand its business by discovering and investing in innovative healthcare companies with cutting-edge technology and creating operating synergies between subsidiaries. As the Parent and the Acquiree former owners exchanged only equity interests in business combination transactions and the acquisition-date fair value of the Parent's equity interests could not reliably be measured, the Parent determined the amount of goodwill by using the acquisition-date fair value of the Acquiree equity interests instead of the acquisition-date fair value of the shares transferred.

Vaximm (2022 acquisition) and Darnatein can be reasonably categorized as “(bio)platform companies” which differ from the companies only with drug development pipelines. Bioplatfroms can be defined as biotechnologies that, once created and harnessed, allow for the intentional and repeatable generation of multiple medicines or agricultural and sustainability products. Both Vaximm and Darnatein are biotech companies whose drug R&D pipelines are based on their own in-house platform technologies that are protected by either patents or trade secrets. According to the “hub-and-spoke” business model of OSR Holdings, the Parent has assumed the position to either own or control the technology platforms of Vaximm and Darnatein through the Business Combinations, which means that the Parent will be able to launch new services to external clients or create additional drug candidates by a new start-up or Joint Venture with business partners based on their direct ownership or control over the platform technologies acquired from the Business Combinations. Such quality would support the goodwill recognition.

Details of business combinations that occurred for the nine months ended September 30, 2024 and 2023 are as follows:

(In Korean won)		For the year ended December 31, 2023		
		Acquisition date	Ownership (%)	Total consideration
Acquiree	Main business			
Darnatein	New drug development, etc.	March 31, 2023	100.0%	₩105,004,724,500

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Business combination in 2023 - Darnatein

Details of identifiable assets and liabilities and goodwill, which are recognized as the result of the acquisition of Darnatein completed during the year ended December 31, 2023 are set forth in the table below.

(in Korean won)	Darnatein
Fair value of total identifiable assets:	
Current assets:	
Cash and cash equivalents	₩ 88,452,978
Trade and other receivables	5,593,090
Current tax assets	368,040
Non-current assets:	
Equipment and vehicles	9,421,068
Right-of-use assets	94,273,525
Intangible assets	95,348,738,746
Non-current financial assets	1,420,000
	95,548,267,447
Fair value of total identifiable liabilities:	
Current liabilities:	
Trade and other payables	90,567,854
Lease liabilities	43,339,023
Current other liabilities	8,377,504
Non-current liabilities:	
Severance payment	2,435,281
Lease liabilities	75,796,433
Deferred tax liabilities	25,024,086,000
	25,244,602,095
Fair value of identifiable net assets	70,303,665,352
Goodwill	34,701,059,198
Purchase consideration transferred (*)	₩105,004,724,550

For the nine months ended September 30, 2024, the Group's condensed consolidated statement of operations included ₩336,430,665 of operating loss, which included ₩143,328,468 of wages and salaries, from Darnatein. The following unaudited pro forma consolidated results of operations assume that the acquisition of Darnatein was completed as of January 1, 2023.

(Korean won in unit)	(Unaudited) Nine months ended	
	September 30,	
	2024	2023
Total operating revenues	₩ -	₩ -
Net loss attributable to OSR Holdings	(336,430,665)	(751,979,471)

Pro forma data may not be indicative of the results that would have been obtained had these events occurred at the beginning of the periods presented, nor is it intended to be a projection of future results.

The acquisition-date fair value of Darnatein was measured using the Discount Cash Flow ("DCF") method and the Risk adjusted Net Present Value ("r-NPV") method by outside valuation professionals. Key estimations and assumptions used in measuring the fair value of Darnatein are as follows:

- 19.88% of discount rate (Weighted Average Cost of Capital: WACC) used in discounting operating cashflows
- Patent technology will generate operating revenue for 20 years

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(*1) OSR ordinary shares issued for purchase consideration of ₩105,004,724,550 is 590,425 shares at ₩177,846 per share. The number of OSR ordinary shares to be issued was determined based on negotiation with former owners of Darnatein.

Patent technology - Darnatein

Details of patent technology recognized from the acquisition of Darnatein that occurred during the year ended December 31, 2023 are set forth in the table below.

(Korean won in thousand)

	Amount
Patent technology project code:	
DRT 101	₩ 94,788,203

DRT-101 is a synthetic bio-signaling molecule that replaces BMPRII-binding segments of BMP-7, one of the bone-forming proteins, with high affinity ActRII binding segments of Activin A, a member of the transforming growth factor β (TGF- β) superfamily along with BMP-7. In nature, endogenous BMP7 promotes chondrogenesis in damaged cartilage tissue by signaling primarily via the type II receptor BMPRII and to a lesser extent via the activin type II receptor ActRII, which it binds with lower affinity. DRT-101 amplifies intracellular regeneration signaling capacity compared to natural BMP-7 and allows for regeneration and restoration of mechanically depleted cartilage cells to normal levels.

Osteoarthritis is the most common joint disorder in the aging population. Although surgical treatment of osteoarthritis can reduce pain and improve joint mobility and function, the operative management of osteoarthritis is associated with significant cost and morbidity. Unmet medical needs for DRT-101 for Osteoarthritis are enormous specially with aging population. Unique market opportunity of DRT-101 relies on novel Mechanism of Action of DRT-101 that can lead to potential first-in-class DMOAD (Disease-Modifying Osteoarthritis Drug) in the market.

Darnatein is pursuing pre-clinical studies of DRT-101 targeting osteoarthritis and plans to file Investigational New Drug Application (IND) to the U.S. Food and Drug Administration by 2025 for Phase 1 clinical trial, with aims of FDA approval by 2032. Darnatein will seek to create cashflow via licensing deals from the preclinical and clinical developments of its pipeline assets.

Net cashflow from the acquisitions for the nine months ended September 30, 2024 and 2023 are as follows:

(in Korean won)

	2024
Net cash outflow arising from acquisition of Darnatein:	₩ -
Cash consideration	-
Less: cash and cash equivalent balances acquired	₩ -

(in Korean won)

	2023
Net cash outflow arising from acquisition of VAXIMM and RMC:	₩ -
Cash consideration	(88,452,978)
Less: cash and cash equivalent balances acquired	₩(88,452,978)

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(24) Commitment and contingencies

The Group has no pending litigation cases arising in the ordinary course of business as of September 30, 2024 and December 31, 2023. The Parent has entered into various contractual commitments related to the acquisition of VAXIMM including a future financial obligation of CHF 143,356 underlying as of December 31, 2023. Meanwhile, both parties have agreed to remove section 6.1.3 of the license agreement that states that in the event of the Parent's sale to a third party, the Licensor shall reimburse the Licensee for reasonable costs and expenses incurred in the preparation, submission, maintenance, prosecution, and enforcement process.

(25) Segment reporting

The Group operates in one operating segment. Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker ("CODM") in deciding how to allocate resources and assessing performance. The Group's CODM role is fulfilled by the Executive Leadership Team, who allocates resources and assesses performance based upon consolidated financial information. The geographic segments for the long-lived assets and ROU assets are disclosed below.

There are no external customers that account for more than 10% of sales for the reporting period.

(26) Subsequent events

The Group has evaluated subsequent events from the balance sheet date through January 31, 2025, the date at which the condensed consolidated financial statements were available to be issued and determined that there are no other items to disclose.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**Introduction**

On May 23, 2024, BLAC and OSR Holdings entered into an Amended & Restated Business Combination Agreement. The Amended and Restated Business Combination Agreement was amended on December 20, 2024.

The following unaudited pro forma condensed combined financial information (the “Pro Forma Information”) presents the combination of the financial information of Bellevue Life Sciences Acquisition Corp. (“BLAC”) and OSR Holdings Co., Ltd. adjusted to give effect to the Business Combination consummated on February 14, 2025 (the “Closing Date”) and the other events described below.

The Business Combination is accounted for as a reverse recapitalization in accordance with U.S. GAAP and ASC which is the current single source of U.S. GAAP. Under this method of accounting, BLAC is treated as the “acquired” company and OSR Holdings is considered the accounting acquirer for accounting purposes as set forth by the guidance in ASC 805-10. This conclusion is supported by the voting interest model referenced in ASC 805-10-55-12 as 84.5% of the voting interest in New OSR Holdings is held by the historical shareholder group of OSR Holdings. Further, Bellevue Capital Management LLC (“BCM”) and its affiliates are the largest single owner of shares of OSR Holdings, and are also the largest single owner of shares in the Combined Company. The stockholders of OSR Holdings have sufficient voting power to elect or remove majority of the board of directors of the Combined Company. Accordingly, given the supermajority of voting shares to be held by OSR Holdings stockholders in the Combined Company and the other factors described above, for accounting purposes, the Business Combination is treated as the equivalent of a capital transaction in which BLAC is issuing securities for the net assets of OSR Holdings. Operations prior to the Business Combination will be those of OSR Holdings. The assets and liabilities and the historical operations that are reflected in the financial statements are those of OSR Holdings and are recorded at the historical cost basis of OSR Holdings. BLAC’s assets, liabilities and results of operations will be consolidated with the assets, liabilities and results of operations of OSR Holdings after consummation of the acquisition.

The unaudited pro forma condensed combined balance sheet data as of September 30, 2024 gives pro forma effect to the Transaction and the other events as if consummated on September 30, 2024. The unaudited pro forma condensed combined statements of operations data for the nine months ended September 30, 2024 and for the year ended December 31, 2023 give effect to the Transactions and the other events as if consummated on January 1, 2023, the beginning of the earliest period presented.

The unaudited pro forma condensed combined financial information is derived from, and should be read in conjunction with, the historical financial statements and accompanying notes of OSR Holdings and BLAC for the applicable periods included elsewhere in this proxy statement/prospectus. The Pro Forma Information has been presented for informational purposes only and is not necessarily indicative of what New OSR Holdings’ financial position or results of operations actually would have been had the Transactions and the other events been completed as of the dates indicated. The Pro Forma Information does not purport to project the financial position or operating results of New OSR Holdings that may be expected for any other period in the future. The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not reflect the costs of any integration activities or cost savings or synergies that may be achieved as a result of the Business Combination.

The transaction accounting adjustments reflecting the consummation of the Business Combination and related proposed financing transactions are based on certain currently available information and certain assumptions and methodologies that BLAC believes are reasonable under the circumstances. The transaction accounting adjustments, which are described in the accompanying notes, may be revised as additional information becomes available. Therefore, it is likely that the actual adjustments will differ from the transaction accounting adjustments, and it is possible that the difference may be material. BLAC believes that its assumptions and methodologies provide a reasonable basis for presenting all of the significant effects of the Business Combination and the related proposed financing transactions based on information available to management at this time.

Description of the Business Combination

At Closing BLAC issued to the Participating Company Stockholders an aggregate of 16,282,047 shares of BLAC Common Stock, and the Participating Company Stockholders transferred their respective shares of OSR Holdings’ Common Stock. In addition, 22% of the shares of OSR Holdings Common Stock entered into Non-Participating Stockholder Joinders, giving BLAC direct ownership or

rights to acquire up to 88% of the shares of OSR Holdings Common Stock on the Closing Date. 11% of the OSR Holdings Common Stock did not sign any Joinder and such shares will remain outstanding and not be subject to any contractual put or call rights, or other conversion rights, with or into BLAC Common Stock. At Closing, the Non-Participating Company Stockholders continue to hold their shares of OSR Holdings Common Stock subject to the terms of the Non-Participating Stockholder Joinders that contain put and call rights whereby the Non-Participating Company Stockholder shall have the right to cause BLAC to purchase and BLAC shall have the right to cause the Non-Participating Company Stockholder to sell to BLAC or its designee all of the shares of OSR Holdings Common Stock owned and held of record by such Non-Participating Company Stockholder in exchange for the number of shares of BLAC Common Stock set forth in each applicable Non-Participating Shareholder Joinder. These rights become exercisable on or after the earlier of (i) January 1, 2026, or (ii) the date that the Non-Participating Company Stockholder is notified by BLAC of a transaction that will result in a change in control (as defined in the Non-Participating Stockholder Joinder) of BLAC (the “Trigger Date”). The Put Right and Call Right terminate and expire 120 days after the Trigger Date. The exchange ratio is fixed under the put/ call rights at the same exchange ratio set forth in the Business Combination Agreement, and there is no option for cash settlement.

The following table summarizes the ownership levels in BLAC Common Stock immediately following the consummation of the Business Combination based on the following: (i) 16,282,047 shares of BLAC Common Stock were issued to the Participating Company Stockholders at consummation of the Business Combination, and (ii) all BLAC Rights have been converted to shares of BLAC Common Stock. The table below does not take into account (i) the exercise of any BLAC Warrants as the warrants do not become exercisable until 30 days after the consummation of the Business Combination, and (ii) the issuance of any equity awards under the Omnibus Plan as there will be no awards issued under the Omnibus Plan immediately following the consummation of the Business Combination.

	Pro Forma Combined	
	Number of Shares	% Ownership
OSR Holdings Stockholders ⁽¹⁾	16,282,047	84.46%
BLAC Sponsor and Related Parties ⁽²⁾	2,163,500	11.22%
BLAC public stockholders ⁽³⁾	796,931	4.13%
Chardan Capital Markets, LLC	34,500	0.18%
Total	19,276,978	100.00%

- (1) 16,282,047 shares of BLAC Common Stock pursuant to the Business Combination Agreement were issued by BLAC to the Participating Company Stockholders at the consummation of the Business Combination. Consists of (i) 2,035,000 shares of BLAC Common Stock held by the Sponsor, (ii) 20,000 shares of BLAC Common Stock held by David J. Yoo, BLAC’s Chief Financial Officer, (iii) 20,000 shares of BLAC Common Stock held by Jin Whan Park, a current director of BLAC, and (iv) 20,000 shares of BLAC Common Stock held by each of the following former directors of BLAC: Steven Reed, Inchul Chung, Hosun Euh, and Radclyffe Roberts. It also includes the 43,000 shares of BLAC common stock held by the Sponsor converted from 430,000 private placement rights. Excludes 34,500 shares held by Chardan Capital Markets.
- (2) The conversion of 6,900,000 public rights into 690,000 shares of BLAC Common Stock.
- (3) The conversion of 6,900,000 public rights into 690,000 shares of BLAC Common Stock.

**UNAUDITED PRO FORMA CONDENSED
COMBINED BALANCE SHEET
SEPTEMBER 30, 2024**

OSR Holdings Co., Ltd.	USD Conversion Rate	OSR Holdings Co., Ltd.	Bellevue Life Sciences Acquisition Corp.	Combined	Pro Forma Adjustments	Notes	Pro Forma Combined
<i>(Korean Won)</i>		<i>(US Dollar in unit)</i>	<i>(US Dollar in unit)</i>	<i>(US Dollar in unit)</i>	<i>(US Dollar in unit)</i>		<i>(US Dollar in unit)</i>
Assets							
Non-current assets							

Equipment and Vehicles, net	4,869,529	1,319.60	3,690	—	3,690			3,690
Intangible assets, net	219,307,788,371	1,319.60	166,192,625	—	166,192,625			166,192,625
Right-of-use assets, net	129,531,889	1,319.60	98,160	—	98,160			98,160
Other non-current assets	209,683,563	1,319.60	158,899	—	158,899			158,899
Deferred tax assets	108,925,647	1,319.60	82,544	—	82,544			82,544
Investments held in Trust Account	-		-	20,886,019	20,886,019	(20,886,019)	(1)	—
Goodwill	35,800,477,223		27,129,795	—	27,129,795			27,129,795
	<u>255,561,276,222</u>		<u>193,665,713</u>	<u>20,886,019</u>	<u>214,551,732</u>	<u>(20,886,019)</u>		<u>193,665,713</u>
Current assets								
Cash and cash equivalents	551,357,663	1,319.60	417,822	12,236	430,058	20,886,019	(1)	1,260,171
						(27,372)	(5)	
						(530,415)	(7)	
						(286,367)	(8)	
						(87,000)	(9)	
						(88,000)	(10)	
						800,000	(11)	
						(19,186,266)	(3)	
						(650,486)	(4)	
Trade receivables and other receivables, net	1,324,239,630	1,319.60	1,003,516	—	1,003,516			1,003,516
Inventories, net	1,420,331,157	1,319.60	1,076,335	—	1,076,335			1,076,335
Other current financial assets	80,000,000	1,319.60	60,624	—	60,624			60,624
Other current assets	106,092,500	1,319.60	80,397	27,372	107,769	(27,372)	(5)	80,397
Prepaid income taxes	7,444,860	1,319.60	5,642	—	5,642			5,642
	<u>3,489,465,810</u>		<u>2,644,336</u>	<u>39,608</u>	<u>2,683,944</u>	<u>802,741</u>		<u>3,486,685</u>
Total assets	<u>259,050,742,032</u>		<u>196,310,049</u>	<u>20,925,627</u>	<u>217,235,676</u>	<u>(20,083,278)</u>		<u>197,152,398</u>
Equity								
Equity attributable to the equity holders of the Parent								
Common Stock	9,435,350,000	Historical	7,476,571	216	7,476,787	(7,476,571)	(2)	3,227
						3,189	(2)	
						(172)	(12)	
						(6)	(13)	
Additional paid-in capital	229,027,323,455	Historical	177,631,612	—	177,631,612	7,476,571	(2)	178,067,327
						(3,189)	(2)	
						(5,754,171)	(3)	
						20,668,509	(4)	
						(27,372)	(5)	
						(2,088,059)	(6)	
						(19,186,094)	(12)	
						(650,480)	(13)	
Accumulated other comprehensive income	200,973,462	Historical	(4,386,706)	—	(4,386,706)			(4,386,706)

	OSR Holdings Co., Ltd.	USD Conversion Rate	OSR Holdings Co., Ltd.	Bellevue Life Sciences Acquisition Corp.	Combined	Pro Forma Adjustments	Notes	Pro Forma Combined
	(Korean Won)		(US Dollar in unit)	(US Dollar in unit)	(US Dollar in unit)	(US Dollar in unit)		(US Dollar in unit)
Retained earnings (accumulated deficit)	(26,257,268,000)	Historical	(19,758,778)	(5,754,171)	(25,512,949)	5,754,171	(3)	(72,876,469)
						(53,117,691)	(14)	
	212,406,378,917		160,962,699	(5,753,955)	155,208,744	(54,401,365)		100,807,379
Non-controlling interests	—		—	—	—	53,117,691	(14)	53,117,691
Total equity	212,406,378,917		160,962,699	(5,753,955)	155,208,744	(1,283,674)		153,925,070
Commitments and Contingencies								
Mezzanine equity								
Common stock subject to possible redemption	—		—	20,668,509	20,668,509	(20,668,509)	(4)	—
Total mezzanine equity	—		—	20,668,509	20,668,509	(20,668,509)		—
Liabilities								
Non-current Liabilities								
Long-term debt	782,815,586	1,319.60	593,222	—	593,222			593,222
Lease liabilities- non-current	55,866,397	1,319.60	42,336	—	42,336			42,336
Other non-current liabilities	2,435,281	1,319.60	1,845	—	1,845			1,845
Deferred tax liabilities	41,822,027,764	1,319.60	31,692,958	—	31,692,958			31,692,958
Deferred underwriting commissions	—	1,319.60	—	2,070,000	2,070,000			2,070,000
	42,663,145,028		32,330,361	2,070,000	34,400,361			34,400,361
Current liabilities								
Trade and other payables	1,153,717,709	1,319.60	874,294	1,259,291	2,133,585	(27,372)	(5)	2,106,213
Accrued expenses	687,109,481	1,319.60	520,695	—	520,695	2,088,059	(6)	2,608,754
Due to affiliate	—	1,319.60	—	87,000	87,000	(87,000)	(9)	—
Notes payable-related party	—	1,319.60	—	1,778,000	1,778,000	(88,000)	(10)	1,690,000
Short-term borrowings	1,967,836,000	1,319.60	1,491,237	—	1,491,237	800,000	(11)	2,291,237
Lease liabilities-current	71,053,740	1,319.60	53,845	—	53,845			53,845
Other current liabilities	101,501,157	1,319.60	76,918	—	76,918			76,918
Current tax liabilities	—	1,319.60	—	286,367	286,367	(286,367)	(8)	—
Excise tax payable	—	1,319.60	—	530,415	530,415	(530,415)	(7)	—
	3,981,218,087		3,016,989	3,941,073	6,958,062	1,868,905		8,826,967
Total liabilities	46,644,363,115		35,347,350	6,011,073	41,358,423	1,868,905		43,227,328
Total liabilities, mezzanine equity and equity	259,050,742,032		196,310,049	20,925,627	217,235,676	(20,083,278)		197,152,398

**UNAUDITED PRO FORMA CONDENSED COMBINED
STATEMENT OF OPERATIONS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024**

	OSR Holdings Co., Ltd.	USD Conversion Rate	OSR Holdings Co., Ltd.	Bellevue Life Sciences Acquisition Corp.	Combined	Pro Forma Adjustments	Notes	Pro Forma Combined
	(KRW)	(US Dollar)	(US Dollar)	(US Dollar)	(US Dollar)			
Revenue	3,537,771,180	1352.85	2,615,051	—	2,615,051			2,615,051
Cost of sales	2,656,774,379	1352.85	1,963,835	—	1,963,835			1,963,835
Gross profit	880,996,801		651,216	—	651,216			651,216
Administrative expenses	(14,516,612,678)	1352.85	(10,730,393)	(1,380,457)	(12,110,850)			(12,110,850)
Operating profit	(13,635,615,877)		(10,079,177)	(1,380,457)	(11,459,634)			(11,459,634)
Non-operating income (loss):								
Interest income	15,487,186	1352.85	11,448	—	11,448			11,448
Interest expense	(33,454,569)	1352.85	(24,729)	—	(24,729)			(24,729)
Interest earned on investments held in the Trust Account	—	1352.85	—	1,215,533	1,215,533			1,215,533
Non-operating income	129,816,866	1352.85	95,958	—	95,958			95,958
Non-operating expense	(143,495,738)	1352.85	(106,069)	—	(106,069)			(106,069)
	(31,646,255)		(23,392)	1,215,533	1,192,141			1,192,141
Operating profit before taxes	(13,667,262,132)		(10,102,569)	(164,924)	(10,267,493)			(10,267,493)
Income tax benefit (expense)	1,505,970,153	1352.85	1,113,183	(223,762)	889,421			889,421
Net income (loss)	(12,161,291,979)		(8,989,386)	(388,686)	(9,378,072)			(9,378,072)
Attributable to:								
Equity holders of the parent	(12,161,291,979)		(8,989,386)	(388,686)	(9,378,072)	2,966,497	(a)	(6,411,575)
Non-controlling interests	—	—	—	—	—	(2,966,497)	(b)	(2,966,497)
Other comprehensive income (loss):								
Foreign currency translation loss	—	Historical	(4,202,437)	—	(4,202,437)			(4,202,437)
Gain on foreign currency translation of foreign operations	32,033,186	1352.85	23,678	—	23,678			23,678
Total other comprehensive income (loss)	32,033,186		(4,178,759)	—	(4,178,759)			(4,178,759)
Total comprehensive income (loss) for year	(12,129,258,793)		(13,168,145)	(388,686)	(13,556,831)			(13,556,831)
Attributable to:								
Equity holders of the parent	(12,129,258,793)		(13,168,145)	(388,686)	(13,556,831)	4,345,488	(a)	(9,211,343)
Non-controlling interests	—	—	—	—	—	(4,345,488)	(b)	(4,345,488)
Earning (loss) per share attributable to the equity holders of the Parent:								
Basic earning (loss) per ordinary share	(6,445)		(4.76)	(0.08)	(0.49)			(0.33)

**UNAUDITED PRO FORMA CONDENSED COMBINED
STATEMENT OF OPERATIONS
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2023**

	OSR Holdings Co., Ltd.	USD Conversion Rate	OSR Holdings Co., Ltd.	Bellevue Life Sciences Acquisition Corp.	Combined	Pro Forma Adjustments	Notes	Pro Forma Combined
	(KRW)	(US Dollar)	(US Dollar)	(US Dollar)	(US Dollar)			
Revenue	4,453,551,060	1305.41	3,411,611	—	3,411,611			3,411,611
Cost of sales	3,278,702,931	1305.41	2,511,627	—	2,511,627			2,511,627
Gross profit	1,174,848,129		899,984	—	899,984			899,984
Administrative expenses	(15,955,518,638)	1305.41	(12,222,611)	(1,830,700)	(14,053,311)			(14,053,311)
Operating profit	(14,780,670,509)		(11,322,627)	(1,830,700)	(13,153,327)			(13,153,327)
Non-operating income (loss):								
Interest income	22,585,540	1305.41	17,301	—	17,301			17,301
Interest expense	(454,140,294)	1305.41	(347,891)	—	(347,891)			(347,891)
Interest earned on investments held in the Trust Account	—	1305.41	—	2,775,291	2,775,291			2,775,291
Non-operating income	160,571,422	1305.41	123,005	—	123,005			123,005
Non-operating expense	(685,461,727)	1305.41	(525,093)	—	(525,093)			(525,093)
	(956,445,059)		(732,678)	2,775,291	2,042,613			2,042,613
Operating profit before taxes	(15,737,115,568)		(12,055,305)	944,591	(11,110,714)			(11,110,714)
Income tax benefit (expense)	2,123,483,524	1305.41	1,626,679	(540,811)	1,085,868			1,085,868
Net income (loss)	(13,613,632,044)		(10,428,626)	403,780	(10,024,846)			(10,024,846)
Attributable to:								
Equity holders of the parent	(13,613,632,044)		(10,428,626)	403,780	(10,024,846)	3,441,447	(aa)	(6,583,399)
Non-controlling interests	—	—	—	—	—	(3,441,447)	(bb)	(3,441,447)
Other comprehensive income (loss):								
Foreign currency translation loss	—	Historical	(205,539)	—	(205,539)			(205,539)
Gain on foreign currency translation of foreign operations	168,940,276	1305.41	129,415	—	129,415			129,415
				—				
Total other comprehensive income (loss)	168,940,276		(76,124)	—	(76,124)			(76,124)
Total comprehensive income (loss) for year	(13,444,691,768)		(10,504,750)	403,780	(10,100,970)			(10,100,970)
Attributable to:								
Equity holders of the parent	(13,444,691,768)		(10,504,750)	403,780	(10,100,970)	3,466,568	(aa)	(6,634,403)
Non-controlling interests	—	—	—	—	—	(3,466,568)	(bb)	(3,466,568)

Basic earning (loss) per ordinary share	(8,159)	(6.25)	0.05	(0.34)
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Note 1 — Basis of pro forma presentation

The historical financial statements have been adjusted in the unaudited pro forma condensed combined financial information to reflect transaction accounting adjustments in connection with the Business Combination and related proposed financing transactions. Given that the Business Combination is accounted for as a reverse recapitalization, the direct and incremental transaction costs related to the Business Combination and related proposed financing transactions are deferred and offset against the additional paid-in-capital.

The pro forma basic and diluted loss per share amounts presented in the unaudited pro forma condensed combined statements of operations are using the historical weighted average shares outstanding and the issuance of additional shares in connection with the Business Combination, assuming the transaction occurred on January 1, 2023.

The unaudited pro forma condensed combined financial information is derived from, and should be read in conjunction with, the historical financial statements and accompanying notes of OSR Holdings and BLAC for the applicable periods included elsewhere in this proxy statement/prospectus.

Note 2 – Foreign currency translation

OSR Holdings uses Korean Won (“KRW”) as its functional currency. The Company’s consolidated financial statements have been translated into US Dollar (“USD”), the reporting currency. Assets and liabilities accounts are translated using the exchange rate at each reporting period end date. Equity accounts are translated at historical rates. Income and expense accounts are translated at the average rate of exchange during the reporting period. The resulting translation adjustments are reported under other comprehensive income. Gains and losses resulting from the translations of foreign currency transactions and balances are reflected in the results of operations.

The KRW is not freely convertible into foreign currency and all foreign exchange transactions must take place through authorized institutions. No representation is made that the KRW amounts could have been, or could be, converted into USD at the rates used in translation.

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The following table presents the currency exchange rates that were used in creating the consolidated financial statements in this report:

**September 30,
2024**

Period-end spot rate					US\$ 1=KRW 1,319.60
Average rate for the nine months ended September 30, 2024					US\$ 1=KRW 1,352.85
	December 31, 2023	December 31, 2022	December 31, 2021	December 31, 2020	
Year-end spot rate	US\$1=KRW 1,289.40	US\$1= KRW 1,267.30	US\$1= KRW 1,185.50	US\$1= KRW 1,088.00	
Average rate	US\$1=KRW 1,305.41	US\$1= KRW 1,291.95	US\$1= KRW 1,144.42	US\$1= KRW 1,180.05	
					December 31, 2019
Year-end spot rate					US\$1=KRW 1,157.80
Average rate for the period from July 12, 2019 through December 31, 2019					US\$1=KRW 1,185.67

Note 3 — Accounting Policies

Management currently performing a comprehensive review of the two entities' accounting policies. As a result of the review, management may identify differences between the accounting policies of the companies which, when conformed, could have a material impact on the combined financial statements. Based on its initial analysis, management has not identified any material differences in accounting policies under U.S. GAAP that would have an impact on the unaudited pro forma condensed combined financial information.

Note 4 — Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet

The transaction accounting adjustments included in the unaudited pro forma condensed combined balance sheet as of September 30, 2024 are as follows:

- 1) Reclassification of \$20.9 million of Investments held in Trust Account that becomes available for transaction consideration, transaction expenses, redemption of public shares and the operating activities following the Business Combination to cash and cash equivalents.
- 2) Reclassification of OSR Shares to BLAC Common Stock.
- 3) Reflects the elimination of \$5.8 million of BLAC's historical accumulated deficit and the reclassification to additional paid in capital.
- 4) Represents the reclassification of \$20.7 million of 1.9 million BLAC Common Stock subject to possible redemption to permanent equity.
- 5) Reflects the payment of \$27,372 transaction expense incurred and capitalized by BLAC. This relates to legal fee accrued on the historical balance sheet of BLAC as of September 30, 2024 to be paid upon consummation of the Business Combination. Given that BLAC capitalized the \$27,372 under other assets, it will be reclassified to additional paid-in-capital upon Closing.
- 6) Reflects the transaction expense of approximately \$2.1 million incurred by BLAC at Closing of the Business Combination. \$2.1 million will be deferred and charged against additional paid-in-capital because they are legal, third-party advisory, investment banking, and other miscellaneous fees, which are direct and incremental to the Business Combination and related proposed financing transactions.

- 7) Reflects \$530,415 payment of excise tax payable to be paid upon consummation of the Business Combination.
- 8) Reflects the payment of \$286,367 of tax payable in connection with the interest income earned on BLAC's Trust Account.
- 9) Reflects the payment of \$87,000 to the Sponsor for Due to affiliate due upon the Closing.

10) Reflects the payment of \$88,000 to the Note payable - related party due upon the Closing.

11): Reflects the short-term convertible promissory note with the principal amount of \$800,000 issued on October 16, 2024.

12) Reflects \$19.2 million withdrawal of funds from the trust account to fund the redemption on November 21, 2024 of 1,721,469 shares of BLAC Common Stock at approximately \$11.15 per share.

13) Reflects \$650,486 withdrawal of funds from the trust account to fund the redemption on February 13, 2025 of 57,821 shares of BLAC Common Stock at approximately \$11.25 per share.

Pro forma adjustments for noncontrolling interest:

14) Reflects 33% of the OSR Holdings Common Stockholders that do not elect to exchange the shares they hold to BLAC Common Stock in the Business Combination representing the noncontrolling interest. Net assets attributable to the noncontrolling interest are \$53.1 million, 33% of net assets of OSR Holdings.

a) Reflects 33% of the OSR Holdings Common Stockholders that do not elect to exchange the shares they hold to BLAC Common Stock in the Business Combination representing the noncontrolling interest. Net loss attributable to the noncontrolling interest are \$3.0 million, 33% of net loss of OSR Holdings.

b) Immediately following the Closing, up to 33% of the OSR Holdings Common Stockholders that do not elect to exchange the shares they hold to BLAC Common Stock in the Business Combination representing the noncontrolling interest. Comprehensive loss attributable to the noncontrolling interest are \$4.3 million, 33% of comprehensive loss of OSR Holdings.

aa) Reflects 33% of the OSR Holdings Common Stockholders that do not elect to exchange the shares they hold to BLAC Common Stock in the Business Combination representing the noncontrolling interest. Net loss attributable to the noncontrolling interest will be \$3.4 million, 33% of net loss of OSR Holdings.

bb) Immediately following the Closing, up to 33% of the OSR Holdings Common Stockholders that do not elect to exchange the shares they hold to BLAC Common Stock in the Business Combination representing the noncontrolling interest. Comprehensive loss attributable to the noncontrolling interest is \$3.5 million, 33% of comprehensive loss of OSR Holdings.

Note 5 — Loss per Share Information

The pro forma loss per share calculations have been performed for the nine months ended September 30, 2024 and for the year ended December 31, 2023 using the historical weighted average shares outstanding and the issuance of additional shares in connection with the Business Combination, assuming the transaction occurred on January 1, 2023. As the Business Combination is being reflected as if it had occurred at the beginning of the periods presented, the calculation of weighted average shares outstanding for both basic and diluted loss per share assumes that the shares issuable relating to the Business Combination have been outstanding for the entire periods presented. If the maximum number of shares are redeemed, this calculation is retroactively adjusted to eliminate such shares for the entire periods.

The weighted average number of shares underlying the pro forma basic loss per share calculation reflects 19.3 million shares of BLAC Common Stock outstanding for the nine months September 30, 2024. The weighted average number of shares underlying the pro forma basic loss per share calculation reflects 19.3 million shares of BLAC Common Stock outstanding for the year ended December 31, 2023. Pro forma diluted loss per share is the same as basic loss per share as potential outstanding securities are concluded to be anti-dilutive. Up to 22% of the Aggregate Consideration or 5,338,712 shares of BLAC Common Stock that will be issuable by BLAC to the Non-Participating Company Stockholders upon exercise of the put/call rights set forth in the Non-Participating Stockholder Joinders are excluded from the shares of BLAC Common Stock outstanding as the put/call rights are not exercisable until the earlier of January 1, 2026 and the date that the Non-Participating Company Stockholders are notified by BLAC of a transaction that will result in a change in control subsequent to Close of Business Combination (the "Trigger Date"). The Put Right and Call Right terminate and expire 120 days after the Trigger Date. The exchange ratio is fixed under the put/call rights at the same exchange ratio set forth in the Business Combination Agreement, and there is no option for cash settlement.

	For the nine months ended September 30, 2024	For the year ended, December 31, 2023
Numerator:		
Pro forma net income (loss) attributable to shareholders – basic and diluted	(6,411,575)	(6,583,399)
Denominator:		
Pro forma weighted average shares of common stock outstanding – basic and diluted	19,276,978	19,276,978
Pro forma basic and diluted earnings (loss) per share	(0.33)	(0.34)
Pro forma basic weighted average shares		
Existing OSR Holdings Holders	16,282,047	16,282,047
BLAC Public Stockholders	796,931	796,931
Sponsors and related parties	2,198,000	2,198,000
Total pro forma basic weighted average shares	19,375,743	19,375,743

The instruments below were excluded from the computations of the pro forma diluted loss per share and weighted average shares common stock outstanding – diluted above as their effect would be anti-dilutive:

- Outstanding an aggregate of 7,330,000 BLAC Warrants, comprised of 430,000 private placement warrants held by the Sponsor, BLAC's Chief Financial Officer and two of BLAC's former directors, and 6,900,000 public warrants. Each BLAC Warrant will be exercisable for one share of New OSR Holdings Common Stock at an initial exercise price of \$11.50 per share (subject to adjustment in accordance with the Warrant Agreement) but do not become exercisable until 30 days after the Closing.
- Up to 6,300,000 shares of New OSR Holdings Common Stock issuable under the Omnibus Plan.

COMPARATIVE PER SHARE DATA

	OSR holdings Co., Ltd.	Bellevue Life Sciences Acquisition Corp.	Pro Forma
Nine months ended September 30, 2024 Earnings (loss) per share, basic and diluted	\$ (4.76)	\$ (0.08)	\$ (0.33)
Book value per share at September 30, 2024	\$ 84.94	\$ (2.67)	\$ 7.98
Year Ended December 31, 2023 Earnings (loss) per share, basic and diluted	\$ (6.25)	\$ 0.05	\$ (0.34)

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS OF OSR HOLDINGS, INC.

I. STATUS

The Corporate Governance and Nomination Committee (the “Nominating Committee”) is a committee of the Board of Directors (the “Board”) of OSR Holdings, Inc. (the “Company”).

II. PURPOSE

The purpose of the Nominating Committee is to, among other things, discharge the responsibilities of the Board relating to the appropriate size, functioning, and needs of the Board including, but not limited to, recruitment and retention of high-quality directors and committee composition and structure.

III. COMPOSITION OF THE COMMITTEE

The Nominating Committee shall consist of two or more directors as determined from time to time by the Board. Each member shall be “independent” in accordance with the listing standards of the Nasdaq Stock Market, as amended from time to time.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by majority vote, may designate a chairperson. Each Committee member shall have one vote. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

IV. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Nominating Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Nominating Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. A majority of the members of the Nominating Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Nominating Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

V. DUTIES AND RESPONSIBILITIES

The Nominating Committee will be responsible for, among other things:

- determining the qualifications, qualities, skills and other expertise required to be a director of the Company, and developing and recommending to the Board for approval criteria to be considered in selecting nominees for director;
- identifying, reviewing and making recommendations of candidates to serve on the Board, including incumbent directors for reelection;
- evaluating the performance of the Board, committees of the Board and individual directors and determining whether continued service on the Board is appropriate;
- periodically reviewing and making recommendations to the Board regarding the Company’s process for stockholder communications with the Board, and making such recommendations to the Board with respect thereto;
- evaluating nominations by stockholders of candidates for election to the Board;
- evaluating the structure and organization of the Board and its committees and making recommendations to the Board for approvals;

- periodically reviewing the Company's corporate governance guidelines and code of business conduct and ethics and recommending to the Board any changes to such policies and principles; and
 - reviewing periodically the Nominating Committee's charter and recommending any proposed changes to the Board, including undertaking an annual review of its own performance.
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VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Nominating Committee may conduct or authorize investigations into or studies of matters within the Nominating Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

The Nominating Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside legal counsel and such other advisers as it deems necessary to fulfill its duties and responsibilities under this charter. The Nominating Committee shall set the compensation and oversee the work of any outside legal counsel and other advisers.

The Nominating Committee shall receive appropriate funding from the Company, as determined by the Nominating Committee in its capacity as a committee of the Board, for the payment of compensation to any outside legal counsel and any other advisers to the Nominating Committee.

Nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Nominating Committee, except to the extent otherwise provided under applicable federal or state law.

VII. DELEGATION OF AUTHORITY

The Nominating Committee may form subcommittees for any purpose that the Nominating Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Nominating Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Nominating Committee as a whole.

VIII. EVALUATION OF THE NOMINATING COMMITTEE

The Nominating Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Nominating Committee shall evaluate whether this charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Nominating Committee shall address all matters that the Nominating Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Nominating Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Nominating Committee were adequate for the Nominating Committee to complete its work in a thorough and thoughtful manner.

The Nominating Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this charter and any recommended changes to the Company's or the Board's policies or procedures.

IX. AMENDMENTS

Any amendment or other modification of this charter shall be made and approved by the full Board.

X. DISCLOSURE OF CHARTER

If required by the rules of the SEC or Nasdaq, this charter, as amended from time to time, shall be made available to the public on the Company's website.

Cover**Feb. 14, 2025**

Document Type	8-K
Amendment Flag	false
Document Period End Date	Feb. 14, 2025
Current Fiscal Year End Date	--12-31
Entity File Number	001-41390
Entity Registrant Name	OSR Holdings, Inc.
Entity Central Index Key	0001840425
Entity Tax Identification Number	84-5052822
Entity Incorporation, State or Country Code	DE
Entity Address, Address Line One	10900 NE 4th Street
Entity Address, Address Line Two	Suite 2300
Entity Address, City or Town	Bellevue
Entity Address, State or Province	WA
Entity Address, Postal Zip Code	98004
City Area Code	425
Local Phone Number	635-7700
Written Communications	false
Soliciting Material	false
Pre-commencement Tender Offer	false
Pre-commencement Issuer Tender Offer	false
Entity Emerging Growth Company	true
Elected Not To Use the Extended Transition Period	false
Common stock, par value \$0.0001 per share	
Title of 12(b) Security	Common stock, par value \$0.0001 per share
Trading Symbol	OSRH
Security Exchange Name	NASDAQ
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	
Title of 12(b) Security	Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share
Trading Symbol	OSRHW
Security Exchange Name	NASDAQ

[illegible]