

Governance

[Governance & Shareholder Value]

JW Holdings practices sound growth through a rational and balanced governance structure. The company is committed to enhancing corporate value so that its growth leads to increased value for shareholders and all stakeholders.

Shareholders and Capital Structure

Shareholder Status

According to JW Holdings' Articles of Incorporation, the total number of authorized stock is 140,000,000, with a par value of KRW 500 per stock. The limit for issuing preferred stock is set at 5,000,000 stock. As of the end of December 2025, the total number of shares issued was 73,924,942, all of which were common shares, each carrying equal voting rights in proportion to the number of shares held.

Shareholder Composition

Shareholder Name	Type of Shares	Number of Shares Owned	Ownership ratio (%)
Lee Kyung-Ha and others	Common stock	31,695,145	42.87
JW Lee Jong-Ho Foundation	Common stock	5,417,708	7.33
Others	Common stock	33,565,850	45.41
Treasury Stock	Common stock	3,246,239	4.39
Total		73,924,942	100

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Consecutive Years of Dividends

As of December 31, 2025, shareholding percentages are calculated based on the total number of issued shares.

Enhancing Shareholder Value

The Company has adopted the electronic voting system pursuant to Article 368-4 of the Korean Commercial Act and the electronic proxy solicitation system pursuant to Article 160, Item 5 of the Enforcement Decree of the Financial Investment Services and Capital Markets Act. The management of these two systems has been entrusted to Samsung Securities.

Reference materials are disclosed through the Financial Supervisory Service's electronic disclosure system to encourage all shareholders to exercise their voting rights by proxy. In addition, the notice of convocation for the general meeting of shareholders is announced four weeks in advance to allow shareholders sufficient time to review the agenda.

Shareholder Return Policy

The Company conducts dividend payments based on resolutions of the Board of Directors and approval at the General Meeting of Shareholders in accordance with the Articles of Incorporation. To enhance shareholder value, the company has paid cash dividends for 17 consecutive years.

Communication with Shareholders

JW Holdings engages in various IR activities to enhance corporate transparency and build trust. An IR organization has been established to facilitate communication with shareholders, and in response to the growing demand for information from shareholders, relevant content is provided under the "Investment" section of the official website.

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Board of Directors

Composition of the Board of Directors

Excluding matters under the authority of the General Meeting of Shareholders, the Board of Directors, the highest decision-making body of JW Holdings, is responsible for making resolutions on significant management issues and overseeing the execution of directors' duties. The Board of Directors of JW Holdings consists of a total of seven members: three outside directors and four inside directors. The Chairman of the Board is CEO Kyungha Lee.

Inside Directors

As of December 31, 2025

	Kyungha Lee	Seongnam Cha	Jiwou Choi	Sookhee Na
Full-time / Part-time	Full-time	Full-time	Full-time	Full-time
Responsibility	CEO	CEO	CFO	Department manager of Corporate Planning Division
Relationship with the Largest Shareholder, etc.	Self	-	-	-
Major Career History	Chairman & CEO, JW Holdings / Department of Pharmacy, Sungkyunkwan University Chairman & CEO, JW Pharmaceutical	Department of Pharmacy, Seoul National University CEO, JW Life Science CEO, JW Bioscience (Present) CEO, JW Holdings	Completed Advanced Management Program (AMP) at Seoul National University Bachelor's Degree in Business Administration, Kwangwoon University (Present) CEO, JW Bioscience; CFO, JW Holdings	Department of Pharmacy, Ewha Womans University M.S. in Physical Pharmacy, Ewha Womans University (Present) CEO, JW Living Healthcare; Head of Management Planning Division, JW Holdings
Reappointment Status (Number of Terms)	Reappointed (6 terms)	-	Reappointed (1 term) -	-

Outside Directors

	Sooyoung Phee	Seonjae Lee	Chanyeob Yeom
Full-time / Part-time	Part-time	Part-time	Part-time
Responsibility	Outside Directors	Outside Directors	Outside Directors
Relationship with the Largest Shareholder, etc.	-	-	-
Major Career History	Pre-med, Seoul National University Ph.D. in Medicine, Seoul National University Management Advisor, Hanaro Medical Foundation Honorary President, Korean Society of Neonatology	Bachelor's Degree in Political Science and Diplomacy, Sungkyunkwan University President, BBS Buddhist Broadcasting System Department manager of Strategic Planning, KBS Headquarter manager of News Division, KBS	Department of Business Administration, Korea University Certified Public Accountant, Cham Accounting Corporation Outside Director, Pine Bridge Investments Reappointed (1 terms)
Reappointment Status (Number of Terms)	-	-	Reappointed (1 terms)

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Board of Directors

Appointment and Remuneration of Directors

Directors of JW Holdings must possess the capabilities to contribute to the Company’s growth and must be appointed in a transparent and fair manner. Candidates who have had no transactions with the Company in the past three years and are recognized for their qualifications through recommendation by the Board of Directors are appointed as directors upon approval at the Annual General Meeting of Shareholders. Director remuneration is paid within the remuneration limit approved at the General Meeting of Shareholders, in accordance with the Korean Commercial Act and the Articles of Incorporation of JW Holdings.

Board Committees

JW Holdings has established a committee system within the Board of Directors and operates an Audit Committee to ensure efficient board operations. Although the Company was not legally required to establish an Audit Committee under the Commercial Act due to its total assets being less than KRW 2 trillion as of the end of 2020, it took the initiative to establish the Audit Committee in March 2020 in a proactive effort to enhance transparency in corporate management and accounting and to strengthen oversight of the management.

Audit Committee

JW Holdings has established and operates an Audit Committee to ensure the independence and transparency of the audit system. To maintain objectivity in the performance of audit duties, the Audit Committee is composed entirely of outside directors, operating independently from the Board of Directors, management, and other executive bodies. The Audit Committee audits accounting and business operations from an independent standpoint apart from management and controlling shareholders, deliberates and resolves matters delegated by the Board of Directors, and supervises the execution of duties by directors and management.

Status of Board Meetings in 2024

Session	Date of Meeting	Agenda Item	Approval Status	Attendance of Inside Directors (Total Number)	Attendance of Outside Directors (Total Number)
1	February 11, 2025	Convocation of the 18th Annual General Meeting of Shareholders and approval of agenda items	Approved	4(4)	2(3)
2	March 24, 2025	Acquisition of treasury shares	Approved	4(4)	3(3)
3	March 26, 2025	Appointment of the Chief Executive Officer	Approved	4(4)	2(3)
4	May 7, 2025	Second Regular Board Meeting of 2025	Approved	4(4)	3(3)
5	June 12, 2025	Establishment of foreign currency deposit collateral for the JW Living Healthcare loan agreement	Approved	4(4)	3(3)
6	July 24, 2025	New bank loan	Approved	4(4)	3(3)
7	July 31, 2025	Third Regular Board Meeting of 2025	Approved	3(4)	2(3)
8	September 18, 2025	Acquisition of newly issued shares	Approved	4(4)	3(3)
9	September 26, 2025	Joint guarantee for JW Bioscience's working capital loan	Approved	4(4)	3(3)
10	October 23, 2025	Execution of a capital replenishment agreement	Approved	4(4)	3(3)
11	November 3, 2025	Fourth Regular Board Meeting of 2025	Approved	4(4)	2(3)
12	December 10, 2025	Extension of bank loan maturity	Approved	4(4)	3(3)
13	December 22, 2025	Acquisition of newly issued shares	Approved	4(4)	3(3)

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Audit Committee

The Audit Committee of JW Holdings serves as an oversight body designed to supervise and support management in maximizing corporate value through a system of checks and balances. The Committee is composed entirely of outside directors. (Pursuant to Article 46, Paragraph 2 of the Articles of Incorporation, at least two-thirds of the members must be outside directors.) The Audit Committee operates in accordance with its operational regulations. In 2025, the Committee held a total of 13 meetings to deliberate and approve matters, including JW Holdings’ financial statements and other agenda items related to management risks that could have a significant impact on JW Holdings’ business operations. Through these activities, the Committee seeks to enhance management efficiency and transparency.

Audit Committee Composition and Member Independence

To ensure the independence of Audit Committee members, the Company mandates that at least two-thirds of the committee members be outside directors, in accordance with Article 46, Paragraph 2 of its Articles of Incorporation. The Company has also established and operates Audit Committee regulations.

(As of December 31, 2025)

Category	Name	Nominator	Responsibility (Area of Activity)	Transactions with the Company	Relationship with the Largest Shareholder, etc.	Term	Reappointment Status (Number of Terms)
Outside Directors	Chanyeob Yeom (Chairperson)	Board of Directors	Management Advisory and Audit	-	-	3	Reappointed in 2023 (1st Term)
Outside Directors	Sooyoung Phee	Board of Directors	Management Advisory and Audit	-	-	3	Newly Appointed in 2023
Outside Directors	Seonjae Lee	Board of Directors	Management Advisory and Audit	-	-	3	Newly Appointed in 2024

Audit Committee Operation Status

Session	Date of Meeting	Agenda Item	Approval Status	Attendance of Inside Directors (Total Number)
1	February 11, 2025	Convocation of the 18th Annual General Meeting of Shareholders and approval of agenda items	Approved	2(3)
2	March 24, 2025	Acquisition of treasury shares	Approved	3(3)
3	March 26, 2025	Appointment of the Chief Executive Officer	Approved	2(3)
4	May 7, 2025	Second Regular Board Meeting of 2025	Approved	3(3)
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11	November 3, 2025	Fourth Regular Board Meeting of 2025	Approved	2(3)
12	December 10, 2025	Extension of bank loan maturity	Approved	4(4)
13	December 22, 2025	Acquisition of newly issued shares	Approved	4(4)

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Audit Committee

Audit Committee (Outside Directors) Training Status

Category	Date	Training Provider	Attendance of Audit Committee Members	Main Training Topics
Outside Director Training	July 31, 2025	Samjong KPMG Academy	All members attended	Corporate governance and the role of outside directors
Audit (Committee) Training	July 31, 2025	Samil Governance Center	All members attended	(New) Audit Committee School: Remuneration (2024) - Accounting issues subject to the FSS's focused review of financial statements

Status of Audit Committee Support Organization

Department (Team) Name	Number of Staff	Position (Years of Service)	Key Activities
Finance Team	11	1 Team Leader, 10 Managers (average tenure: 6.3 years)	Provision of Financial Information
Accounting Team	6	1 Team Leader, 5 Managers (average tenure: 3.1 years)	Provision of Accounting Information
Internal Accounting Control Team	4	Team Leader: 1 / Managers: 3 (Average 1.7 years of service)	Provision of Internal Accounting Information

JW Internal Accounting Control System

To ensure the preparation and disclosure of reliable accounting information, JW has established a dedicated organization to operate its internal accounting control system. In addition, JW maintains and formally documents internal regulations related to the internal accounting control system. ※ Establishment of dedicated organizations: JW Pharmaceutical (2020), JW Holdings / JW Shinyak / JW Life Science (2021)



• Control Items and Implementation Status (as of 2025)

To enhance the reliability of financial statements and prevent errors and fraud that could result in misstatements, a total of 939 internal accounting management controls were performed based on 16 processes.