



DRAFT

## INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF CENTRAL PHARMACEUTICAL CPC1. JSC

*Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented by certain articles under Law No. 03/2022/QH15 adopted on 11 January 2022, and Law No. 76/2025/QH15 adopted on 17 June 2025;*

*Pursuant to Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government, and Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020, detailing the implementation of certain provisions of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020;*

*Pursuant to the Charter of Central Pharmaceutical CPC1.JSC;*

*Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders of Central Pharmaceutical CPC1.JSC dated 21 April 2026.*

*The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Central Pharmaceutical CPC1.JSC, comprising the following contents:*

### CHAPTER I GENERAL PROVISIONS

#### **Article 1. Scope of regulation**

Scope of Regulation: This internal regulation on corporate governance stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures and protocols for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the General Director; as well as other activities in accordance with the Company Charter and other current legal regulations.

#### **Article 2. Subjects of application**

Applicable subjects: This regulation applies to members of the Board of Directors, the General Director, and other related individuals.

## **CHAPTER II GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Roles, rights, and obligations of the General Meeting of Shareholders**

#### **1. Role of the General Meeting of Shareholders**

The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once a year, within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company Charter, the Board of Directors may decide to extend the annual General Meeting if necessary, but no later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting venue shall be the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The General Meeting of Shareholders has the following rights and obligations:

- a. Approve the Company's development orientation;
- b. Decide on the types of shares and the total number of each type of shares authorized for issuance; determine the annual dividend rate for each type of share;
- c. Elect, dismiss, or remove members of the Board of Directors;
- d. Decide on investment in or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent financial statements;
- e. Decide on amendments and supplements to the Company Charter;
- f. Approve the annual financial statements;;
- g. Decide on the repurchase of more than 10% of the total issued shares of each type;
- h. Review and handle violations by members of the Board of Directors causing damage to the Company and its shareholders;
- i. Decide on the reorganization or dissolution of the Company;
- j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
- k. Approve the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors;

1. Approve the list of approved auditing firms; decide on the appointment of approved auditing firms to audit the Company's operations and dismiss approved auditors when deemed necessary;

m. Other rights and obligations as stipulated by law and the Company Charter.

#### **Article 4. Procedures for convening the General Meeting of Shareholders and approving Resolutions by voting at the Meeting**

1. Authority to Convene the General Meeting of Shareholders: The Board of Directors convenes both the annual and extraordinary General Meetings of Shareholders.

##### 2. Preparation of the List of Shareholders Eligible to Attend

The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the Company's shareholder register. The list must be prepared no more than ten (10) days before sending the meeting invitation. The list must include: full name, contact address, nationality, and legal identification number for individual shareholders; name, business registration number or legal identification, and registered office address for organizational shareholders; the number of shares of each type, as well as the registration number and date of each shareholder.

3. The announcement of the record date for shareholders entitled to attend the General Meeting of Shareholders must be published on the Company's website at least twenty (20) days before the final registration date.

##### 4. Notice of the General Meeting of Shareholders

The meeting notice must be sent to all shareholders and simultaneously published on the information channels of the Stock Exchange and on the Company's website. Notices must be sent at least twenty-one (21) days before the meeting date (counted from the date the notice is validly sent). The meeting agenda and documents related to the issues to be voted on at the meeting must be sent to shareholders or posted on the Company's website. If documents are not attached to the notice, the notice must specify the website address for shareholders to access them. The notice must include: the meeting agenda and related information on matters to be discussed and voted on, voting forms, and authorization forms;

##### 5. Agenda and Content of the General Meeting of Shareholders

a. The convener must prepare the agenda and content of the meeting;

b. Shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law have the right to propose issues to be included in the agenda. Proposals must be submitted in writing to the Company at least three (03) working days before the opening of the meeting, unless otherwise provided in the Company Charter, clearly stating the shareholder's name, number of shares of each type, and the proposed issues;

c. If the convener refuses a proposal under Clause 2, Article 142 of the Enterprise Law, a written response stating the reason must be provided at least two (02) working days before the meeting;

d. The convener must accept and include valid proposals in the preliminary agenda and content, except as provided in Clause 5, Article 16 of the Company Charter;

6. Shareholders entitled to attend the General Meeting of Shareholders may authorize representatives to attend on their behalf. If multiple representatives are authorized, the number of shares and votes assigned to each representative must be specified.

7. On the meeting day, the Company must carry out shareholder registration procedures until all entitled shareholders have registered. Shareholders can confirm attendance in advance via phone, email, or direct registration with the Board of Directors at least five (05) days before the meeting.

#### 8. Conditions for Convening

a. The meeting can proceed when shareholders present or represented hold 51% or more of the total voting rights;

b. If quorum is not met within thirty (30) minutes from the scheduled start, the meeting is canceled. A reconvened meeting must be called within thirty (30) days from the initial date and requires at least 33% of voting shares to proceed;

c. If the second meeting also fails due to insufficient quorum, a third meeting may be convened within twenty (20) days from the second date and is valid regardless of the number of shareholders present or represented, with full authority to decide all agenda items of the first meeting.

9. Form of Approving Resolutions: Resolutions within the authority of the General Meeting of Shareholders are approved by voting at the meeting or by written consent.

10. Voting Method: For in-person voting, each shareholder or authorized representative receives a ballot indicating registration number, shareholder name, representative name, and number of votes. Votes in favor are collected first, votes against second, and totals are counted to determine results. The Chairperson announces the results immediately. The meeting elects vote counters or supervisors upon the Chairperson's proposal, with the number determined by the General Meeting.

11. Vote Counting Procedure: The Board of Directors organizes the vote counting and prepares the minutes under the supervision of the Supervisory Board or non-management shareholders. All involved parties are jointly responsible for the accuracy and integrity of the vote count and for any damages arising from dishonest or incorrect counting;

#### 12. Conditions for Passing Resolutions

a. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting:

- Classes of shares and the total number of shares of each class;
- Changes to business lines or sectors;
- Changes to the Company's management organizational structure;
- Investment projects or sale of assets with a value equal to or greater than 35% of the total assets recorded in the most recent financial statements of the Company;
- Reorganization or dissolution of the Company;

b. Other resolutions shall be adopted if approved by shareholders owning 51% or more of the total voting rights of all shareholders attending and voting at the meeting;

c. Resolutions by written consent require at least 51% approval;

### 13. Announcement of Voting Results

a. In-person voting: Results are announced at the meeting with details of valid/invalid votes, in favor, against, or abstained, and percentages;

b. Written consent: The minutes must be sent to shareholders within 15 days of vote completion or posted on the Company's website within 24 hours.

14. Objection to Resolutions: Shareholders may object in accordance with Article 132 of the Enterprise Law.

15. Minutes of the Meeting: The meeting must be recorded in minutes, which can also be audio-recorded or kept in other electronic forms. Minutes must be in Vietnamese and may also be in a foreign language. Minutes must be completed and approved before the meeting ends.

16. Publication of Resolutions: Resolutions must be communicated to shareholders within 15 days of adoption. If the Company has a website, posting online is acceptable.

### 17. Online General Meeting of Shareholders

The Company may hold the General Meeting online, following the procedures set out in the Company's online meeting regulations issued alongside this regulation.

## **CHAPTER III BOARD OF DIRECTORS**

### **Article 5. Roles, rights, and obligations of the Board of Directors; responsibilities of Board Members**

#### 1. Role of the Board of Directors

The Board of Directors is the Company's management body, fully authorized to act on behalf of the Company to exercise the Company's rights and fulfill its

obligations, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. Rights and Obligations of the Board of Directors

a. Decide on the Company's strategy, medium-term development plans, and annual business plans;

b. Propose the types and total number of shares authorized for issuance for each type;

c. Decide on the sale of unsold shares within the authorized limit of each type; decide on raising additional capital through other forms;

d. Decide on the selling price of the Company's shares and bonds;

e. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

f. Decide on investment plans and projects within its authority and legal limits;

g. Decide on market development, marketing, and technology strategies;

h. Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value equal to or exceeding 35% of the total assets recorded in the most recent financial statements, except for contracts or transactions under the authority of the General Meeting of Shareholders pursuant to Clause d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i. i. Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint or dismiss the General Director, Chief Financial Officer, Chief Accountant, branch managers; sign or terminate labor contracts for the General Director; decide on the salary, remuneration, bonuses, and other benefits of these executives; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies and decide on their remuneration and benefits;

j. Supervise and direct the General Director and other executives in managing the Company's daily business operations;

k. Decide on the organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches, representative offices, and contributions, purchases, or sales of shares in other enterprises;

l. Approve the agenda and documents for the General Meeting of Shareholders, convene the meeting, or collect shareholder opinions to approve resolutions;

m. Submit audited annual financial statements to the General Meeting of Shareholders;

n. Propose dividend levels; decide on the timing and procedures for dividend distribution or handling business losses;

o. Issue the Board of Directors' Operating Regulations and Internal Corporate Governance Regulations after approval by the General Meeting of

Shareholders; issue regulations for the Audit Committee under the Board and the Company's Information Disclosure Regulations;

p. Propose the issuance of convertible bonds and warrants allowing holders to purchase shares at predetermined prices; decide the offering price of bonds, shares, and convertible securities if authorized by the General Meeting of Shareholders;

q. Manage borrowing and implementation of collateral, guarantees, and indemnities of the Company;

r. Approve investments outside the annual business plan and budget exceeding 10% of the annual business plan and budget value;

s. Approve the valuation of non-cash contributed assets related to share or bond issuance, including gold, land use rights, intellectual property, technology, and trade secrets;

t. Approve the purchase or redemption of up to 10% of each type of share; decide the purchase or redemption price of the Company's shares;

u. Other rights and obligations under the Enterprise Law, Securities Law, other relevant legal regulations, and the Company Charter.

#### **Article 6. Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors**

1. Term and Number of Board Members: The Board of Directors shall consist of five (05) members. The term of the Board of Directors is five (05) years. The term of each Board member shall not exceed five (05) years; Board members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board for no more than two (02) consecutive terms. In the event that all members of the Board complete their term simultaneously, these members shall continue to serve until new members are elected and assume office.

2. Composition, Criteria, and Qualifications of Board Members: Board members must ensure that at least one-third (1/3) of the Board consists of non-executive members. There must be at least one independent member if the Company has three (03) to five (05) Board members. The criteria and conditions for Board membership are as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises. A Board member may simultaneously serve as a member of the Board of Directors or Board of Members in no more than five (05) other companies.

#### **3. Nomination and Candidacy for Board Membership**

a. Shareholders holding voting shares may aggregate their voting rights to nominate candidates for the Board of Directors (except for nominations at the first General Meeting of Shareholders after equitization). Shareholders or groups of shareholders holding from 5% to less than 10% of total voting shares may nominate one (01) candidate; from 10% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 60%, up to five (05) candidates;

from 60% to less than 70%, up to six (06) candidates; from 70% to 80%, up to seven (07) candidates; and from 80% to less than 90%, up to eight (08) candidates;

b. If the number of Board candidates through nomination and self-nomination is still insufficient, the incumbent Board may nominate additional candidates or organize nominations according to a mechanism specified in the Company's Internal Corporate Governance Regulations. The nomination mechanism or method by which the incumbent Board nominates candidates must be publicly disclosed and approved by the General Meeting of Shareholders before nominations are conducted.

#### 4. Election of Board Members

a. Board members shall be elected using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total shares owned multiplied by the number of Board members to be elected and may allocate all or part of their votes to one or more candidates;

b. Based on the prescribed number of Board members, the General Meeting of Shareholders shall select candidates with the highest number of votes from highest to lowest until the required number of members is filled;

c. In case two (02) or more candidates receive the same number of votes, the candidate holding the greater number of shares will be selected. If the number of shares held is equal, the candidate representing more shares shall be selected. If still tied, a re-election shall be held among the tied candidates;

d. Election results are recognized after the election minutes are approved by the Chairperson and ratified by the General Meeting of Shareholders' resolution;

5. Dismissal, Removal, and Addition of Board Members: These cases are governed by Article 160 of the Law on Enterprises.

6. Notification of Election, Dismissal, and Removal of Board Members: Information shall be disclosed through mass media channels and on the Company's website following the procedures and regulations of the Law on Securities.

7. Introduction of Board Candidates: Information regarding Board candidates (if identified) shall be published on the Company's website at least ten (10) days before the convening of the General Meeting of Shareholders so that shareholders can review candidates before voting.

Candidate information includes:

- Full name, date of birth;
- Professional qualifications;
- Work experience;
- Other management positions (including Board positions at other companies);
- Interests related to the Company and related parties;
- Other relevant information (if any);

- Public companies must disclose information about companies in which the candidate holds Board or management positions and any interests related to the Company(if any).

Candidates must provide written commitments regarding the truthfulness and accuracy of the personal information disclosed and pledge to perform their duties honestly if elected as a Board member.

#### 8. Election, Dismissal, and Removal of the Chairperson of the Board

a. The Board must select a Chairperson from among its members. The Chairperson shall not concurrently hold the position of General Director;

b. Dismissal or removal of the Chairperson shall follow the provisions applicable to Board members under Article 160 of the Law on Enterprises.

#### **Article 7. Remuneration and Other Benefits of Board Members**

1. The Company has the right to pay remuneration and bonuses to Board members based on the Company's business results and performance.

2. Board members are entitled to receive remuneration and bonuses. Remuneration is calculated based on the number of workdays required to perform the Board member's duties and the daily rate. The Board shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses of the Board shall be approved by the General Meeting of Shareholders at the annual meeting.

3. Remuneration for each Board member shall be accounted as a business expense in accordance with corporate income tax law, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions, or those serving on Board committees or performing tasks beyond the usual duties of a Board member, may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as decided by the Board.

5. Board members are entitled to reimbursement of all reasonable travel, accommodation, meal, and other expenses incurred while performing their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board, or Board Subcommittees.

#### **Article 8. Procedures and organization of Board meetings**

1. The Board shall meet at least once a quarter and may hold extraordinary meetings as needed.

2. Extraordinary Meetings: The Chairperson of the Board shall convene extraordinary meetings when deemed necessary in the interest of the Company. Additionally, the Chairperson must convene a meeting without undue delay when requested in writing with stated purposes and issues by any of the following:

- The General Director or at least five (05) department heads;
- At least two (02) Board members;

- Independent Board members.

3. Meeting Notice: Notices must be sent to all Board members at least three (03) days before the meeting. Members may decline in writing, which may have retroactive effect. The notice shall be in Vietnamese and include the agenda, time, location, supporting materials for discussion and voting, and ballots for members unable to attend.

Notices may be sent by mail, fax, email, or other means but must reach each member.

4. Meeting Quorum: The first meeting is valid if at least three-quarters (3/4) of the Board members are present in person or via authorized representative.

If the quorum is not met, the meeting must be reconvened within seven (07) days. The reconvened meeting is valid if more than half (1/2) of the Board members attend.

#### 5. Voting

a. Each Board member or authorized representative present in person has one (01) vote;

b. A Board member may not vote on contracts, transactions, or proposals in which the member or related persons have conflicting interests. Such members are excluded from quorum calculations for those matters;

c. Issues arising regarding a member's interests or voting rights, which are not resolved by voluntary abstention, shall be decided by the Chairperson. The Chairperson's ruling is final unless full disclosure of the member's interest is pending.

#### 6. Approval of Resolutions

a. Majority Voting: Resolutions and decisions require approval by a majority of members present (over 50%). In case of a tie, the Chairperson's vote is decisive.

b. Written Resolution: Written resolutions are valid with approval of the majority of members entitled to vote and have the same effect as decisions made in duly convened meetings.

7. Authorized Attendance: Board members may authorize others to attend and vote if approved by the majority of the Board.

8. Minutes of Meetings: Meetings must be minuted and may be recorded or stored electronically. Minutes shall be in Vietnamese and may be supplemented in a foreign language, including:

- Company name, registered office, business registration number;
- Meeting time and location;
- Purpose, agenda, and content;
- Names of attending members or authorized representatives and method of attendance; names of absentees and reasons;
- Issues discussed and voted;
- Summary of members' opinions in order;
- Voting results, specifying members in favor, against, or abstaining;
- Issues approved and corresponding approval rates;

- Names and signatures of the Chairperson and secretary (except as provided in Clause 9).

9. If the Chairperson and/or secretary refuse to sign, the minutes remain valid if all other attending members sign and the minutes comply with Clause 1, Article 158 of the Law on Enterprises.

#### 10. Notification of Resolutions and Decisions of the Board of Directors

- Based on the minutes, the Chairperson signs and issues Board resolutions on behalf of the Board.

- Resolutions and minutes must be sent to each Board member and the General Director for monitoring, supervision, and implementation across the Company.

### **Article 9. Subcommittees of the Board of Directors**

1. Based on the organizational structure stipulated in the Charter approved by the General Meeting of Shareholders, the Board of Directors shall decide to establish an Audit Committee under the Board. The operation of the Audit Committee shall be regulated in the Company Charter or the operating regulations issued by the Board of Directors.

2. The Audit Committee is a specialized body under the Board of Directors. It must consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent Board member. Other members of the Audit Committee must be non-executive Board members.

3. Members of the Audit Committee must have knowledge in accounting and auditing, a general understanding of law and the Company's operations, and must not fall into the following categories:

- a. Employed in the Company's accounting or finance department;
- b. Be a member or employee of an audit organization that was approved to audit the Company's financial statements in the past three (03) consecutive years.

4. The Chairperson of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

5. Based on relevant legal regulations, the Board of Directors may decide to establish other committees to support the Board's activities and must notify the shareholders.

6. The number and composition of committee members shall be decided by the Board, but each committee should include at least three (03) members, comprising both Board members and external members. Independent Board members/non-executive Board members should hold the majority in the committee, and one of these members shall be appointed as Committee Chairperson by the Board.

7. The standards for Committee Chairpersons and members, as well as the responsibilities of the committees and individual members, shall be determined by the Board of Directors.

8. Committee operations must comply with the Board's regulations. Committee resolutions are valid only if a majority of members attend and approve the decision during a committee meeting.

9. Implementation of decisions of the Board, the committees under the Board, or members of the committees must comply with applicable laws and the Company Charter.

### **Article 10. Selection, appointment, and dismissal of the Corporate Governance Officer**

1. Qualifications: The Corporate Governance Officer must have knowledge of the law and must not simultaneously work for an independent audit firm currently auditing the Company's financial statements.

2. Appointment of the Corporate Governance Officer: The Board of Directors of the Company must appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the Company.

3. Cases for dismissal of the Corporate Governance Officer

- Being prohibited by law from holding this position;
- Losing civil capacity;
- No longer meeting the conditions and standards as stipulated by law, the Company Charter, or internal corporate governance regulations;
- A majority of the Board members approve the dismissal and appointment of a replacement.

4. Notification of Appointment or Dismissal: Appointment and dismissal shall be conducted via a Board resolution and publicly notified in accordance with legal regulations.

5. Rights and Responsibilities of the Corporate Governance Officer

a. Advise the Board of Directors in organizing General Meetings of Shareholders as required by law and in matters concerning relations between the Company and its shareholders;

b. Prepare Board of Directors meetings and General Meetings of Shareholders as requested by the Board;

c. Advise on meeting procedures;

d. Attend meetings;

e. Advise on the preparation of Board resolutions in compliance with legal regulations;

f. Provide financial information, copies of Board meeting minutes, and other relevant information to Board members;

g. Monitor and report to the Board regarding the Company's information disclosure activities;

h. Act as the primary liaison with stakeholders;

- i. Maintain confidentiality of information in accordance with legal regulations and the Company Charter;
- j. Other rights and responsibilities as prescribed by law.

## **CHAPTER IV GENERAL DIRECTOR**

### **Article 11. Role, responsibilities, rights, and duties of the General Director**

#### 1. Role and responsibilities of the General Director

- The General Director is responsible for managing the day-to-day business operations of the Company and is under the supervision of the Board of Directors;

- Accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to these bodies upon request.

#### 2. Rights and Duties of the General Director

- a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business and investment plans of the Company approved by them;

- b. Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors, including: signing civil, economic, and commercial contracts on behalf of the Company within the scope of authorization, organizing and managing daily production and business activities in compliance with the law, except for matters under the authority of the Chairperson of the Board;

- c. Directly appoint or dismiss management personnel, except for positions that are appointed or dismissed by the Board of Directors;

- d. Consult the Board of Directors when deciding the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms of employment contracts;

- e. Decide salaries and other benefits for employees of the Company, including management personnel under the General Director's authority;

- f. Recruit employees;

- g. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

- h. Propose the Company's organizational structure and internal management regulations;

- i. Suggest measures to enhance the Company's operations and management;

- j. Prepare long-term, annual, and monthly budgets (hereinafter referred to as "budgets") to support long-term, annual, and monthly management activities according to the business plan. The annual budget (including balance sheets, operating reports, and projected cash flow statements) for each financial year must be submitted to the Board of Directors for approval and must include the information required by the Company's regulations;

k. Carry out all other activities as stipulated in this Charter, the Company's internal regulations, resolutions of the Board of Directors, the General Director's labor contract, and the law;

l. Has the right to refuse to implement Board resolutions if they are contrary to the law, the Company Charter, or resolutions of the General Meeting of Shareholders, and must immediately report and provide written justification to the Board;

m. Propose other matters under the authority of the General Meeting of Shareholders or the Board of Directors to the Board of Directors for decision or discussion and submission to the General Meeting of Shareholders in accordance with legal regulations and the Company Charter.

## **Article 12. Appointment, dismissal, contract signing, and termination of contract of the General Director**

### **1. Term, qualifications, and conditions of the General Director**

The term of the General Director is five (05) years and may be reappointed. The appointment may cease in accordance with the provisions of the labor contract and/or the resolution of the Board of Directors.

The General Director must meet the following qualifications and conditions:

a. Not be subject to the restrictions specified in Clause 2, Article 17 of the Law on Enterprises;

b. Must not have a familial relationship with any company manager, the company's capital representative, or the parent company;

c. Possess professional qualifications and experience in company management and business administration.

### **2. Candidacy, nomination, dismissal, and removal of the General Director**

a. The Board of Directors directly carries out the appointment, dismissal, or acceptance of resignation of the General Director;

b. After compiling a list of candidates for the position of General Director, the Board of Directors conducts a confidence vote within the Board. If a candidate receives at least 2/3 of the votes in favor from the Board members, the Board will issue a resolution appointing that candidate to the position.

### **3. Appointment and signing of labor contract with the General Director**

a. Appointment and Contract Signing: The Board of Directors appoints the General Director and signs a labor contract specifying salary, remuneration, benefits, and other relevant terms of employment. Information on the General Director's salary, allowances, and benefits must be reported at the annual General Meeting of Shareholders and included in the Company's annual report;

b. The labor contract with the General Director must be executed in accordance with the Labor Code and the Law on Enterprises.

### **4. Dismissal and termination of labor contract with the General Director**

The Board of Directors shall consider and decide on dismissal or termination of the General Director's labor contract in the following cases:

- Submission of a resignation letter to the Board of Directors;

- Failure to complete assigned duties, or violation of company regulations and legal provisions.

5. Notification of appointment, dismissal, contract signing, and termination

After a decision on appointment or dismissal of the General Director is made, the Company is responsible for publishing the information internally and to relevant authorities, as well as on mass media and the Company website, in accordance with the Law on Securities and applicable procedures.

6. Salary and other benefits of the General Director

a. The Board of Directors decides on the salary and bonuses of the General Director based on business performance and results;

b. The salary of the General Director is treated as a business expense of the Company according to corporate income tax laws, must be presented as a separate item in the annual financial statements, and reported at the annual General Meeting of Shareholders.

## **CHAPTER V OTHER ACTIVITIES**

### **Article 13. Coordination of activities between the Board of Directors and the General Director**

1. Procedures for convening meetings, sending invitations, recording minutes, and notifying meeting results between the Board of Directors and the General Director.

The Board of Directors may invite members of the Board of Management to participate in Board meetings. These invited members have the right to discuss but do not have voting rights.

The procedures for convening meetings, sending invitations, recording minutes, and notifying meeting results between the Board of Directors and the General Director are carried out in the same manner as for Board members.

2. Notification of Board resolutions and decisions to the General Director

All resolutions and minutes of the Board meetings must be copied and sent to each member of the Board of Directors and the General Director for monitoring, supervision, and implementation throughout the company;

3. Cases where the General Director proposes convening a Board meeting and issues requiring the Board's opinion

The Chairperson of the Board must convene a Board meeting without delay unless there is a legitimate reason, when the General Director submits a written request stating the purpose of the meeting and the issues to be discussed.

4. Reports of the General Director to the Board regarding the performance of assigned duties and powers

The General Director prepares the issues to be discussed and decided at Board meetings or General Meetings of Shareholders within their management authority or as assigned by the Chairperson of the Board.

The General Director submits periodic and ad hoc reports as requested by the Board of Directors.

5. The Board may reward or discipline the General Director for completing or failing to complete the implementation of Board resolutions and other delegated matters from the Board of Directors.

6. Matters the General Director must report, provide information on, and the method of notifying the Board and the Audit Committee

If the General Director detects risks or incidents that may affect the company's reputation or business operations, or any other matter deemed necessary, they must report immediately to the Chairperson of the Board or the relevant Board member responsible for that area to ensure timely resolution.

When necessary, the Board of Directors has the right to request the General Director or other management staff to provide information on the company's operations. The Board of Directors shall not use information that has not been authorized for disclosure or disclose it to others for related transactions.

#### **Article 14. Annual evaluation for reward and discipline activities for members of the Board of Directors, the General Director, and other executives**

##### 1. Reward Procedures

a. Annual evaluation: Based on assigned functions and duties, the Board of Directors shall annually assess the performance of Board members, the General Director, and other executives.

##### b. Reward types:

- Cash rewards
- Shares under the company's employee stock option program.

c. Reward funds shall be drawn from the company's reward fund and other lawful sources.

d. Reward Level: Determined based on the actual situation of each year.

##### 2. Handling violations and discipline

a. Annually, the company shall, based on business performance evaluations, determine the level of violations and disciplinary measures according to applicable laws and company regulations. Board members, the Board of Management, and other executives who fail to perform their duties with due diligence, dedication, and professional competence shall be liable for any losses caused;

b. Board members, the Board of Management, and other executives who violate laws or company regulations while performing their duties shall, depending on the severity, be subject to disciplinary action, administrative penalties, or criminal liability under the law. In cases causing damage to the company, shareholders, or others, they shall compensate according to legal provisions.

## **CHAPTER VI**

### **IMPLEMENTATION PROVISIONS**

#### **Article 15. Amendment and supplement of the Regulations**

1. Any amendments or supplements to these Regulations shall be considered and decided by the General Meeting of Shareholders. All amendments and supplements must comply with current legal provisions.

2. In cases where relevant legal provisions regarding the company's operations are not addressed in this Regulation, or in cases of new legal provisions that differ from this Regulation, such legal provisions shall automatically apply and prevail.

#### **Article 16. Effectiveness**

1. These Regulations, consisting of 6 chapters and 16 articles, were unanimously approved by the General Meeting of Shareholders of Central Pharmaceutical CPC1.JSC on 21 April 2026, at the company's headquarters and are officially enforced in full.

2. The Regulations are made in two (02) copies, stored at the company's headquarters.

3. These Regulations are the sole and official internal governance regulations of the company, replacing the Internal Governance Regulations issued in 2024.

4. Copies or extracts of the internal governance regulations are valid only if signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total Board members.

5. All shareholders, members of the Board of Directors, the General Director, other executives, departments, and employees throughout the company are responsible for implementing these Regulations.

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRWOMAN**

**Han Thi Khanh Vinh**

