



**REGULATION ON OPERATION OF THE BOARD OF DIRECTORS
CENTRAL PHARMACEUTICAL CPC1.JSC**

DRAFT

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 Regulation on the Operation of the Board of Directors of Central Pharmaceutical CPC1.JSC, comprising the following contents:

**Chapter I
GENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulation on the operation of the Board of Directors stipulates the organizational and personnel structure, operational principles, rights and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant laws and regulations.

2. Subjects of application: This Regulation applies to the Board of Directors and its members.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors shall operate on a collective basis. Members of the Board of Directors shall be individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors in relation to the development of

the Company.

2. The Board of Directors shall assign the General Director to organize and implement the resolutions and decisions of the Board of Directors.

Chapter II MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors shall have full rights as prescribed by the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial status and business operations of the Company and its affiliated units.

2. Members of the Board of Directors shall have obligations as prescribed in the Company's Charter and the following obligations:

a) To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and provide opinions on matters discussed;

c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such member of the Board of Directors and their related persons; and transactions between the Company and companies in which such member is a founding shareholder or a manager within the three (03) years preceding the time of the transaction;

đ) To disclose information when conducting transactions of the Company's shares in accordance with the law.

Article 4. Right to access information of members of the Board of Directors

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents regarding the financial status and business operations of the Company and its affiliated units.

2. The requested managers must provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

Article 5. Term and number of members of the Board of Directors

1. The Board of Directors shall consist of five (05) members, including: one (01) Chairperson of the Board of Directors and four (04) other members of the Board of Directors.

2. The term of office of members of the Board of Directors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms. An

individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.

3. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve until new members are elected to replace them and assume their duties.

Article 6. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must satisfy the following standards and conditions:

a) Not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possessing professional qualifications and experience in business administration or in the sectors and business lines of the Company, and not necessarily being shareholders of the Company;

c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Board of Members of no more than five (05) other companies;

d) A member of the Board of Directors must not be a family member of the General Director or other managers of the Company; or of managers or persons competent to appoint managers of the parent company.

2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:

a) Not being a person currently working for the Company, its parent company, or its subsidiaries; and not having worked for the Company, its parent company, or its subsidiaries for at least three (03) consecutive years immediately preceding the appointment;

b) Not being a person receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;

c) Not being a person whose spouse, biological or adoptive parents, biological or adoptive children, or siblings are major shareholders of the Company; or are managers of the Company or its subsidiaries;

d) Not being a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Company;

đ) Not being a person who has served as a member of the Board of Directors of the Company for at least five (05) consecutive years immediately preceding, except where such person has been appointed for two (02) consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer satisfies the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from the date on which such standards and conditions are no longer met. The Board

of Directors must report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members within six (06) months from the date of receipt of the relevant notification.

Article 7. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors of the Company must not concurrently hold the position of General Director.

3. The Chairperson of the Board of Directors shall have the following rights and obligations:

- a) To formulate the programs and plans of operation of the Board of Directors;
- b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- d) To chair meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In the event that the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal. In case the Chairperson is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson in accordance with the principles set out in the Company's Charter. In the absence of such authorization, or in the event that the Chairperson dies, is missing, is held in custody, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing a profession, or performing certain work, the remaining members shall elect one among them to act as Chairperson in accordance with the principle of majority approval until a new decision of the Board of Directors is made.

5. Where deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

- a) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; and to record meeting minutes;
- b) To assist members of the Board of Directors in performing their assigned

rights and obligations;

c) To assist the Board of Directors in applying and implementing corporate governance principles;

d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information disclosure, transparency, and administrative procedures;

đ) Other rights and obligations as assigned by the Board of Directors and as stipulated in the Company's Charter.

Article 8. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failure to satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises;

b) Submission of a resignation letter which is accepted.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a) Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b) Other cases as prescribed in the Company's Charter.

3. Where deemed necessary, the General Meeting of Shareholders shall decide on the replacement of members of the Board of Directors; and the dismissal or removal of members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date such reduction occurs;

b) The number of independent members of the Board of Directors falls below the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

Article 9. Methods for election, dismissal and removal of members of the Board of Directors

1. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates to the Board of Directors (except for nominations at the first General Meeting of Shareholders after equitization). A shareholder or group of

shareholders holding from five percent (5%) to under ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to under thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to under forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to under fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to under sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to under seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to eighty percent (80%) may nominate up to seven (07) candidates; and from eighty percent (80%) to under ninety percent (90%) may nominate up to eight (08) candidates;

2. In the event that the number of candidates for the Board of Directors nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulation on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts voting for the election of members of the Board of Directors in accordance with the law.

3. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their votes to one or more candidates. Elected members shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the election regulations or the Company's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting.

Article 10. Disclosure of information on the election, dismissal and removal of members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name, date of birth;

- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and its related persons;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The Company shall be responsible for disclosing information on companies in which the candidate currently holds positions as a member of the Board of Directors or other managerial positions, and any interests related to such companies of the candidate (if any).

2. The disclosure of information on the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with regulations on information disclosure.

Chapter III BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

- a) To decide on the Company's strategy, medium-term development plans, and annual business plans;
- b) To propose the types of shares and the total number of shares authorized to be offered for each type;
- c) To decide on the sale of unsold shares within the number of shares authorized to be offered for each type; and to decide on additional capital mobilization in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- đ) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the

Company, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint and dismiss the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and Branch Directors; to sign and terminate employment contracts with the General Director; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, and to decide on their remuneration and other benefits;

k) To supervise and direct the General Director and other executives in the daily management of the Company's business operations;

l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on capital contributions, purchase or sale of shares in other enterprises;

m) To approve the agenda, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt resolutions;

n) To submit audited annual financial statements to the General Meeting of Shareholders;

o) To propose dividend levels; to decide on the time limits and procedures for dividend payment or handling of losses arising during business operations;

p) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

q) To decide on the issuance of the Regulation on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Charter of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

r) To propose the issuance of convertible bonds and warrants entitling holders to purchase shares at predetermined prices; to decide on the offering prices of bonds, shares, and convertible securities where authorized by the General Meeting of Shareholders;

s) To decide on borrowings and the implementation of mortgages, security, guarantees, and indemnities of the Company;

t) To decide on investments not included in the business plan and budget that exceed ten percent (10%) of the annual business plan and budget value;

u) To determine the valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

v) To decide on the Company's purchase or redemption of no more than ten percent (10%) of each class of shares; to decide on the purchase or redemption price of shares;

x) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Company's Charter. Each member of the Board of Directors shall have one vote.

4. In the event that a resolution or decision adopted by the Board of Directors is contrary to law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, members voting in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for the damage; members voting against such resolution or decision shall be exempt from liability. In such case, shareholders of the Company shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

Article 12. Duties and powers of the Board of Directors in approving and executing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%), or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total assets recorded in the most recent financial statements, or another lower ratio or value as prescribed in the Company's Charter, between the Company and any of the following parties:

- Members of the Board of Directors, the Board of Management, other managers, and their related persons;

- Shareholders or authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary shares of the Company and their related persons;

- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.

2. The person representing the Company in signing such contracts or transactions must notify members of the Board of Directors of the related parties to such contracts or transactions and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of such contracts or transactions within fifteen (15) days from the date of receipt of the notification, unless otherwise provided in the Company's Charter. Members of the Board of Directors having related interests in such contracts or transactions shall not have voting rights.

Article 13. Responsibilities of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) When deemed necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Directors is fewer than the minimum number as prescribed by law;
- c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reason and purpose of the meeting, and bearing full signatures of the relevant shareholders, or may be made in multiple documents collectively containing sufficient signatures of the relevant shareholders;
- d) Other cases as prescribed by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or independent members falls below the minimum number as prescribed in the Company's Charter, or from the date of receipt of the request specified in Points c and d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) To prepare the list of shareholders entitled to attend the meeting;
- b) To provide information and resolve complaints relating to the list of shareholders;
- c) To prepare the agenda and contents of the meeting;
- d) To prepare documents for the meeting;
- d) To draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda; and to prepare the list and detailed information of candidates in case of election of members of the Board of Directors;
- e) To determine the time and venue of the meeting;
- g) To send notices of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) To perform other tasks serving the meeting.

Article 14. Subcommittees assisting the Board of Directors

These shall be implemented in accordance with the Internal Regulations on Corporate Governance of Central Pharmaceutical CPC1.JSC and the specific regulations of each subcommittee.

Chapter IV MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting

of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member having the highest number or percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall elect one among them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon request of an independent member of the Board of Directors;
- b) Upon request of the General Director or at least five (05) department heads or higher-level officers of the Company;
- c) Upon request of at least two (02) members of the Board of Directors;
- d) Other cases as prescribed by law and the Company's Charter.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters to be decided within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson fails to convene such meeting, he/she shall be liable for any damages caused to the Company; the requesting person(s) shall have the right to convene the meeting in place of the Chairperson.

6. The Chairperson or the person convening the meeting must send a notice of invitation at least three (03) working days prior to the meeting date. The notice must specify the time and venue, agenda, issues to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of members.

The notice of invitation may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it reaches the registered contact address of each member.

7. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members attend. If the meeting does not meet this quorum, a second meeting shall be convened within seven (07) days from the originally scheduled date. In such case, the meeting shall be conducted if more than one-half of the members attend.

8. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 10 of this Article;

c) Attending and voting via online conference, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting via mail, fax, or email;

9. In the case of sending voting ballots by mail, such ballots must be sealed in an envelope and delivered to the Chairperson no later than one (01) hour prior to the opening of the meeting. The ballots shall be opened only in the presence of all attendees.

10. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

11. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of a tie, the final decision shall follow the opinion of the Chairperson of the Board of Directors.

Article 16. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

a) Name, head office address, and enterprise registration number;

b) Time and venue of the meeting;

c) Purpose, agenda, and contents of the meeting;

d) Full names of each member attending the meeting or their authorized representatives, and the mode of attendance; full names of members absent from the meeting and the reasons for absence;

đ) Issues discussed and voted on at the meeting;

e) Summary of opinions expressed by each attending member in the chronological order of the meeting;

g) Voting results, clearly indicating members voting in favor, against, and abstaining;

h) Matters approved and the corresponding voting ratios;

i) Full names and signatures of the Chairperson of the meeting and the minute-taker, except as provided in Clause 2 of this Article.

2. In the event that the Chairperson of the meeting or the minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if signed by all other attending members of the Board of Directors and contain all required contents specified in Points a, b, c, d, đ, e, g, and h, Clause 1 of this Article.

3. The Chairperson of the meeting, the minute-taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. The minutes of meetings of the Board of Directors and documents used at the meetings must be kept and archived at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Chapter V REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of each financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business performance;
- b) Financial statements;
- c) Report on the evaluation of the management and administration of the Company.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be submitted to the Board of Directors for forwarding to the Audit Committee for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, together with the audit report, must be kept at the Company's head office no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders, unless a longer period is prescribed in the Company's Charter. Shareholders who have continuously held shares of the Company for at least one (01) year have the right to personally, or jointly with lawyers, accountants, or certified auditors, directly inspect the reports specified in this Article.

Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions, or those serving on subcommittees of the Board of Directors, or performing tasks beyond the normal scope of duties of a Board member, may be paid additional remuneration in the form of lump-sum payments per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 19. Disclosure of related interests

Unless otherwise provided by stricter provisions in the Company's Charter, the disclosure of interests and related persons of the Company shall be implemented as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:

a) Name, enterprise registration number, head office address, and business lines of enterprises in which they hold capital contributions or shares; the ownership ratio and the time of acquisition of such capital contributions or shares;

b) Name, enterprise registration number, head office address, and business lines of enterprises in which their related persons jointly or individually hold capital contributions or shares representing more than ten percent (10%) of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of such amendment or supplement.

3. A member of the Board of Directors who, in his/her own name or on behalf of another person, conducts any work in any form within the scope of the Company's business activities must fully disclose the nature and content of such work to the Board of Directors and may only proceed upon approval by a majority of the remaining members of the Board of Directors. If such work is carried out without disclosure or without approval, all income derived from such activities shall belong to the Company.

Chapter VI RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationships among Members of the Board of Directors

1. The relationship among members of the Board of Directors is a cooperative one. Members of the Board of Directors are responsible for informing each other of relevant issues during the handling of assigned tasks.

2. During task execution, the member of the Board of Directors assigned primary responsibility must proactively coordinate with other members if issues arise that relate to their areas of responsibility. In case of differing opinions among members, the member with primary responsibility shall report to the Chairperson of the Board of Directors for review and decision in accordance with their authority, or organize a meeting or obtain opinions from other members in accordance with the law, the Company Charter, and this Regulation.

3. In case of reassignment of responsibilities among members of the Board of Directors, members must hand over all work, files, and related documents. Such handover must be documented in writing and reported to the Chairperson of the Board of Directors.

Article 21. Relationship with the Board of Management

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors supervises and monitors the execution of these resolutions.

Chapter VII IMPLEMENTATION PROVISIONS

Article 22. Effectiveness

The Regulation on the Operation of the Board of Directors of Central Pharmaceutical CPC1.JSC consists of seven (07) chapters and twenty-two (22) articles and shall take effect from 21 April 2026.

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

Han Thi Khanh Vinh