CODUPHA CENTRAL PHARMACEUTICAL JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
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REGULATION ON ORGANIZATION, VOTING AND ELECTION OF MEMBERS OF THE SUPERVISORY BOARD OF CODUPHA CENTRAL PHARMACEUTICAL JOINT STOCK COMPANY FOR THE TERM 2026-2031

Pursuant:

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11th, 2022 and Law No. 76/2025/QH15 on June 17th ,2025;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26th, 2019 and Law No. 56/2024/QH15;*
- *Decree 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, Decree 245/2025/ND-CP dated September 11th, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;*
- *The Charter of organization and operation of Codupha Central Pharmaceutical Joint Stock Company;*
- *Internal regulations on governance of Codupha Central Pharmaceutical Joint Stock Company.*

CHAPTER I. GENERAL PROVISIONS

Article 1. Purpose

Ensuring that the procedures, principles of conduct, voting and election of additional members of the Supervisory Board for the term 2026–2031 of Codupha Central Pharmaceutical Joint Stock Company at the 2026 Extraordinary General Meeting of Shareholders are carried out in full compliance with regulations and are successfully concluded..

Article 2. Entities of application and scope of application

2.1. Entities of application: All shareholders and authorized representatives of shareholders who own shares of Codupha Central Pharmaceutical Joint Stock Company according to the list of shareholders made by the Viet Nam Securities Depository and Clearing Corporation on August 5th, 2026 and guests to attend the Extraordinary General Meeting of Shareholders of Codupha Central Pharmaceutical Joint Stock Company.

2.2. Scope of application: This Regulation is used to organizing, voting and election of additional members of the Supervisory Board at the Extraordinary General Meeting of Shareholders in 2026 of Codupha Central Pharmaceutical Joint Stock Company.

Article 3. Explanation of terms/acronyms

- The Company : Codupha Central Pharmaceutical Joint Stock Company

- SB : Supervisory Board
- BOD : Board of Directors
- EGM : Extraordinary General Meeting of Shareholders
- Shareholders : Shareholders, authorized representatives of shareholders
- Meeting : A General Meeting of Shareholders

CHAPTER II. SHAREHOLDERS AND PARTIES TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Article 4. Conditions for shareholders, guests attending the Meeting

4.1. Shareholders have voting rights of the Company according to the closing list as of August 5th, 2026.

4.2. Shareholders who attend directly or authorize one or more persons to attend. In case there is more than one authorized representative, the power of attorney must specify the number of shares of each authorized representative.

4.3. Shareholders, guest attending the Meeting must comply with the following regulations:

a. Be punctual, dress politely, formally, comply with security checks (if any), identification, etc. at the request of the Organizing Committee of the Meeting.

b. Receive documents and papers for the Meeting at the reception department in front of the Meeting hall.

c. Shareholders who arrive late have the right to register immediately and then have the right to participate and vote immediately at the Meeting. The Chairperson is not responsible for stopping the Meeting so that shareholders who arrive late register to attend; voting results on issues that have been voted on before such shareholders come to attend will not be affected.

d. Set your phone to vibrate or turn it off, and step outside to take calls when necessary.

e. Do not smoke, keep order in the Meeting room.

f. Comply with the regulations of the Organizing Committee and the Chairperson of the Meeting.

g. In case there are shareholders who fail to comply with the regulations on inspection or the above-mentioned measures and regulations, the Chairperson, after careful consideration, may refuse or expel the above-mentioned shareholders from the place where the Meeting takes place in order to ensure that the Meeting takes place normally according to the program and plan.

4.4. Guests at the Meeting

a. As managers of the Company, guests and members of the Organizing Committee of the Meeting are not shareholders of the Company but are invited to attend the Meeting.

b. Guests do not participate in speaking at the Meeting (unless invited by the Chairperson of the Meeting, or have registered in advance with the Organizing Committee of the Meeting and agreed by the Chairperson).

Article 5. Chairperson and the Presiding Board

5.1. The Presiding Board consists of the Chairperson and members appointed by the Chairperson.

5.2. The Chairman of the BOD shall act as the Chairperson or authorize other members of the BOD to chair the meeting of the EGM convened by the BOD;

5.3. In case the Chairman is absent or temporarily unable to work, the remaining members of the

BOD shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the Chairperson, the Head of the Supervisory Board shall allow the EGM to elect the Chairperson of the meeting among the participants and the person with the highest votes to be the Chairperson of the meeting;

5.4. In other cases, the signatory to the convening of the EGM shall preside over the election of the Chairperson of the meeting by the EGM and the person with the highest number of votes shall be appointed as the Chairperson of the meeting.

5.5. The Chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved program and reflect the will of the majority of participants.

5.6. The Chairperson has the right to postpone the meeting of the EGM for which the number of people has fully registered to attend the meeting shall not exceed 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue as prescribed in Clause 8, Article 146 of the Law on Enterprises

5.7. Duties of the Presiding Board:

a. To administer the activities of the EGM according to the expected program of the BOD approved by the EGM;

b. Guide the shareholders and the Meeting to discuss the contents of the program;

c. Submit drafts and conclude necessary issues for the Meeting to vote on;

d. Respond to issues requested by the Meeting;

e. Resolve issues arising during the Meeting.

5.8. Working principles of the Presiding Board: the Presiding Board works according to the principle of collectivity, democratic centralization, and majority decision-making.

Article 6. The Shareholder's Eligibility Verification Committee

6.1. The Shareholder's Eligibility Verification Committee of the Meeting consists of two members, including 01 Head and 01 member, appointed by the Chairperson.

6.2. Duties of the Shareholder's Eligibility Verification Committee:

a. Verify the eligibility of shareholders and representatives of shareholders attending the meeting

b. Distribution of voting cards and election paper to shareholders or persons authorized to attend the meeting;

c. Report to the EGM and be responsible for the results of checking the eligibility of Shareholders to attend the EGM before the EGM is officially conducted.

d. Participate in counting votes and other contents before the establishment of the Board of voting and election.

Article 7. Secretariat of the Meeting

7.1. The Chairperson appoints one or more persons to be the Secretariat of the meeting.

7.2. Duties and powers:

a. Fully and honestly record the content of the Meeting;

b. Receipt of the shareholder's speech registration form;

c. Make minutes of meetings and draft resolutions of the EGM;

d. Assisting the Chairperson in disclosing information related to the EGM and notifying shareholders in accordance with the law and the Company's Charter

e. Other tasks at the request of the Chairperson.

Article 8. The Board of voting and election

8.1. The EGM shall elect one or several persons to the Board of voting and election at the request of the Chairperson of the meeting

8.2. Duties of the Board of voting and election

a. Disseminate the principles, rules and guidelines on how to vote, elect.

b. Counting and recording of the election paper, making minutes of vote counting and announcing results; transfer the minutes to the Chairperson for approval of voting results.

c. Quickly notify the voting and election results to the Secretariat.

d. To consider and report to the Meeting cases of violation of voting, election rules or letters of complaint about voting and election results.

CHAPTER III. THE PROVISIONS ON ELECTION OF THE SB'S MEMBER

Article 9. The number of the SB' Member for the term 2026-2031 for additional election at the EGM

The number of the SB' Member for the term 2026-2031 for additional election at the EGM: 02 (two) members.

Article 10. Criteria and conditions of the SB' Member

10.1. Not fall within the categories of persons prohibited from enterprise management and establishment as prescribed in Clause 2, Article 17 of the Law on Enterprises;

10.2. Possess professional qualifications in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a specialized major relevant to the business activities of the Enterprise;

10.3. Not be a family member of any member of the Board of Directors, the Director/General Director, or other managers;

10.4. Not hold a managerial position in the Company; not necessarily be a shareholder or an employee of the Company;

10.5. Not be an employee working in the Accounting or Finance Department of the Company;

10.6. Not be a member or an employee of the independent auditing firm that has performed audits of the Company's financial statements for the three (03) consecutive preceding years;

10.7. Satisfy other criteria and conditions as prescribed by relevant laws.

Article 11. Conditions for nomination and candidacy of the SB' Member

11.1. The Shareholders holding voting shares may add up the number of voting rights of each person to nominate to the SB's Members.

11.2. A shareholder or a group of shareholders holding 10% (ten percent) or more of the total ordinary shares shall have the right to nominate candidates to the Supervisory Board in accordance with the following provisions:

- Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate;
- Shareholders or groups of shareholders holding from 20% to less than 30% of the total voting shares may nominate up to two (02) candidates;
- Shareholders or groups of shareholders holding from 30% to less than 40% of the total voting shares may nominate up to three (03) candidates;
- Shareholders or groups of shareholders holding from 40% to less than 50% of the total voting

shares may nominate up to four (04) candidates;

- Shareholders or groups of shareholders holding 50% or more of the total voting shares may nominate up to five (05) candidates.

Article 12. Documents of nomination for the additional election of SB's member for the term 2026-2031 and the List of nominees

12.1. Documents of nomination for additional election of the SB's member:

- Letter of candidacy/nomination of candidate for the SB (according to form)
- Copy of candidate's ID card/Passport.
- CV of candidate (according to form)
- Other documents proving that the candidate meets the qualifications and conditions as prescribed above (if any).

12.2. Only candidates, who qualify the criteria of the SB's member and have the profile of nominee application under this Regulation, will be disclosed in the List of nominees.

12.3. The valid profile of nominee as the SB's member must include all required documents as stipulated in Article 12.1 but also submit application before the deadline via address as stipulated on Notice of nominating, self-nominating of the SB's member.

12.4. The information of nominees who will be elected as the SB's member (in case the Company have determined the candidates) shall be announced at least 10 (ten) days prior to the date of EGM on the Company's website for reference.

CHAPTER IV: CONDUCT OF THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Conditions for conducting the General Meeting of Shareholders

13.1. The EGM is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes according to the List of Shareholders made at the time of closing the List of Shareholders attending the EGM.

13.2. In case more than thirty (30) minutes from the time of opening of the EGM stated in the content of the meeting agenda sent to the Shareholders but the number of Shareholders registered to attend the EGM is not fully represented according to Article 13.1 of this Regulation, the meeting shall be considered ineligible.

13.3. In case the first meeting does not meet the conditions specified in Clause 1, Article 19 of the Company's Charter, the notice of invitation to the second meeting shall be sent within 30 days from the date of the planned first meeting. The second meeting of the EGM shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

13.4. In case the second meeting does not meet the conditions for conducting as prescribed in Clause 2, Article 19 of the Company's Charter, the notice of invitation to the third meeting shall be sent within 30 days from the date of the planned second meeting. The third EGM is conducted regardless of the total number of votes of shareholders attending the meeting.

Article 14. Proceeding with the General Meeting of Shareholders

14.1. The Chairperson presided over the EGM taking place in accordance with the order and content of the program approved by the EGM.

14.2. The EGM discusses and approves the contents of the EGM program in the form of voting in this Regulation. The Chairperson will arrange a reasonable time to discuss and vote on each issue in the EGM.

14.3. Speaking at the General Meeting

a. Shareholders attending the Meeting must obtain the consent of the Chairperson of the Meeting when they wish to express their opinions. Shareholders make brief speeches and focus on the key contents to be discussed, in accordance with the content of the program approved by the Meeting or send written comments to the Secretary of the Meeting to summarize and report to the Chairperson.

b. The Chairperson of the Meeting will arrange for shareholders to speak in the order of registration, and at the same time answer questions of shareholders at the Meeting or record the following answers in writing.

14.4. The EGM will close after the Minutes of the EGM are approved.

Article 15. Election paper

15.1. Voucher elector:

When registering as a shareholder , the shareholder will be given one (01) Election Paper to elect a Supervisory Board Member. The Election Paper includes the following contents: Shareholder name, Legal document number, Total number of shares owned or represented, Total number of votes to be voted and List of candidates.

15.2. Valid Election Paper: is a ballot according to the pre-printed form issued by the organizing committee, with the Company's red stamp, without erasures, scratches, or any other content other than the regulations for the Election Paper.

15.3. Election Paper will be considered invalid:

a. Add other content to the Election Paper;

b. Election Paper that do not follow the pre-printed form issued by the organizing committee, do not have the company's red seal, or have been erased, scratched, edited, or have additional content other than the regulations for the ballot;

c. The Election Paper has the total number of votes for candidates of the Sharesholder greater than the total number of votes allowed to be cast;

d. No signature and full name of the attending Sharesholder.

Article 16. Voting

16.1. Voting principles

a. All issues in the agenda and meeting contents of the Meeting must be discussed and voted on publicly by the EGM.

b. Voting cards are printed, stamped and sent directly to shareholders at the general meeting (enclosed with a set of documents to attend the EGM). On the voting cards clearly states the full name, number of shares owned and authorized to vote of such shareholder.

c. The Chairperson proposed the voting form for each issue in the program content for the Meeting to approve.

d. The voting form is as follows:

The Meeting shall vote by holding up the Voting Card for all contents of the Meeting's program, including: the Meeting Program; the Working, Voting and Election Regulation of the Meeting; personnel of the Board of Voting and Election; the removal of the Supervisory Board member; approval of the Minutes of the Meeting, the Resolution of the Meeting and other contents at the Meeting (if any). The additional election of the Supervisory Board member shall be conducted by cumulative voting using the Election Paper as provided in Article 15 of this Regulation.

16.2. Voting method:

a. Shareholders shall vote in Agree, Disagree or No Comment on an issue to be voted on at the Meeting by holding up their Voting Card as prescribed in Article 16.1.d.

b. When voting in the form of holding up the Voting Card, the front of the Voting Card must be held high towards the Presiding Board. In case a shareholder raises his or her voting card more than one (01) time when voting in Agree, Disagree, No Comment of an issue, it shall be considered as an invalid vote. In the form of voting by holding up a voting card, members of the The Shareholder's Eligibility Verification Committee/ the Board of Voting and Election shall mark the shareholder and the corresponding number of votes of each shareholder: Agree, Disagree, No Comment and Invalid.

16.3. Voting Rules:

a. Every 01 (one) ordinary share is equivalent to one vote. Each shareholder representing one or more vote will be issued a Voting Card.

b. On the closing date of the list of shareholders (August 5th, 2026), the total number of outstanding shares of the Company is: 18,208,800 shares, equivalent to 18,208,800 voting votes.

16.4. Recording voting results:

a. At the Meeting, the determination of the voting results of shareholders at the General Meeting is carried out through the Board of Voting and Election.

b. The Board of Voting and Election is tasked with collecting votes.

c. The Board of Voting and Election will check the number of votes in Agree, Disagree, and No Comment of each content and be responsible for recording, statistics and reporting the results of vote counting at the EGM.

Article 17. Election procedures

17.1. Election principles

a. The election of members of the SB is carried out according to the principle of cumulative voting.

b. Election rights are calculated based on the number of shares owned and represented. Election results are calculated based on the number of voting shares of shareholders attending the meeting.

c. In each election, a shareholder may only use one vote corresponding to the number of shares owned or represented.

d. Members of the Board of Voting and Election must not be on the list of nominees and candidates for election to the SB.

17.2. Election method:

a. The list of candidates for additional election of members of the SB is arranged in alphabetical order by name, with full names written on the Election Paper.

b. Election method :

- Each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members elected to the SB.
- Shareholder have the right to cast all their votes for one or more candidates.
- Each shareholder/authorized representative attending the meeting will be given one Election Paper for the SB. When receiving the Election Paper, shareholders must check the information

on the Election Paper. If there are any errors, they must immediately notify the Board of Voting and Election.

- In case there are more candidates on the day of the congress, shareholder can contact the Board of Voting and Election to request a new Election Paper and must return the old Election Paper (before putting it in the ballot box).

c. How to fill out the ballot :

- When agreeing to elect for a candidate, Shareholders write the number of votes they want to cast in the "Number of votes" column on the line corresponding to the candidate's name on the Election Paper. If not elect for any candidate, the Shareholder fills in zero ("0") or crosses ("x") in the "Number of votes" column on all lines of the Election Paper.
- Shareholders may divide their votes to elect for candidates for the SB that they choose with different numbers of votes, provided that the total number of votes for those candidates **is not higher than the total number of votes that the shareholder has** .

❖ **Example of cumulative voting principle:**

Shareholders owning at the Meeting are 3,000 shares, so the total number of votes of shareholders when voting for the SB is 3,000 shares x 01 person = 3,000 votes .

Shareholders can vote for the SB candidates of their choice with the following specific number of votes:

STT	Candidate's full name	Number of votes
1	Candidate 1	1,000
2	Candidate 2	1,000
3	Candidate 3	1,000
	Total	**3,000**

Or:

STT	Candidate's full name	Number of votes
1	Candidate 1	3,000
2	Candidate 2	0
3	Candidate 3	0
	Total	**3,000**

- Election Paper will be placed in sealed ballot boxes before the vote counting begins.
- After the voting is completed, the vote counting will be conducted under the supervision of the Board of Voting and Election and of shareholders' representatives (if necessary).
- The Board of Voting and Election is responsible for drawing up the vote counting minutes, announcing the results and, together with the Chairperson, resolving shareholders' questions and complaints (if any).
- The Election Paper after being counted will be stored according to regulations and opened at the request of the Company's EGM.

17.3. Conditions for election:

a. The elected candidate shall be sdetermined based on the highest number of votes received, in descending order from the candidate with the most votes until the number of members required by the Company's Charter is reached.

b. In case two (02) or more candidates receive the same number of votes for the final member, a re-election will be held among the candidates with the same number of votes.

Article 18. Notification of Vote Counting Results

18.1. The Minutes of Vote Counting announced right at the Meeting.

18.2. The election results shall be recorded in the Minutes and Resolutions of the EGM.

Article 19. Approval of the decision of the General Meeting of Shareholders

19.1. The content of the removal and the additional election of the Supervisory Board member shall be approved when more than 50% of the total votes of all shareholders/shareholders' representatives attending and voting at the meeting vote Agree (pursuant to Clause 2, Article 21 of the Company's Charter).

Article 20. Recording and making the Minutes of the General Meeting of Shareholders

20.1. The Secretary of the EGM is responsible for recording the progress of the EGM, the Resolution of the EGM, and making the minutes of the EGM.

20.2. The minutes of the EGM must be approved by the EGM before closing. The minutes of the EGM must be published on the Company's website within twenty-four (24) hours from the date on which the EGM ends.

CHAPTER V. IMPLEMENTATION PROVSIONS

Article 21. Effective

21.1. This Regulation is read before the EGM and voted by the Shareholders. If this Regulation is approved by the EGM at the rate of more than fifty percent (50%) of the total number of votes of all Shareholders attending the meeting, this Regulation will take effect for compulsory implementation of all Shareholders.

21.2. Shareholders and Members who organize the EGM of the Company are responsible for the implementation of this Regulation.

21.3. All shareholders, representatives and guests attending the General Meeting are responsible for fully complying with the contents specified in this Regulation, current regulations, internal rules, management regulations of the Company and relevant legal provisions.

21.4. The contents not specified in detail in this Regulation shall be uniformly applied in accordance with the provisions of the Company's Charter, the Law on Enterprises 2020 and current legal documents of the State.

21.5. This Regulation takes effect immediately after being voted and approved by the General Meeting of Shareholders of the Company./.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOD

M.S.D.N: 0300483319 - C.T.C.P
CÔNG TY
CỔ PHẦN
DƯỢC PHẨM TRUNG ƯƠNG
CODUPHA
THÀNH PHỐ HỒ CHÍ MINH

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