

**PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Re: Regarding the plan to issue shares under the Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical – Medical Equipment Joint Stock Company (Bidiphar) from owners' equity

**To: The 2026 Annual General Meeting of Shareholders  
Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar)**

*Pursuant to The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing, and guiding documents;*

*Pursuant to The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing, and guiding documents (“Law on Securities”);*

*Pursuant to the Company Charter of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar);*

*Pursuant to the needs and actual situation of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar),*

For the purpose of encouraging and motivating employees to achieve the Company's strategic objectives and strengthening the alignment between employees and the Company, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan to issue shares under the Employee Stock Ownership Plan (“ESOP”), with the following key information:

**I. ESOP issuance plan from owners' equity**

Security Name	:	<b>Shares of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar).</b>
Stock Code	:	DBD.
Type of Security	:	Common shares.
Par Value	:	10.000 VND.
Number of shares issued	:	94.529.347 shares <i>(In words: Ninety-four million five hundred twenty-nine thousand three hundred forty-seven shares)</i>
Tổng giá trị cổ phiếu đã phát hành (theo mệnh giá)	:	945.293.470.000 VND <i>(In words: Nine hundred forty-five billion two hundred ninety-three million four hundred seventy thousand Vietnamese dong.)</i>
Number of outstanding shares	:	94.489.262 shares <i>(In words: Ninety-four million four hundred eighty-nine thousand two hundred sixty-two shares.)</i>

Number of treasury shares	:	40.085 shares ( <i>In words: Forty thousand eighty-five shares.</i> )
Number of Shares to be Issued	:	1.500.000 shares ( <i>In words: One million five hundred thousand shares</i> ), equivalent to 1.59% of the total outstanding shares, to be implemented in two phases: <ol style="list-style-type: none"> <li>1. <b>Phase 1:</b> Issuance of 750.000 shares, representing 50% of the total number of shares proposed for issuance.</li> <li>2. <b>Phase 2:</b> Issuance of 750.000 shares, representing 50% of the total number of shares proposed for issuance.</li> </ol>
Total Par Value of Shares Issued	:	15.000.000.000 VND ( <i>In words: fifteen billion VND</i> ), including: <ol style="list-style-type: none"> <li>1. <b>Phase 1:</b> 7.500.000.000 VND (in words: seven billion five hundred million VND).</li> <li>2. <b>Phase 2:</b> 7.500.000.000 VND (in words: seven billion five hundred million VND).</li> </ol>
Issuance timeline	:	<ol style="list-style-type: none"> <li>1. <b>Phase 1: In 2027, subject to the following conditions:</b> <ul style="list-style-type: none"> <li>- Completion of GMP-EU certification for the Oncology Drug Manufacturing Plant Project by 31 December 2026; and</li> <li>- Receipt of written approval from the State Securities Commission of Vietnam.</li> </ul> </li> <li>2. <b>Phase 2: In 2029, subject to the following conditions:</b> <ul style="list-style-type: none"> <li>- Completion of GMP-EU certification for the Small-Volume Sterile Injectable Drug Manufacturing Plant Project by 31 December 2028; and</li> <li>- Receipt of written approval from the State Securities Commission of Vietnam.</li> </ul> </li> </ol>
Issuance conditions	:	The ESOP issuances mentioned above shall only be implemented when all prescribed conditions are satisfied. In the event that these conditions are not met, the ESOP issuance shall not be carried out and will be cancelled, unless otherwise approved by the General Meeting of Shareholders.
Purpose of the issuance	:	<ul style="list-style-type: none"> <li>- To strengthen employee engagement, encouragement, and motivation, thereby promoting active contributions toward the achievement of the Company's strategic objectives;</li> <li>- To ensure the Company's sustainable growth and long-term development.</li> </ul>
Eligible recipients for issuance	:	Employees of Binh Dinh Pharmaceutical – Medical Equipment Joint Stock Company (Bidiphar) (collectively referred to as the “Employees”).
Source of owners' equity used for the issuance	:	<ol style="list-style-type: none"> <li>1. Phase 1: To be funded from undistributed profit after tax as at 31 December 2026, based on the Company's audited consolidated financial statements for 2026.</li> <li>2. Phase 2: To be funded from undistributed profit after tax as at 31 December 2028, based on the Company's audited consolidated financial statements for 2028.</li> </ol>
Employee Eligibility Criteria	:	1. <b>Phase 1</b>

Employees falling into at least one (01) of the following two (02) categories:

- a. Employees who are members of the Executive Management.
- b. Employees holding managerial positions (including Heads/Deputy Heads of departments or equivalent) and other employees who meet the following criteria:
  - ✓ Directly or indirectly perform tasks related to the GMP-EU Oncology Drug Manufacturing Plant Project;
  - ✓ Play a key role in the successful implementation of the project.

**2. Phase 2**

Employees falling into at least one (01) of the following two (02) categories:

- a. Employees who are members of the Executive Management.
- b. Employees holding managerial positions (including Heads/Deputy Heads of departments or equivalent) and other employees who meet the following criteria:
  - ✓ Directly or indirectly perform tasks related to the GMP-EU Small-Volume Sterile Injectable Drug Manufacturing Plant Project;
  - ✓ Play a key role in the successful implementation of the project.

Transfer restriction conditions	: All shares issued under the Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar) are subject to a transfer restriction for four (4) years from the date of completion of the issuance.
Terms for share repurchase and resale of repurchased shares	: As specifically stipulated in the Regulations on Share Issuance under the Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar). The General Meeting of Shareholders authorizes the Board of Directors to determine the terms for share repurchase and resale of repurchased shares, ensuring compliance with legal regulations and the Company's actual situation at the time of implementation.

## **II. Implementation arrangements**

To facilitate the implementation of the above ESOP issuance plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval to assign/authorize the Board of Directors to carry out the following tasks:

- a) Decide the specific number of shares to be issued, provided that in all cases such number shall not exceed 1.6% (one point six percent) of the total outstanding shares at the time of issuance;
- b) Decide on an appropriate timing for the implementation of the issuance of shares under the Employee Stock Ownership Plan of Binh Dinh Pharmaceutical – Medical Equipment Joint Stock Company (Bidiphar);
- c) In the event that the prevailing laws at the time of implementation permit the Board of Directors to determine the eligibility criteria for employees participating in the ESOP, the General Meeting of Shareholders authorizes the Board of Directors to amend and supplement the eligibility criteria for ESOP participation in a manner that maximizes benefits for shareholders and employees, while ensuring compliance with actual circumstances and applicable laws;
- d) Decide and approve measures to ensure that the share issuance complies with regulations on foreign ownership limits in cases where the issuance is made to employees who are foreign investors;
- e) Decide on the development and promulgation of the Regulations on the issuance of shares under the Employee Stock Ownership Plan of Binh Dinh Pharmaceutical – Medical Equipment Joint Stock Company (Bidiphar); decide on specific criteria, the list of eligible participants, principles for determining the number of shares allocated to each participant, the number of shares each employee is entitled to under the program, rounding principles for share allocation, as well as provisions on share clawback and disposal of reclaimed shares;
- f) Decide to supplement, amend, finalize, and provide explanations for all matters and contents of the ESOP issuance plan of Binh Dinh Pharmaceutical – Medical Equipment Joint Stock Company (Bidiphar) (including matters not fully presented in this capital increase plan), and to execute relevant documents to carry out the capital increase in accordance with applicable laws when completing procedures for the increase of charter capital;
- g) Decide on amendments to provisions relating to charter capital, shares, and share certificates in the Charter of Binh Dinh Pharmaceutical – Medical Equipment Joint Stock Company (Bidiphar) in accordance with the actual charter capital upon completion of all share issuance tranches;
- h) Decide on amendments to the Enterprise Registration Certificate in accordance with the actual charter capital upon completion of all share issuance tranches;

- i) Carry out procedures for amending the registration of additional depository shares and for registering the additional listing of shares with competent State authorities in accordance with applicable laws upon completion of all issuance tranches;
- j) Authorize the Board of Directors to consider and select consulting service providers (if necessary) and proactively implement tasks related to the issuance in compliance with applicable laws; and
- k) Decide on other matters arising in order to complete the implementation of the charter capital increase.

The Board of Directors respectfully submits this proposal to the Annual General Meeting of Shareholders for approval.

Sincerely,

**Recipients:**

- Shareholders of Bidiphar;
- BOD, Audit Committee;
- Executive Board;
- Stored at Company Secretary Office.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN** *Thau*



*Thau*  
**Tạ Nam Bình**

