



**IMEXPHARM CORPORATION**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

No.: *08*./2024/TTr-HĐQT-IMP

Cao Lanh City, April 5, 2024

## PROPOSAL

**Re.: Approval of the purchase of Directors & Officers Liability Insurance (D&O Insurance)**

**Kindly Attn: Esteemed Shareholders of Imexpharm Corporation**

- Pursuant to Enterprise Law;
- Pursuant to the Charter of Imexpharm Corporation (the "**Company**").

The Board of Directors ("BOD") would respectfully submit to 2024 Annual General Meeting of Shareholders ("AGM") for approval of the purchase of Directors & Officers Liability Insurance (D&O Insurance) as follows:

### 1. The necessity of D&O Insurance

The D&O insurance is a valuable safeguard to mitigate financial losses and damages caused by directors, managers, and related persons during management and business operation of the Company. Legal regulations are becoming increasingly stringent and the business environment is constantly changing, complex so BOD members, Executive Officers, and managers may face legal risks related to responsibilities when taking actions and making decisions. D&O insurance will help protect them against personal liability so that they will be assured to perform their duties and powers. In the market, many listed companies such as Vinamilk, Masan, DHG, and BIDV have also participated in D&O insurance. Therefore, the purchase and maintenance of annual D&O insurance is consistent with applicable laws and internal management regulations as well as transparent and modern corporate governance practices.

### 2. Submission for AGM's approval

The Board of Directors would respectfully submit the AGM to approve the purchase of D&O Insurance as follows:

- 2.1 To approve the purchase of D&O insurance for 2024 and authorize the General Director to carry out the necessary procedures as follows:
  - a. The Insurer: Chubb Insurance Vietnam Co., Ltd.
  - b. The Insured: Members of BOD, General Director, Deputy General Director(s), Chief Accountant, Function Heads, Managers, Head of Branches of the Company. This list may be updated according to the insurance policy by the insurer.
  - c. Policy Period: 12 months and may be renewed annually.
  - d. Limit of liability: USD 10,000,000 (Ten million USD)





- e. Premium: USD 12,500. Such fee is without VAT, notional for reference and budget cost accounting. The official fee may be impacted and adjusted due to update information in the insurance application and actual market situation, and full consideration of the risk profile before the contractual date.
- 2.2 To authorise BOD to carry out the necessary procedures to purchase and maintain annual D&O insurance, and proactively renew upon its expiry, manage and handle all related issues arisen during the implementation, including but not limited to selecting the insurer, changing or adjusting the scope and policy period, limit of liability, updating the insured, and deciding on insurance premiums.

Respectfully submitting to the AGM for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairwoman



CHUN CHAERHAN

