VIETNAM RUBBER GROUP - JOINT STOCK COMPANY

REGULATION

ON INTERNAL CORPORATE GOVERNANCE
OF VIETNAM RUBBER GROUP - JOINT STOCK COMPANY

(4th Edition)

Ho Chi Minh City, June 2026

INTRODUCTION

This Regulation was approved by the General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company at the 2026 Annual General Meeting of Shareholders held on 17/6/2026.

Chapter I

GENERAL PROVISIONS

Article 1. Significance and scope of application

1. The Internal Regulation on Corporate Governance of Vietnam Rubber Group - Joint Stock Company (hereinafter referred to as the "Regulation") is developed and issued in accordance with the requirements of the law on corporate governance for joint stock companies under the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, *as amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025*; the Law on Securities No. 54/2019/QH14 dated November 26, 2019; the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024; Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities; Government Decree No. 128/NĐ-CP dated December 30, 2021, amending and supplementing a number of articles of Government Decree No. 156/2020/NĐ-CP dated December 31, 2020, on administrative penalties in the field of securities and the securities market; *Government Decree No. 245/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities*; Ministry of Finance Circular No. 96/2020/TT-BTC dated November 16, 2020, guiding the disclosure of information on the securities market; Ministry of Finance Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies; the Charter of Organization and Operation of Vietnam Rubber Group - Joint Stock Company; and other relevant legal regulations. Furthermore, this Regulation also considers and applies widely accepted international corporate governance practices that are suitable for conditions in Vietnam and the context and practical situation of the Group.

2. To implement a clear corporate governance policy that ensures the sustainable and transparent development of the Group, this Regulation stipulates (i) the fundamental principles of corporate governance to protect the legitimate rights and interests of shareholders; (ii) the authority, obligations, and procedures, as well as the operational methods of managers and executives within the Group; (iii) the establishment of standards for conduct and professional ethics for corporate managers and the Board of Supervisors; and (iv) the procedures and protocols for

coordination between corporate managers and the Board of Supervisors when participating in the Group's governance process. Furthermore, this Regulation serves as the basis for evaluating the implementation of governance at the Group.

3. This Regulation applies to the Group. The application of appropriate contents of this Regulation to the Group's member units (subsidiaries, dependent units, associates, and voluntarily affiliated companies) is encouraged.

4. This Regulation applies to shareholders, corporate managers, and the Board of Supervisors.

Article 2. Interpretation of Terms and Abbreviations

1. Terms defined in the Charter of Vietnam Rubber Group - Joint Stock Company are implicitly understood and applied similarly in this Regulation. The terms and abbreviations defined below have the following meanings:

a) *Group: refers to Vietnam Rubber Group - Joint Stock Company.*

b) *Corporate Governance: refers to the system of principles and rules to ensure that the Group is directed, managed, and controlled effectively for the benefit of shareholders and stakeholders associated with the Group.*

c) *Charter: refers to the Charter of Organization and Operation of Vietnam Rubber Group - Joint Stock Company.*

d) *General Meeting of Shareholders: consists of all shareholders with voting rights and is the highest decision-making body of the Group.*

e) *Board of Directors: is the management body of the Group, having full authority on behalf of the Group to decide and perform the rights and obligations of the Group that do not fall under the authority of the General Meeting of Shareholders.*

f) *Board of Supervisors: is the body responsible for overseeing the Board of Directors and the General Director in the management and operation of the Group, and is accountable to the General Meeting of Shareholders for the performance of assigned tasks.*

g) *Corporate Manager: refers to the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Chief Accountant, and other individuals holding management positions with the authority to sign transactions on behalf of the Group.*

h) *Major Shareholder: refers to a shareholder who directly or indirectly owns five percent or more of the voting shares of the Group.*

i) *Related Person: refers to an individual or organization that has a direct or indirect relationship with the Group in the cases specified in Clause 23, Article 4 of the Law on Enterprises.*

j) *Person with family relationship: refers to an individual with a relationship as specified in Clause 22, Article 4 of the Law on Enterprises.*

2. In this Regulation, terms already defined in the Charter, if not contradicting the subject or context, shall have the same meaning as in the Charter; in cases where the Charter does not explicitly define them, they shall have the same meaning as in the Law on Enterprises.

Chapter II
GENERAL MEETING OF SHAREHOLDERS

Article 3. Role, rights, and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Group.

2. The rights and obligations of the General Meeting of Shareholders are specified in Article 15 of the Charter.

Section 1
SEQUENCE AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 4. Preparation for the Annual General Meeting of Shareholders

1. The sequence and procedures for organizing and convening the Annual General Meeting of Shareholders are stipulated in Section 1 of the Charter. The Group shall publish the sequence, procedures for convening, and voting at the General Meeting of Shareholders on the Group's website. The Board of Directors is responsible for convening the Annual General Meeting of Shareholders and selecting an appropriate venue within the territory of Vietnam.

2. The authority of the General Meeting of Shareholders is stipulated in Article ***15*** of the Charter.

3. Basic steps for preparing for the Annual General Meeting of Shareholders:

Regulations on convening the General Meeting of Shareholders, the meeting agenda, and the notice of invitation to the General Meeting of Shareholders are stipulated in Article ***16*** of the Charter; specifically, the steps for preparing for the Annual General Meeting of Shareholders are as follows:

a) Preparation of the meeting agenda and content:

- The agenda and content of the General Meeting of Shareholders shall determine the composition, organization method, and issues to be discussed and approved at the Annual General Meeting of Shareholders.

- During the period prior to deciding to organize the General Meeting of Shareholders, the Board of Directors shall consider all proposals, whether formal or informal, submitted by shareholders for inclusion in the meeting agenda.

- The preparation of documents for members of the Board of Directors must ensure sufficient time for review and decision-making, and comply with the regulations on the working procedures of the Board of Directors.

b) Making preliminary decisions:

The Board of Directors shall make preliminary decisions on the following issues in preparation for the General Meeting of Shareholders:

- Content and agenda of the meeting;

- Date of the General Meeting of Shareholders: The Board of Directors shall decide the date for holding the Annual General Meeting of Shareholders within the time limit stipulated in the Charter.

- Venue and form of organizing the General Meeting of Shareholders:

+ The Board of Directors shall decide the venue and form of organizing the General Meeting of Shareholders in accordance with the Charter. In particular, the venue for the General Meeting of Shareholders must allow shareholders to attend and ensure sufficient space for attending shareholders. The number of attending shareholders and the specific plan for the meeting venue shall be estimated by the Board of Directors in advance.

- Procedures related to meeting notification, list of documents, and the record date: The record date is determined as the date on which shareholders are entitled to attend the General Meeting of Shareholders in ***accordance with the law***.

c) Establishing the shareholder list:

The shareholder list is established for the purpose of:

- To identify shareholders eligible to attend the General Meeting of Shareholders. The list of shareholders must include information on all shareholders registered as of the record date, including:

+ Full name;

+ Contact address, nationality, identity card, passport, or other valid personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders;

+ Number of shares of each type;

+ Number and date of shareholder registration for each shareholder;

+ Email address, if any.

- The Group shall disclose information regarding the record date for the list of shareholders eligible to attend the General Meeting of Shareholders at least twenty (20) days prior to the expected record date.

- Notification to shareholders regarding the General Meeting of Shareholders as stipulated in Point d, Clause 3 of this Article.

- The person in charge of the Group's corporate governance shall assist shareholders in verifying information to ensure that their rights are fully registered. Shareholders have the right to verify the accuracy of information in the shareholder register regarding themselves and the number of shares they hold. Shareholders have the right to request the correction of inaccurate information or the addition of necessary information about themselves in the list of shareholders eligible to attend the General Meeting of Shareholders in accordance with regulations.

- The Board of Directors may correct, supplement, or change the shareholder list after the record date for the purpose of restoring the legal rights of shareholders who were not included in this list or correcting other errors (related to shareholder information).

d) Notice of invitation to the General Meeting of Shareholders:

The notice of invitation to the General Meeting of Shareholders is stipulated in the Charter, specifically as follows:

- Method of sending the meeting invitation notice: The method of notification shall be in accordance with Clause 5, Article ***18*** of the Charter, and the meeting invitation notice may be (i) sent via email and posted on the Group's website; (ii) publicly announced in mass media with a large readership; (iii) published in central or local newspapers where the Group's head office is located for at least 03 (three) consecutive issues.

- Information in the meeting invitation notice: The notice of invitation to the General Meeting of Shareholders must contain full information to guide shareholders on how to attend the meeting. Minimum information includes:

+ Name and address of the Group's head office;

+ Business code;

+ Time and venue of the meeting;

+ Name and contact address of the shareholder or the authorized representative of the shareholder;

+ Record date;

+ Agenda and content of the meeting;

+ Proxy form;

+ Voting ballot and discussion documents;

+ Information on the time and location where shareholders can receive documents regarding the agenda and content of the meeting;

+ Time to start registering for the meeting;

+ Venue for meeting registration;

+ Person designated by the Group to receive shareholder notifications regarding errors in meeting registration;

+ Contact address and information of the person to whom shareholders send written votes to the meeting.

- Information and documents for the General Meeting of Shareholders: Basic information and documents to be provided to shareholders when attending the General Meeting of Shareholders include:

+ Annual report and audited annual financial statements;

+ Report of the Independent Auditor;

+ Report of the Board of Supervisors;

+ Report on the activities of the Board of Directors;

+ Draft amendments to the Charter, draft new Charter (if any);

+ Draft Resolution of the Annual General Meeting of Shareholders;

+ Information on candidates nominated for the Board of Directors and the Board of Supervisors;

+ Opinions of the Board of Directors on each issue in the meeting agenda and dissenting opinions (if any).

- Method of sending voting ballots: The method of sending voting ballots is stipulated in the Charter or according to the instructions in the Voting and Election Regulation of the Board of Directors sent along with the notice of invitation to the General Meeting of Shareholders.

e) Approval of the meeting agenda and content:

- Identification of shareholders with the right to propose issues for inclusion in the meeting agenda:

+ A shareholder or group of shareholders as stipulated in Clause 3, Article ***13*** of the Charter has the right to propose issues for inclusion in the meeting agenda in accordance with Article ***18*** of the Charter.

+ Proposals for issues to be included in the agenda of the General Meeting of Shareholders must be sent in writing to the Group in accordance with the Charter. The written proposal for issues to be included in the meeting agenda must include the following information:

- Name of the shareholder;
- Number and type of shares held by the shareholder;
- Number and date of shareholder registration at the Group;
- Issue proposed for inclusion in the meeting agenda;
- Signature of the shareholder;
- Reason for the proposal;

+ If the person signing the written proposal is a representative of the shareholder, a valid power of attorney must be attached.

+ The Board of Directors has the right to reject shareholder proposals in cases not in accordance with Clause 3, Article ***18*** of the Charter. In addition, the Board of Directors also has the right to reject a shareholder proposal if that proposal does not comply with legal regulations.

- The Board of Directors shall include issues proposed by shareholders that are valid (not rejected) as a separate item in the agenda of the General Meeting of Shareholders.

- The Board of Directors shall notify shareholders of the decisions to reject shareholder proposals at the General Meeting of Shareholders, along with the reasons for such rejection. The Board of Directors may also send a written rejection of the proposal along with the reasons for rejection.

- Issues included in the meeting agenda shall include the contents of the Annual General Meeting of Shareholders as stipulated in Clause 2, Article ***16*** of the Charter.

f) Draft Resolution of the General Meeting of Shareholders:

The Board of Directors must prepare a draft Resolution for issues in the agenda of the General Meeting of Shareholders in accordance with regulations.

Article 5. Organization of the Annual General Meeting of Shareholders

The sequence, procedures, and conditions for conducting the Annual General Meeting of Shareholders are stipulated in Article ***20*** of the Charter. In addition, specific steps for organizing the General Meeting of Shareholders are noted and supplemented as follows:

1. Registration for the General Meeting of Shareholders:

Registration for attending the General Meeting of Shareholders is stipulated specifically as follows:

a) The person in charge of corporate governance of the Group or a department/individual designated by the Board of Directors is responsible for carrying out the registration for the General Meeting of Shareholders.

b) Registration for the General Meeting of Shareholders includes registering shareholders and authorized representatives of shareholders to attend before the opening of the General Meeting of Shareholders. Shareholders are registered to verify the minimum percentage of shareholders or authorized representatives of shareholders attending the meeting as required for the General Meeting of Shareholders to commence validly.

c) In case a shareholder appoints more than one authorized representative, the specific number of shares and voting rights authorized to each representative must be determined.

d) In case the Notice is accompanied by a voting ballot, a shareholder is considered to have attended the meeting if they have sent the voting ballot by registered mail to the Board of Directors no later than 01 day before the opening of the meeting.

e) The verification of delegate status is stipulated in Clause 1, Article ***20*** of the Charter. Documents required to be brought to the meeting, presented, and checked during registration are clearly stated in the invitation notice for the General Meeting of Shareholders, including: identity card, passport or a copy of the business registration certificate, invitation letter, and a valid power of attorney (in case of authorization). Registration shall be performed at the venue of the General Meeting of Shareholders.

2. Verification and announcement of the minimum percentage of attending shareholders:

The verification and announcement of the minimum percentage of attending shareholders are carried out in accordance with Article ***19*** of the Charter. Specifically, the person in charge of corporate governance of the Group or the Delegate Status Verification Committee designated by the Board of Directors is responsible for checking and announcing the number of delegates attending the meeting in accordance with the minimum attendance percentage as required. This percentage must be announced by the Chairperson of the General Meeting of Shareholders immediately after the registration of shareholders attending the meeting is completed and before shareholders proceed to vote.

3. Opening of the General Meeting of Shareholders:

a) When the minimum number of members attending the meeting as stipulated in Article 19 of the Charter is reached, the Chairperson of the Board of Directors shall declare the opening of the General Meeting of Shareholders.

b) The Chairperson of the General Meeting of Shareholders is stipulated in Clause 2, Article ***20*** of the Charter. In case of electing a Chairperson, the names of the nominated candidates and the number of votes shall be announced, and the person with the highest number of votes shall serve as the Chairperson of the meeting.

c) The Chairperson of the General Meeting of Shareholders shall nominate one or more secretaries to record and prepare the minutes of the General Meeting of Shareholders.

4. Election of the Vote Counting Committee:

a) The Chairperson shall request the General Meeting of Shareholders to elect a Vote Counting Committee at each General Meeting of Shareholders in accordance with the provisions of Point c, Clause 2, Article ***20*** of the Charter.

b) Conditions for members of the Vote Counting Committee include:

- One of the members of the Vote Counting Committee is a person with knowledge of legal regulations, who may be an employee of the appropriate professional department of the Group;

- Members of the Vote Counting Committee shall not be members of the

Board of Directors or candidates for the Board of Directors;

- Members of the Vote Counting Committee shall not be members of the Board of Management, the Board of Supervisors, the Chief Accountant, and shall not be candidates for the aforementioned positions;

- Members of the Vote Counting Committee shall not be persons related to the aforementioned subjects;

- Members of the Vote Counting Committee should be persons with experience in voting and election work.

c) The Vote Counting Committee is responsible for counting votes and preparing a written report on the vote counting results after the conclusion of the General Meeting of Shareholders. The vote counting report must be signed by all members of the Vote Counting Committee. Members who refuse to sign this report must explain the reason for their refusal, and this reason shall be included in the appendix of the report.

d) To ensure that the vote counting procedure is transparent and clear, the Vote Counting Committee must be supervised during the vote counting process. The Chairperson of the General Meeting of Shareholders shall nominate an individual or department responsible for supervising the vote counting process. This person should be a minority shareholder and independent of the Group. This person has the right to intervene and report immediately upon detecting any signs of irregularities or lack of transparency in the vote counting process.

e) The person designated to supervise the vote counting process has the right to:

- Prevent any acts that violate the voting regulations;

- Report to the Chairperson of the General Meeting of Shareholders regarding any signs of irregularities in the vote counting process, if any.

f) The Head of the Vote Counting Committee has the right to propose that the Chairperson supplement the number of personnel or replace personnel of the assisting department for the Vote Counting Committee in organizing the voting at the General Meeting of Shareholders.

5. Guests attending the meeting:

An independent auditor may be invited to attend the General Meeting of Shareholders in accordance with regulations to express opinions on audit matters and issues related to the approval of annual financial statements. In addition, the Group's Board of Directors may invite creditors, potential investors, employees, government officials, journalists, experts, and other individuals and organizations that do not own shares of the Group to attend the General Meeting of Shareholders through a decision on guests made by the Board of Directors when convening the General Meeting of Shareholders.

6. Announcement of the meeting program and rules:

a) The Chairperson of the General Meeting of Shareholders shall present the meeting agenda. The agenda must specify details and discussion time for each issue. The program and content of the meeting must be approved by the General Meeting of Shareholders immediately during the opening session. Only the General Meeting of Shareholders has the right to change the meeting agenda that was sent with the Notice of Meeting.

b) Regarding the sequence, procedures, or events arising outside the agenda of the General Meeting of Shareholders, the decision of the Chairperson shall be the final ruling in accordance with regulations.

7. Discussion of matters on the agenda:

The discussion of issues at the General Meeting of Shareholders must comply with the following principles:

a) Create opportunities for shareholders to (i) ask questions to members of the Board of Directors, the Board of Supervisors, and the independent auditor, and shareholders shall receive clear answers; (ii) be able to make decisions based on complete and unbiased information regarding all issues raised in the meeting.

b) Questions raised by shareholders should be answered immediately. If a question cannot be answered immediately, the Group's Board of Directors shall provide a written response after the General Meeting of Shareholders.

c) The General Director, members of the Board of Directors, members of the Board of Supervisors, along with Deputy General Directors and the Chief Accountant must be present at the General Meeting of Shareholders. In case of absence, these individuals must obtain the approval of the Chairperson of the General Meeting of Shareholders. The reason for absence must be publicly disclosed with appropriate and objective justification.

d) Managers of the Group, including leaders of the Group's departments, may speak at the General Meeting of Shareholders upon request.

e) The Chairperson of the General Meeting of Shareholders is only permitted to interrupt a speaker to ensure order or to comply with the procedural requirements of the meeting.

8. Voting:

a) Normally, voting at the General Meeting of Shareholders is conducted by ballot. Cases of open voting must be decided by the General Meeting of Shareholders at each specific time.

b) The Board of Directors shall prepare the draft Voting and Election Regulations based on these Regulations. Information typically included on a voting card includes:

- Name and address of the Group;
- Nature of the General Meeting of Shareholders (annual or extraordinary);

- Time and venue of the General Meeting of Shareholders;

- Voting options of “in favor”, “against”, or “abstain” for each issue being voted upon;

- Deadline for submitting completed voting cards to the Group (if these voting cards must be sent to the Group);

- Address for sending completed voting cards (if these voting cards must be sent to the Group);

- Instructions for voting cards must be signed by the shareholder, unless the voting card is used in a secret ballot format;

- Explanation of cumulative voting with the following content: “When members of the Board of Directors are elected according to the cumulative voting principle, shareholders may use all of their voting shares to vote for one candidate or a number of candidates”;

- The voting card must have blank spaces so that shareholders can fill in the number of voting shares they allocate to each candidate;

- The voting card must clearly state the number of voting shares that each shareholder can cast for each issue;

- Instructions on how to fill out the voting card, noting that if the individual representing a shareholder is a legal entity, the name and position of that individual and the full name of the organization they represent must be stated;

- Instructions that a copy of the power of attorney must be attached to the voting card and the representative of these shareholders must sign the voting card (if voting is conducted through an authorized representative).

9. Vote counting and the vote counting minutes recording the voting results:

a) The Vote Counting Committee is responsible for summarizing the vote counting results in the vote counting minutes. All members of the Vote Counting Committee must sign the vote counting minutes.

b) The vote counting minutes include the following detailed information:

- Name and address of the Group's head office; number and date of issuance of the Business Registration Certificate, and place of business registration;

- Venue of the General Meeting of Shareholders;

- Time of the General Meeting of Shareholders;

- Total number of voting shares for each issue, total number of ballots issued and collected;

- Total number of voting shares for each issue in the agenda and the minimum attendance ratio of shareholders;

- Program and content of the meeting;

- Voting results (clearly stating the total number of votes in favor, against, and abstentions; the corresponding ratio to the total number of voting shares of shareholders attending the meeting);

- Nature of the General Meeting of Shareholders (annual or extraordinary);

- Time to start registering shareholders attending the meeting;

- Total number of voting shares for each issue in the agenda that were not counted due to being invalid;

- Form of voting;

- Names of the members of the Vote Counting Committee;

- Date of preparation of the vote counting minutes;

- Time to start counting votes, in case the resolution is approved by the General Meeting of Shareholders and the vote counting results are announced immediately during the meeting.

10. Announcement of vote counting results and decisions of the General Meeting of Shareholders:

The vote counting results are announced by the Chairperson/Head of the Vote Counting Committee immediately before the closing of the General Meeting of Shareholders. The vote counting results include the total number of votes in favor, against, or abstentions for each issue.

11. Closing of the General Meeting of Shareholders:

The Chairperson of the General Meeting of Shareholders declares the closing of the General Meeting of Shareholders after: (i) All issues in the agenda have been discussed and voted upon and (ii) The voting results have been announced.

12. Storage of voting cards:

After the conclusion of the General Meeting of Shareholders, the Vote Counting Committee must ensure that all voting cards and voting instruction documents are sealed and placed in the ballot box. All documents shall be stored in accordance with the Group's archiving regulations.

13. Preparation of the minutes of the General Meeting of Shareholders:

a) The responsibility for preparing the minutes of the General Meeting of Shareholders lies with the Secretary of the General Meeting of Shareholders. The Chairperson and the Secretary of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of the content of the minutes. In addition, the minutes of the General Meeting of Shareholders must comply with the following requirements:

- The minutes of the General Meeting of Shareholders must be prepared and approved before the closing of the meeting;

- The minutes of the General Meeting of Shareholders must be posted on the

Group's website and disclosed in accordance with the requirements of the State Securities Commission and relevant current legal regulations;

- The minutes of the General Meeting of Shareholders must be signed by the Chairperson and the Secretary of the meeting.

- Under permissible conditions, the minutes of the General Meeting of Shareholders should be checked by one (01) shareholder approved by the General Meeting of Shareholders, and this shareholder must sign the minutes after checking.

b) The minutes of the General Meeting of Shareholders (GMS) must include the following basic information:

- Name, address of head office, enterprise code;

- Time and venue of the General Meeting of Shareholders;

- Program and content of the meeting;

- Names of the Chairperson and Secretary of the General Meeting of Shareholders;

- Name of the shareholder elected as the minutes checker (if any);

- A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the meeting agenda;

- The number of shareholders and the total number of voting shares of shareholders attending the meeting, with an appendix containing the list of registered shareholders and shareholder representatives attending the meeting, along with the corresponding number of shares and votes;

- The total number of votes for each voting issue, clearly specifying the voting method, the total number of valid and invalid votes, and the number of votes for, against, and abstentions; and the corresponding percentage of the total voting shares of the shareholders attending the meeting;

- Issues that have been passed and the corresponding percentage of votes for approval;

- Full name and signature of the chairperson and the secretary.

- The date on which the minutes of the General Meeting of Shareholders were prepared.

c) In addition, relevant documents must be stored with the minutes of the General Meeting of Shareholders at the Group's headquarters, including:

- The list of shareholders registered to attend the meeting;

- The full text of the resolution passed at the meeting;

- Relevant documents sent with the meeting invitation;

- The power of attorney for attending the General Meeting of Shareholders.

Article 6. Extraordinary General Meeting of Shareholders

The sequence, conditions, and responsibilities for convening an Extraordinary General Meeting of Shareholders are stipulated in Article **16** of the Charter. In addition, specific regulations are as follows:

1. Cases for organizing an Extraordinary General Meeting of Shareholders:

Cases for organizing an Extraordinary General Meeting of Shareholders are specifically stipulated in Clause 3, Article **16** of the Charter.

2. Preparation for the Extraordinary General Meeting of Shareholders:

a) The General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the General Meeting of Shareholders shall be determined as the location where the Chairperson attends the meeting. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

- The Board of Directors deems it necessary for the interests of the Group;
- The audited quarterly, six (06)-month, or annual financial statements reflect that the owner's equity has lost half (1/2) of its value compared to the beginning of the period;
- The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number of members required by law, or the number of members of the Board of Directors has decreased by more than one-third (1/3) compared to the number of members stipulated in the Charter;
- At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article ***13*** of the Charter;
- The Board of Supervisors requests the convening of a meeting in writing if the Board of Supervisors finds that members of the Board of Directors or managers have seriously violated their obligations under Article 165 of the Law on Enterprises, or the Board of Directors acts or intends to act outside the scope of its authority;
- Other cases as prescribed by law.

b) The Board of Directors has the right to refuse the request to convene an Extraordinary General Meeting of Shareholders in the following cases:

- The request for an Extraordinary General Meeting of Shareholders is not in accordance with the provisions of the law;
- The shareholder or group of shareholders making the request does not own or represent the required percentage of voting shares (at least 5% of the total voting

shares for the issue requested to be discussed and passed at the General Meeting of Shareholders) for a continuous period of six (06) months;

- The issue proposed for inclusion in the agenda does not fall under the authority of the Extraordinary General Meeting of Shareholders.

- The agenda of the Extraordinary General Meeting of Shareholders contains different items related to the specific purpose of convening the Extraordinary General Meeting of Shareholders. The timeline for conducting the meeting may be affected by the following factors:

- The maximum duration from the date of the decision to organize the Extraordinary General Meeting of Shareholders to the date of the meeting;

- The maximum duration from the date of receiving the request to organize the Extraordinary General Meeting of Shareholders to the date of the meeting;

- The record date;

- The meeting invitation notice to shareholders.

Article 7. Resolution of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders are passed according to the following regulations:

1. Resolutions must be passed with the voting ratio specified in Article **21** of the Charter.

2. Resolutions must be passed by the General Meeting of Shareholders in writing. Resolutions related to the issuance of other types of securities must comply with the provisions of the law on securities and the securities market.

3. Resolutions of the General Meeting of Shareholders may be requested to be cancelled in accordance with Article **24** of the Charter.

The following cases must be carefully considered as they may lead to the cancellation of a resolution of the General Meeting of Shareholders:

a) Failure to notify all shareholders of the meeting in a timely manner;

b) Failure to provide shareholders with the opportunity to access documents for the General Meeting of Shareholders;

c) The resolution was passed but violated the authority of the General Meeting of Shareholders;

d) Contents included in the Resolution were not in the agenda that actually took place.

4. Disclosure of Resolutions of the General Meeting of Shareholders:

a) A resolution of the General Meeting of Shareholders takes effect from the date it is passed by the General Meeting of Shareholders or from the effective date specified in that resolution.

b) The Resolution, Minutes of the General Meeting of Shareholders, and related attached documents (if any) must be disclosed in accordance with the law on information disclosure.

Article 8. Reports of the Board of Directors and the Board of Supervisors at the General Meeting of Shareholders

1. Report on the activities of the Board of Directors:

The report on the activities of the Board of Directors presented to the General Meeting of Shareholders must contain at least the following contents:

- Evaluation of the Group's operational situation during the financial year;
- Activities of the Board of Directors;
- Summary of the meetings of the Board of Directors and the Resolutions of the Board of Directors;
- Results of the evaluation of the General Director and the Board of Management;
- Expected future plans.

2. Report on the activities of the Board of Supervisors:

The report on the activities of the Board of Supervisors presented to the General Meeting of Shareholders must contain at least the following contents:

- Activities of the Board of Supervisors;
- Summary of the meetings of the Board of Supervisors and the decisions of the Board of Supervisors;
- Results of the supervision of the Group's operational and financial situation;
- Results of the supervision of members of the Board of Directors and members of the Board of Management;
- Report evaluating the coordination between the Board of Supervisors and the Board of Directors, the Board of Management, and shareholders.

Section 2

SEQUENCE AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY COLLECTING WRITTEN OPINIONS

Article 9. Authority

The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters under the voting authority of the General Meeting of Shareholders when deemed necessary for the interests of the Group, except for cases stipulated in Clause 1, Article 16 of the Charter.

Article 10. Procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions

The Board of Directors shall prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all voting shareholders at least ten (10) days before the deadline for returning the ballots. The preparation of the list of shareholders to receive opinion collection ballots shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 141 of the Law on Enterprises. The requirements and methods for sending opinion collection ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 5, Clause 6, and Clause 7, Article 18 of the Charter.

1. Opinion collection ballots must contain the following main contents:

a) Name, address of the head office, and enterprise identification number;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification document number of the individual shareholder; name, enterprise identification number or establishment decision number, and address of the head office of the institutional shareholder; or full name, contact address, nationality, and legal identification document number of the authorized representative of the institutional shareholder; number of shares of each type and number of votes of the shareholder;

d) Matters requiring opinions to be passed;

e) Voting options including approval, disapproval, and no opinion for each matter requiring opinions;

f) Deadline for sending the answered opinion collection ballots back to the Group;

g) Full name and signature of the Chairperson of the Board of Directors and the Legal Representative of the Group;

2. The answered opinion collection ballot must bear the signature of the individual shareholder, or the legal representative of the institutional shareholder, or the individual/legal representative of the authorized organization;

3. Shareholders may send the answered opinion collection ballots to the Group in one of the following forms:

a) By mail: The opinion collection ballot sent to the Group must be enclosed in a sealed envelope and no one has the right to open it before the vote counting;

b) By fax or email. The opinion collection ballot sent to the Group via fax or email must be kept confidential until the time of vote counting.

c) Opinion collection ballots sent to the Group after the deadline specified in the ballot or ballots that have been opened in the case of mail or disclosed in the case of fax or email are invalid. Opinion collection ballots that are not sent back are considered as ballots not participating in the vote.

Voting ballots received by the Group after the deadline specified in the ballot content, or ballots that have been opened in the case of mail, or disclosed in the case of fax or email, shall be invalid. Ballots not returned are considered as abstentions.

4. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Board of Supervisors or shareholders who are not managers of the enterprise. The vote counting minutes must contain the following main contents:

a) Name, address of the head office, and enterprise identification number;

b) Purpose and matters requiring opinions to pass the resolution;

c) Number of shareholders with the total number of votes participating in the vote, distinguishing between the number of valid votes and invalid votes, and the method of sending the vote, accompanied by an appendix of the list of shareholders participating in the vote;

d) Total number of votes for approval, disapproval, and no opinion for each matter;

e) Matters that have been passed;

f) Full names and signatures of the Chairperson of the Board of Directors, the Legal Representative of the Group, the vote counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

5. The vote counting minutes and the Resolution must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In case the Group has a website, the sending of the vote counting minutes may be replaced by posting them on the Group's website within 24 hours from the time of completion of the vote counting.

6. The answered opinion collection ballots, the vote counting minutes, the passed resolution, and related documents sent with the opinion collection ballots shall be kept at the head office of the Group.

7. A resolution passed by collecting written opinions from shareholders has the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Section 3

OTHER FORMS OF HOLDING THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Sequence and procedures for the General Meeting of Shareholders to pass resolutions by online meeting or a combination of in-person and online meeting

1. The Board of Directors shall, based on the Group's situation, decide on other forms of the General Meeting of Shareholders, such as: online meetings, in-person meetings combined with online meetings, or other suitable forms. Shareholders registering to attend and vote electronically shall have the same legal validity as attending and voting in person at the Meeting.

2. The Group is responsible for applying appropriate information technology to ensure the rights of shareholders to attend, express opinions, and vote at the General Meeting of Shareholders via online meetings, electronic voting, or other electronic forms, along with regulations on sequences, procedures, and specific requirements for meeting registration, conduct, discussion, and voting at the meeting, which shall comply with the regulations on organizing the General Meeting of Shareholders from time to time.

The regulations on organizing the General Meeting of Shareholders in the form of online meetings (or in-person meetings combined with online meetings) and electronic voting shall be decided by the Board of Directors of the Group and sent concurrently with the contents, agenda, and documents, etc., to shareholders to organize the Annual General Meeting of Shareholders in accordance with regulations. The regulations on organizing the General Meeting of Shareholders in the form of online meetings (or in-person meetings combined with online meetings) and electronic voting or other electronic forms (mentioned above) shall also apply to Extraordinary General Meetings of Shareholders as stipulated in Article 6 of this Regulation.

3. The system for organizing the Meeting in this form must meet the following conditions:

- The system must be maintained in a safe and stable operating state, ready to meet the connection and attendance requirements of shareholders.

- The main venue must ensure conditions regarding sound, lighting, transmission lines, power sources, electronic means, and other equipment according to the requirements and nature of the online meeting.

- Ensure information security and maintain the confidentiality of accounts for accessing the System. All information received and provided on the System must ensure the principle of information confidentiality and comply with the provisions of the Law on Cyberinformation Security and the Law on Cybersecurity.

- Electronic data of the Meeting program must be recorded, stored, and used in accordance with regulations.

Chapter III

BOARD OF DIRECTORS

Article 12. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Group, supervising and directing all business activities and affairs of the Group, having full authority on behalf of the Group to decide and exercise the rights and obligations of the Group, except for matters under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the authority to make decisions in areas specifically stipulated in Article ***27*** of the Charter and Article 12 of the Regulation on the Operation of the Group's Board of Directors.

Article 13. Composition and structure of the Board of Directors

1. Number of members of the Board of Directors:

The number of members of the Board of Directors is as stipulated in Article ***25*** of the Charter, decided based on the requirements of the law and the specific needs of the Group and shareholders from time to time.

2. Structure of the Board of Directors:

a) The structure of the Group's Board of Directors must ensure a balance between executive members and non-executive members. ***The number of non-executive members of the Board of Directors of the Group must be ensured in accordance with legal regulations***.

b) The total number of independent members of the Board of Directors shall be implemented in accordance with current regulations.

3. Term of office of members of the Board of Directors:

The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

4. Classification of members of the Board of Directors:

a) Members of the Board of Directors are classified as follows:

- By executive nature: Executive members of the Board of Directors and non-executive members.

- By independence: Non-executive members of the Board of Directors include independent members and non-independent members.

Thus, there are 3 (three) groups of members of the Board of Directors as follows:

(i) Executive members of the Board of Directors;

(ii) Independent members of the Board of Directors;

(iii) Non-executive members of the Board of Directors (non-independent).

b) A non-executive member of the Board of Directors is a member of the

Board of Directors who does not hold any management or executive position in the Group.

c) An independent member of the Board of Directors is a member of the Board of Directors who meets the conditions and standards prescribed in Clause 1, Article ***26*** of the Charter and satisfies the following conditions:

- Is not a person currently working for the Group or its subsidiaries; is not a person who has worked for the Group or its subsidiaries for at least the three (03) consecutive years immediately preceding;

- Is not a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Group;

- Is not a person currently receiving salary or remuneration from the Group, except for allowances that members of the Board of Directors are entitled to according to regulations;

- Is not a person who has been a member of the Board of Directors or the Board of Supervisors of the Group for at least the 05 consecutive years immediately preceding, except in cases of being appointed for two consecutive terms.

- Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older sibling, biological younger sibling is a major shareholder of the Group; or is a manager of the Group or its subsidiaries.

5. Candidacy, nomination, and verification of candidate status:

In case candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty, accuracy, and reasonableness of the published personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be announced includes at least the following contents:

a) Full name, date, month, and year of birth;

b) Educational level;

c) Professional qualifications;

d) Work history;

e) Companies where the candidate currently holds the position of member of the Board of Directors and other management titles;

f) Evaluation report on the candidate's contribution to the Group, in case that candidate is currently a member of the Board of Directors of the Group;

g) Interests related to the Group (if any);

h) Full name of the shareholder or group of shareholders nominating that candidate (if any);

i) Other information (if any).

6. Qualities and capabilities:

Requirements for members of the Board of Directors are prescribed in Article ***26*** of the Charter; in addition, they must possess the following qualities and competencies:

a) Possess leadership qualities, integrity, responsibility, ethics, and receive the trust of shareholders, other members of the Board of Directors, managers, and employees of the Group;

b) Capable of balancing the interests of all stakeholders and making reasonable decisions;

c) Possessing the necessary professional experience and educational background to operate effectively;

d) Experienced, knowledgeable about production and business issues, and understanding of the market, products, and competitors;

e) Capable of translating knowledge and experience into practical solutions.

Article 14. Election, Removal, and Dismissal of Members of the Board of Directors

The principles for electing the Board of Directors are stipulated in the Charter and the law. Accordingly, voting for members of the Board of Directors must be conducted using the cumulative voting method. Specifically as follows:

1. Election of members of the Board of Directors:

a) The cumulative voting method to determine members of the Board of Directors is stipulated in the Election Regulation drafted by the Board of Directors and approved by the General Meeting of Shareholders at the meeting;

b) The elected members of the BOD are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Group's Charter is reached.

c) In case 02 or more candidates receive the same number of votes for the final member of the BOD, a re-election shall be conducted among the candidates with equal votes, or a selection shall be made based on the criteria of the election regulation or the Group's Charter.

2. Dismissal and Removal of members of the Board of Directors:

The dismissal and removal of members of the BOD shall be carried out in accordance with the provisions of the Charter and the law.

Article 15. Responsibilities and Legal Obligations of Members of the Board of Directors

The powers and obligations of the Board of Directors are prescribed in Article ***27*** of the Charter. In addition, members of the Board of Directors shall act in the best interests of the Group, as demonstrated by the following:

1. Responsibility:

a) Demonstrated by the fact that members of the Board of Directors have the responsibility to exercise their rights and obligations cautiously and professionally, specifically:

- Act honestly and in good faith;
- Be proactive and avoid falling into a passive position;
- Use extreme caution;
- Regularly and actively participate in meetings of the Board of Directors;
- Focus on the issues on the agenda at Board of Directors meetings and proactively request the organization of Board of Directors meetings when necessary;
- Ensure that the Group has an effective internal control system;
- Request the General Director to provide full information to the Board of Directors so that members of the Board of Directors can grasp the issues within the Group;
- Exercise appropriate oversight responsibilities over Senior Managers.

b) Members of the Board of Directors must be loyal to the interests of the Group and its shareholders. Members of the Board of Directors shall not perform the following actions:

- Participate in the Board of Directors of a Competitor;
- Use the Group's assets and facilities for personal needs;
- Disclose confidential information that affects the interests of the Group;
- Use the Group's information or business opportunities for personal gain.

c) Members of the Board of Directors shall cease performing their duties if there is a conflict of interest. Members of the Board of Directors must immediately notify the Board of Directors through the Person in Charge of Corporate Governance of any potential conflict of interest. Members of the Board of Directors shall report information regarding conflicts of interest as prescribed in Article ***41*** of the Charter.

d) Members of the Board of Directors must maintain information confidentiality. Specifically:

- Members of the Board of Directors shall take necessary measures to protect the Group's confidential information by establishing internal regulations on the protection and disclosure of the Group's information as well as standards for the use of such confidential information;

- Members of the Board of Directors shall not disclose the Group's confidential information or use the Group's confidential information for personal gain;

- Members of the Board of Directors shall not disclose the Group's confidential information for (05) years from the date of leaving the Group. This requirement shall be stipulated in the Member Agreement signed between the Group and the member of the Board of Directors;

- Before assuming the role of a member or within the shortest time after becoming a member, the member of the Board of Directors shall sign a commitment regarding the awareness and implementation of legal requirements and duties related to information confidentiality.

e) Other responsibilities (as specifically stipulated in this Regulation when they arise).

2. Legal Obligations:

a) Members of the Board of Directors who violate the legal obligations stipulated in the Charter and Clause 1 of this Article shall be liable for damages caused by their violations (if any).

b) Members of the Board of Directors have the responsibility to disclose to the Group the remuneration they receive from Subsidiaries, Affiliated Companies, and other organizations where they act as the representative of the Group's capital contribution.

c) Protecting members of the Board of Directors against legal liability: The Group allows members of the Board of Directors to explain and prove that the performance of their responsibilities is correct. In addition, the Group may apply measures to limit damages for losses that may arise when members of the Board of Directors perform their duties, through the following specific solutions:

- Purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders or by decision of the Board of Directors;

- The Board of Directors shall issue regulations to protect members of the Board of Directors against lawsuits, liabilities, and compensation costs in certain cases.

d) The Group shall reimburse members of the Board of Directors for costs incurred in defending themselves against lawsuits related to their role as a member of the Board of Directors, if that individual:

- Has acted honestly, cautiously, and diligently in the interest of and not in conflict with the interests of the Group;

- Complied with the law and there is no evidence confirming that they failed to perform their responsibilities.

Article 16. Remuneration Policy for Members of the Board of Directors

1. The remuneration policy for members of the Board of Directors is implemented in accordance with regulations. In which, the Group commits to a remuneration level that is:

a) Competitive and within reasonable limits;

b) Remuneration for executive members of the Board of Directors is lower than for non-executive members of the Board of Directors (a portion of the remuneration of executive members of the Board of Directors has been included in salary and bonuses);

c) Remuneration for non-executive members of the Board of Directors is equal.

2. The structure of the remuneration is stipulated in the Charter and this Regulation, and may include:

a) A fixed remuneration amount;

b) A remuneration amount for attending Board of Directors meetings;

c) A remuneration amount for additional work in Subcommittees of the Board of Directors;

d) Remuneration for additional responsibilities, the role of Chairman of the Board of Directors, or Head of a Subcommittee under the Board of Directors.

3. The remuneration of each member of the Board of Directors is included in the Group's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 17. Working Procedures of the Board of Directors

The working procedures of the Board of Directors and meetings of the Board of Directors are carried out in accordance with the provisions of the Operating Regulation of the Group's Board of Directors.

Article 18. Subcommittees of the Board of Directors

1. Subcommittees of the Board of Directors:

a) The Board of Directors may establish subcommittees under its authority to be in charge of development policy, human resources, compensation, and internal audit.

b) The Board of Directors may consider establishing a number of other subcommittees if necessary (such as an Ethics Subcommittee, Conflict Resolution Subcommittee, Risk Management Subcommittee, etc.). The duration of operation, standards for members, and specific functions of each Subcommittee may be adjusted and will be determined in the decision of the Board of Directors to establish them.

2. Members of subcommittees:

The number of members of a subcommittee is decided by the Board of Directors, but should have at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee according to the decision of the Board of Directors.

3. Authority of Subcommittees under the Board of Directors:

a) The operation of a subcommittee must comply with the regulations of the Board of Directors. A resolution of a subcommittee is only effective when a majority of members attending and voting for approval at the subcommittee meeting are members of the Board of Directors.

b) The implementation of decisions of the Board of Directors, or of a subcommittee under the Board of Directors, or of a person acting as a member of a Board of Directors subcommittee must be in accordance with current legal regulations and the provisions of the Charter.

Article 19. Person in Charge of Corporate Governance

1. Role of the Person in Charge of Corporate Governance:

The Person in Charge of Corporate Governance supports the effective conduct of the Group's governance activities, specifically:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Group and shareholders;

b) Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Providing advice on meeting procedures;

d) Attend meetings;

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisors;

g) Monitoring and reporting to the Board of Directors on the Group's information disclosure activities.

h) Maintaining information confidentiality in accordance with the provisions of the law and the Charter;

i) Other rights and obligations as prescribed by law and the Charter.

2. Appointment, term, and dismissal:

a) The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance who meets the qualifications prescribed in the Charter, with an initial term of three (3) years and subsequent terms of up to five (05) years.

b) The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that it does not contravene current labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.

Chapter IV

BOARD OF MANAGEMENT

Article 20. Board of Management and Authority of the Board of Management

1. The structure of the Board of Management is stipulated in Article ***33*** of the Charter, including: General Director, Deputy General Director, Chief Accountant, and other management positions appointed by the Board of Directors.

2. The working relationship between members of the Board of Management is determined by the General Director. The General Director has all authority except for the authority belonging to the General Meeting of Shareholders and the Board of Directors as stipulated in Article ***35*** of the Charter, specifically:

a) The General Director shall decide on the Group's internal management regulations (except for those under the authority of the Board of Directors) and perform any other duties as prescribed in the Charter, the Corporate Governance Regulation, or Resolutions and Decisions of the Board of Directors.

b) The authority of each member of the Board of Management shall be determined by the General Director through internal regulations after obtaining approval from the Board of Directors (including the Regulation on Decentralization of Management and other regulations and documents).

3. The obligations and responsibilities of members of the Board of Management shall be determined by the General Director, ensuring that:

a) All members of the management apparatus have the same obligations and responsibilities to the Group as members of the Board of Directors and must comply with the same standards of responsibility for members of the Board of Directors as mentioned in Article ***15***.1 of this Regulation.

b) The duties and responsibilities of Deputy General Directors, the Chief Accountant, and other management positions are specifically stipulated in the

Group's internal documents and regulations issued by the General Director under their authority after obtaining approval from the Board of Directors.

4. Procedure for seeking approval from the Board of Directors:

The General Director has the authority and duties as prescribed in Article ***35*** of the Charter. In the process of performing duties that require the approval of the Board of Directors, the authority stipulated in Article ***27*** of the Charter shall be followed.

5. Contents and issues for which the General Director must seek the opinion of the Board of Directors are stipulated in Article ***27*** of the Charter and in accordance with the procedures in Article ***33*** of this Regulation.

Article 21. Appointment, dismissal, removal, and discharge of the Board of Management

1. Election and term of the Board of Management:

a) The appointment and term of the General Director are prescribed in Article ***34*** of the Charter.

- The Board of Directors appoints a member of the Board of Directors or another person as the General Director; signs a contract stipulating remuneration, salary, and other benefits along with other terms related to employment.

- The term of the General Director shall not exceed 05 (five) years and they may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract.

b) Deputy General Director, Chief Accountant:

- Appointed and reappointed by the Board of Directors upon the proposal of the General Director.

- The number of Deputy General Directors shall be decided by the Board of Directors, in accordance with the management needs of the Group.

- The term of the Deputy General Director and Chief Accountant shall not exceed 05 (five) years and they may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract.

2. Standards and conditions for the General Director:

The General Director must also meet the following standards and conditions:

a) Possess a university degree or higher, and have management and business capabilities; possess professional qualifications and practical experience in business administration or in the field, industry, or business line of the Group;

b) Have full civil act capacity and not be subject to the prohibition on enterprise management as prescribed by the Law on Enterprises;

c) Have good health, good moral character, honesty, integrity, and an understanding of and sense of compliance with the law;

d) Not be a person with family relationships with the enterprise managers or supervisors of the Group; or a representative of state capital at the Group;

e) May not concurrently hold the position of Director or General Director of another enterprise.

3. Standards for selecting the Chief Accountant:

The standards and conditions for the position of Chief Accountant are as follows:

a) Not be a person prohibited from working as an Accountant as prescribed in Article 52 of the Law on Accounting 2015;

b) Have moral character, professional ethics, be honest, and have a sense of compliance and fighting to protect the interests, policies, and financial and economic management regimes as prescribed by law and the Group;

c) Possess professional qualifications and accounting expertise from university level or higher, have at least five (05) years of practical experience in the accounting profession, and hold a certificate of training and a chief accountant certificate in accordance with the law on accounting.

4. Dismissal, dismissal, demotion:

Cases for the removal and dismissal of the General Director are prescribed in Article ***36*** of the Charter. The Board of Directors shall develop relevant procedures and processes for specific cases to implement the removal, dismissal, and discharge of the positions of Deputy General Director and Chief Accountant in accordance with Article ***37*** of the Charter.

5. Announcement of Appointment, Removal, and Dismissal:

After a decision on the appointment, removal, dismissal, or discharge of a member of the Board of Management is made, the Group is responsible for disclosing the information internally, to relevant authorities, in the mass media, and on the Group's website in accordance with the sequence and provisions of the Law on Securities and other relevant current regulations.

Article 22. Operational Procedure of the Board of Management

The General Director is responsible for issuing regulations on:

1. Frequency of meetings organized by the General Director;

2. Procedures for organizing and conducting meetings of the General Director;

3. Convening, content, organization, and chairing of meetings of the General Director;

4. Procedures for decision-making in meetings of the General Director and signing documents, decisions, and minutes of the General Director's meetings;

5. Form and time limit for meeting notifications;

6. Voting in meetings of the General Director;

7. Secretary of the meeting, minutes of the General Director's meetings, and storage regime.

Article 23. Salary, Bonus, and Other Benefits for the Board of Management

1. The Board of Directors shall decide on the salary and bonus levels of the General Director, Deputy General Directors, and the Chief Accountant based on the proposal of the General Director.

2. Salary, Bonus, and Other Benefits Policy:

The Board of Directors shall decide on the salary, bonus, and other benefits policy in accordance with regulations, or provide opinions on the salary and bonus policy proposed by the Board of Management. Remuneration (salary, bonus, and other benefits) of members of the Board of Management may include a fixed portion and a variable portion depending on the results of the Group's production, business, and investment activities.

Article 24. Training and Performance Evaluation

1. Members of the Board of Management are encouraged to participate in corporate governance training courses at training institutions recognized by the State Securities Commission in accordance with regulations. Training costs shall be 100% covered by the Group.

2. The Board of Directors may issue regulations on performance evaluation for members of the Board of Management. This regulation must include at least the following contents: method, frequency, manner, and sequence.

3. The Board of Directors may also rely on (i) self-evaluation reports of the Board of Management members and (ii) the evaluation opinions of the General Director regarding Board of Management members.

Chapter V

BOARD OF SUPERVISORS

Article 25. Composition and Requirements for Supervisors

1. Board of Supervisors:

a) The Board of Supervisors shall consist of 03 to 05 members. The term of office of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

b) The Supervisors shall elect one among themselves to be the Head of the Board of Supervisors by majority vote. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Group and must work full-time at the Group. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Board of Supervisors shall have at least (01) one full-time member.

c) In case the term of all Supervisors ends at the same time and the Supervisors for the new term have not been elected, the Supervisors whose term has expired shall continue to exercise their rights and obligations until the new Supervisors are elected and assume their duties.

d) The Board of Supervisors may issue regulations on its meetings and its mode of operation. The Board of Supervisors shall meet at least 02 times per year; the number of members attending the meeting must be at least 2/3 of the Supervisors. The minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The meeting secretary (if any) and the attending Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each Supervisor.

e) The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the independent audit firm to attend and answer questions that the Supervisors are concerned about.

2. Standards and conditions for a Supervisor:

a) Not be subject to the persons as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) A Supervisor must be trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise. The Head of the Board of Supervisors must work full-time at the Group; the remaining members of the Board of Supervisors may work full-time or concurrently;

c) The Supervisor shall not be a member or employee of an approved auditing organization that has audited the Group's financial statements in the three consecutive years immediately preceding;

d) The Supervisor shall not be a person working in the accounting or finance department of the Group;

e) Shall not be a person having a family relationship with any manager of the Group, any representative of the Group's capital, or any representative of the state capital at the Group's Parent Company;

f) Shall not be a manager of the Group;

g) It is not required to be a shareholder or employee of the Group;

h) Possesses good health, professional ethics, honesty, integrity, and an understanding and awareness of legal compliance;

i) Other standards and conditions as prescribed by other relevant laws.

Article 26. Authority and responsibilities of the Board of Supervisors

1. The Board of Supervisors has the powers and responsibilities as prescribed in Article ***45*** of the Charter, specifically as follows:

a) Supervise the financial situation of the Group, the legality of the activities of members of the Board of Directors, the General Director, and other managers, and the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders;

b) The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the Group, and shall be responsible to the General Meeting of Shareholders for the performance of assigned tasks;

c) Inspect the reasonableness, legality, honesty, and level of prudence in the management and administration of business activities; and the systematic, consistent, and appropriate nature of accounting, statistics, and financial statement preparation;

d) Appraise the completeness, legality, and honesty of the business performance reports, annual and semi-annual financial statements of the Group, and the report evaluating the management of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders;

e) Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Group.

f) Examine accounting books, accounting records, and other documents of the Group, and the management and administration of the Group's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article ***13*** of the Charter;

g) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 3, Article ***13*** of the Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders;

h) The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operations of the Board of Directors or cause disruption to the administration of the Group's business activities;

i) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Group's business activities;

j) Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, it must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and take measures to remedy the consequences;

k) Has the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Group;

l) Has the right to use independent consultants and the Group's internal audit department to perform assigned tasks;

m) The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

n) Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Group's financial statements;

o) In the event of discovering a violation of the law or the Charter by a member of the Board of Directors, the General Director, or other managers of the enterprise, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to terminate the violation and take measures to remedy the consequences;

p) Report to the General Meeting of Shareholders in accordance with the Law on Enterprises;

q) Perform other rights and obligations as prescribed by the Law on Enterprises, the Charter, and resolutions of the General Meeting of Shareholders.

2. Rights and obligations of the Head of the Board of Supervisors:

In addition to the powers and duties prescribed in Clause 1 of this Article, the Head of the Board of Supervisors has the following powers and duties:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders;

d) Perform other powers and duties as prescribed by law.

3. Right of the Board of Supervisors to be provided with information:

a) Meeting notices, ballots for collecting opinions of members of the Board of Directors, and accompanying documents must be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors;

b) Resolutions and meeting minutes of the General Meeting of Shareholders and the Board of Directors must be sent to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Group shall be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors;

d) Supervisors have the right to access records and documents of the Group kept at the head office, branches, and other locations; have the right to visit the workplaces of the Group's managers and employees during working hours;

e) The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Group at the request of members of the Board of Supervisors or the Board of Supervisors. The Corporate Governance Officer must ensure that all copies of resolutions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors.

4. Responsibilities of Supervisors:

a) Strictly comply with the law, the Group's Charter, decisions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and duties;

b) Perform assigned rights and duties honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Group and its shareholders;

c) Be loyal to the interests of the Group and its shareholders; must not use information, trade secrets, business opportunities of the Group, or abuse their position, title, and assets of the Group for personal gain or to serve the interests of other organizations or individuals;

d) In case of violating the obligations prescribed (above) and causing damage to the Group or others, the members of the Board of Supervisors must be personally or jointly liable to compensate for such damage;

e) All income and other benefits that a member of the Board of Supervisors directly or indirectly obtains due to a violation of the obligations prescribed in this Article must be returned to the Group.

f) In case of discovering that a member of the Board of Supervisors has violated their obligations in performing assigned rights and duties, the Board of Directors must notify the Board of Supervisors in writing, requesting the violator to terminate the violation and take measures to remedy the consequences.

Article 27. Appointment and Removal of Supervisors

The appointment, removal, and dismissal of Supervisors shall be carried out in accordance with the Charter. The details are as follows:

1. The eligibility and disqualification of Supervisors are stipulated in Article ***50*** of the Charter.

2. The term of office, number, and re-election of Supervisors are stipulated in Article ***43*** and Article ***44*** of the Charter.

3. The voting method for electing Supervisors is stipulated in Clause 4, Article ***43*** of the Charter.

Article 28. Remuneration for the Board of Supervisors

1. Supervisors shall be paid a salary or remuneration and be entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, and annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for reasonable expenses related to food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Supervisors shall be entitled to preferential treatment, welfare, and participation in the Group's activities like other officers and employees of the Group.

4. The salary and operating expenses of the Board of Supervisors shall be included in the Group's business expenses in accordance with the laws on corporate income tax and other relevant laws, and must be recorded as a separate item in the Group's annual financial statements.

Article 29. Operational Procedures of the Board of Supervisors

1. The operating procedures of the Board of Supervisors to exercise its rights and obligations are stipulated in Article ***45*** of the Charter, and the Head of the Board of Supervisors is responsible for specific implementation in accordance with the Regulation on the organization and operation of the Board of Supervisors approved as prescribed.

2. The minutes of the Board of Supervisors meetings must be detailed and clear. The secretary of the meeting and the attending members must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be archived as an important document of the Group to determine the responsibility of each member of the Board of Supervisors.

Article 30. Reports of the Board of Supervisors

1. The Board of Supervisors is responsible for reporting to the General Meeting of

Shareholders as prescribed.

2. The report of the Board of Supervisors shall be conducted under the direction of the Head of the Board of Supervisors based on the minutes of the Board of Supervisors.

3. The report of the Board of Supervisors must include the opinion of the Board of Directors in case of disagreement.

Chapter VI

PROCEDURES AND COORDINATION PROCESSES

Article 31. Working Principles

1. Members of the Board of Directors, ***Supervisors***, the General Director, and other Managers must be personally responsible during the performance of their assigned tasks and must seriously coordinate activities to protect the legal rights of shareholders and develop the Group.

2. All members have the right to reserve their concurring or dissenting opinions on a matter and are responsible for explaining such opinions when requested.

Article 32. Procedures and coordination processes of the Board of Supervisors

1. Regarding access to information and documents of the Group, the Board of Supervisors is obligated to clearly state the reasons in the written request for provision and must maintain absolute confidentiality of information obtained during the supervision of the Group's operations. Disclosure of such information shall only occur upon the request of a competent authority or with the consent of the General Meeting of Shareholders.

2. Such information and documents include, but are not limited to:

- Meeting invitations and related documents, and voting ballots for members of the Board of Directors;

- Minutes and Resolutions of the Board of Directors;

- Reports of the General Director;

- Information and documents on the management and administration of business operations;

- Business performance reports and financial statements;

- Evaluation reports on the management work of the Board of Directors;

And shall be provided according to the following principle: Documents of the Board of Directors and the General Director shall be sent to the Board of Supervisors at the same time as they are sent to members of the Board of Directors.

3. Regarding the Board of Management: The Board of Supervisors has the

function of inspection and supervision. The specific sequence and procedures are as follows:

a) The Board of Supervisors has the right to request the General Director and other managers to facilitate access to records and documents related to the Group's business operations at the headquarters or the place where records are stored.

b) Regarding the activities of the General Director, based on periodic activity reports and individual requests for information from the Board of Supervisors, the Board of Supervisors has the right to propose that the Board of Directors review the decisions of the General Director. In case there are signs of violation of the law or the Charter that may cause significant material damage or harm the Group's reputation, the Board of Supervisors has the right to send a notice to the General Director to request an immediate halt to the implementation of such decisions. Within one (01) hour from sending the request, the Board of Supervisors must notify the members of the Board of Directors of its opinion. The Chairman of the Board of Directors shall issue a notice regarding the suspension of the General Director's decisions.

c) Regarding information and documents on the management and administration of business operations, business performance reports, and financial statements, the written request of the Board of Supervisors must be sent to the Group at least 48 hours in advance.

d) Regarding the use of external independent consultants, the Board of Supervisors must provide information on the scope, value, and other material contents within 48 hours from the time of establishing such service.

4. Regarding the Board of Directors: The Board of Supervisors has the role of supervision, coordination, consultation, and providing full, timely, and accurate information. The specific sequence and procedures are as follows:

a) Regularly notify the Board of Directors of operational results (no longer than 1 quarter), and consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b) When inspecting and supervising, if any ongoing incident is discovered that causes damage to the Group's assets, the member of the Board of Supervisors shall propose remedial measures and report to the Head of the Board of Supervisors for timely direction. In case there is no better adjustment measure, the Head of the Board of Supervisors shall discuss with the Board of Directors to resolve the matter and is responsible for reporting to the General Meeting of Shareholders thereafter.

c) Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than 15 working days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Group. Depending on the severity and results of the aforementioned inspection, the Board of Supervisors shall discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Supervisors has the right to reserve its opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

d) Regarding proposals for amendments, supplements, or improvements to the organizational and management structure, the Board of Supervisors must send a written document along with related documents at least fifteen (15) working days prior to the expected date of receiving a response.

e) Regarding the verification of audited financial statements, the Board of Supervisors must provide written feedback within 07 days.

f) Regarding other records and documents sent by the Board of Directors to the Board of Supervisors for opinion, the Board of Supervisors shall respond within fifteen (15) working days.

Article 33. Procedures and coordination processes of the Board of Directors

1. Regarding the Board of Supervisors:

a) The program and content of the Board of Directors' meetings must be sent to ***Supervisors*** (if invited to the meeting) at the same time as they are sent to members of the Board of Directors.

b) Resolutions of the Board of Directors shall be sent to the Board of Supervisors (simultaneously with the time they are sent to the General Director) within 07 days from the date of establishment.

c) Regarding the Board of Supervisors's proposal on the number of members of the Board of Supervisors, the Board of Directors must provide written feedback within 07 days.

d) Regarding the proposal for selecting an independent auditor, the Board of Directors must provide written feedback within 07 days.

2. Regarding the Board of Management:

a) Regarding the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director about the coordination and use of resources at least 45 days in advance.

b) Regarding the Board of Directors' authorization of a manager in accordance with the Charter: (i) this content must be expressed through a Resolution or an authorization document bearing the majority of signatures of the members of the Board of Directors; (ii) the original copy must be sent to the General Director and informed to the Corporate Governance Officer; and (iii) it must meet other requirements of the law regarding authorization.

c) For matters that the Board of Directors must approve based on the General Director's proposal as prescribed in the Charter, the Board of Directors must respond within 07 days or another time limit agreed upon by the parties.

d) Decisions to temporarily suspend the General Director's decisions as prescribed must be made in writing by the Chairman of the Board of Directors and sent via registered mail or handed over in the presence of the Corporate Governance Officer.

e) The Board of Directors shall not establish a separate apparatus; when necessary, the Board of Directors shall use the personnel and equipment of the Group to serve the work of the Board of Directors after notifying the General Director. The notice must be made in writing and sent to the General Director at least 48 hours in advance.

f) In urgent cases, for purposes related to their duties, members of the Board of Directors have the right to request the General Director or other Managers in the Group to provide information on the Group's operations, provided that they obtain the consent of the Chairman of the Board of Directors. The request must be made in writing and sent to the General Director at least 24 hours in advance.

g) The Board of Directors is responsible for responding to proposals regarding the Charter, the Group's Corporate Governance Regulation, the organizational structure, and the number of Managers within 15 days.

h) For matters regarding the approval of transactions with Related Persons or Material Transactions, the Board of Directors must respond in writing within 07 days.

i) Regarding reports evaluating the General Director and members of the Board of Management, the Board of Directors must send the draft to the relevant individuals a reasonable time in advance.

j) In cases where a meeting of the Board of Directors invites members of the Board of Supervisors, members of the Board of Management, or any level of management, the Board of Directors is responsible for sending the meeting notice and preparatory materials (if any) at least 07 days in advance (via the Corporate Governance Officer).

k) Materials sent to solicit opinions from the General Director regarding the salary and other benefits of Managers, or personnel matters, must be sent at least 48 hours in advance.

l) Regarding expenditures and the use of the Board of Directors' budget, the Board of Directors must provide a written explanation of the reasonableness when submitting files and vouchers to the Group.

Article 34. Procedures and coordination processes of the Board of Management

1. For the Board of Directors:

a) The General Director and other members of the Board of Management are the executive body responsible for managing the Group's operations, ensuring that the Group operates normally and effectively.

b) The General Director has the right to decide on measures beyond their authority in emergency cases such as natural disasters, war, fire, or unexpected incidents, but must report in writing to the Board of Directors as soon as possible and be held accountable to the Board of Directors and the next General Meeting of Shareholders for those decisions.

c) The General Director has the right to refuse to implement and reserve their opinions regarding decisions of the Board of Directors if they determine that such decisions are contrary to the law or harmful to the interests of shareholders. In this case, the General Director must immediately submit a written explanation to the Board of Directors and the Board of Supervisors.

d) Before performing tasks that require the approval of the Board of Directors as stipulated in the Charter and this Regulation, the General Director shall submit a proposal to the Board of Directors 07 days in advance (it is encouraged to copy the Board of Supervisors).

e) Regarding requests for opinions on the salary and other benefits of Managers, the General Director shall submit them at least 07 days in advance.

2. For the Board of Supervisors:

The General Director and other members of the Board of Management are responsible for receiving and cooperating in the work.

Chapter VII

ASSESSMENT OF PERFORMANCE, REWARDS AND DISCIPLINARY ACTIONS

Article 35. Performance evaluation

1. The Board of Directors determines the performance evaluation criteria for all members of the Board of Directors, the General Director, and other managers of the Board of Management.

2. Performance evaluation criteria must harmonize the interests of the Board of Management personnel with the long-term interests of the Group and shareholders. Financial and non-financial indicators used in the evaluation are carefully considered by the Board of Directors and decided upon from time to time. In particular, non-financial indicators may be classified by areas such as stakeholders, operational processes and efficiency, internal growth, and knowledge management.

3. Annually, based on assigned functions, duties, and established evaluation criteria, the Board of Directors organizes the performance evaluation of members of the Board of Directors and the Board of Management in accordance with regulations.

Article 36. Rewards

1. The Board of Directors decides on the reward system. Rewards are implemented based on the performance evaluation results of this Regulation.

2. Subjects: individuals according to the reward scheme stipulated by the Board of Directors.

3. Forms of reward:

a) In cash;

b) In shares via an option method (if any).

4. The source of reward funds shall be deducted from the Group's reward and welfare fund and other legal sources, or shall be calculated as pre-tax expenses in accordance with relevant legal regulations. The reward level is based on the actual situation of each year, and the General Director shall propose it to the Board of Directors for approval.

Article 37. Discipline

1. The Board of Directors decides on the disciplinary system based on the nature and severity of the violation. The highest form of discipline shall be removal or dismissal.

2. Members of the Board of Directors, the Board of Supervisors, and the Board of Management who fail to complete their duties with honesty, diligence, caution, and full responsibility shall be held personally liable for the damages they cause.

3. Members of the Board of Directors, the Board of Supervisors, and the Board of Management who, while performing their duties, commit acts that violate legal regulations or the Group's regulations shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the disciplinary system and legal regulations. In cases where damages are caused to the interests of the Group, shareholders, or others, they shall be liable for compensation in accordance with the law.

Chapter VIII

GENERAL PROVISIONS

Article 38. Amendment and supplementation of the regulation

1. Any amendment or supplementation to this Regulation must be approved by the General Meeting of Shareholders or delegated to the Board of Directors for consideration and decision.

2. In the event that any legal provisions relating to the operations of the Group are not provided for in the Charter of the Group or this Regulation, or where any newly issued legal provisions differ from the provisions of this Regulation, such legal provisions shall automatically apply immediately upon taking effect and govern the operations of the Group.

Article 39. Effective date

1. This regulation consists of 8 chapters and 39 articles, and was unanimously approved by the 2026 Annual General Meeting of Shareholders of Vietnam

Rubber Group - Joint Stock Company on June 17, 2026, with full consent to the effectiveness of the entire text of this Regulation.

2. This regulation is established in 10 copies, each having equal validity.

3. This regulation is the sole and official regulation of the Group.

4. Copies or extracts of the Internal Regulation on Corporate Governance of the Group must be signed by the Chairperson of the Board of Directors or at least one-half of the total members of the Board of Directors to be valid.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN