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REGULATION ON ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY

Head Office: Tan Phu Commune, Tay Ninh Province

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I. PURPOSE

This Regulation stipulates the organizational and personal structure, principles of operation, duties, and powers of the Board of Directors (BOD) and its members, ensuring compliance with the provisions of the Enterprise Law, the Company Charter, and other relevant legal regulations.

II. SCOPE

This Regulation applies to the BOD, Members of the BOD, Boards, Committees, supporting units/departments under the BOD, and other related individuals and entities.

III. REFERENCE DOCUMENTS

III.1. Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented.

III.2. Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented.

III.3. Government Decree No. 155/2020/ND-CP dated 31 December 2020, detailing the implementation of certain articles of the Law on Securities, as amended and supplemented.

III.4. Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance, providing guidance on certain corporate governance matters applicable to public companies.

III.5. The Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company in effect as of the date of issuance of these Regulations.

III.6. Vietnam Corporate Governance Code (VNCG Code) 2026.

IV. INTERPRETATION OF TERMS

IV.1. In this regulation, the following terms shall be understood as follows:

a) Company: Refers to Thanh Thanh Cong - Bien Hoa Joint Stock Company.

b) GMS: Abbreviation for the General Meeting of Shareholders.

c) Company's Charter: Refers to the Charter of Thanh Thanh Cong - Bien Hoa Joint Stock Company.

d) Member Units: include the legal entities specified in the Regulation on the Management of Member Units.

e) BOD: Abbreviation for the Board of Directors

f) Law on Enterprises: Refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.

g) Law on Securities: Refers to the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019.

h) Designated Representative: means an individual as defined in the Regulations on the Management of Designated Representatives

i) Manager: Refers to the individuals managing the Company, including the Chairman (Chairlady) of the BOD, BOD members, General Director and the individuals holding other managerial positions as prescribed in the Company's Charter.

j) Executive: includes the individuals specified in the Regulations on the Organization and Executive Management of the Company.

k) Related Person: Refers to individuals or organizations defined in Clause 46, Article 4 of the Law on Securities.

l) AgriS Group: comprises the Company and the Member Units operating within the AgriS ecosystem.

m) GD: Abbreviation for General Director.

n) Regulatory Document (VBLQ): means a document containing internal rules and regulations.

IV.2. In this Regulation, references to one or more articles or legal documents shall include amendments, supplements, or replacements of those documents.

IV.3. The titles (chapters, articles of this Regulation) are used for ease of understanding and do not affect the content of this Regulation.

IV.4. Any words or terms defined in the Lawon Enterprises, Law on Securities (unless inconsistent with the subject or context) shall have the same meaning in this Regulation.

V. COMPLIANCE

V.1. The Company's employees and employees of companies providing services to the Company must strictly comply with the provisions of this Regulation. In the event of a violation, the violator shall be subject to disciplinary action in accordance with the Company's Internal Labor Regulations and/or Regulations on Handling Violations (if any), and/or documents governing Integrity Commitments and Non-Disclosure Agreement. Depending on the severity of the violation and the violator concerned, the GMS, the BOD, or the Executive Board shall determine the appropriate action on a case-by-case basis.

V.2. Where this Regulation refers to provisions contained in the Company's internal Regulatory Documents and such documents are amended, supplemented, or replaced from time to time, the relevant references in these Regulations shall automatically be construed as references to the corresponding amended, supplemented, or replacement Regulatory Documents.

V.3. Where any provision of this Regulation is inconsistent or conflicts with applicable law, including where applicable law has changed but this Regulation has not yet been amended or supplemented accordingly, the applicable provisions of law shall prevail.

VI. CONTENT

VI.1. Principles of Organization and Operation of the Board of Directors

The organization and operation of the BOD must adhere to the following principles:

VI.1.1 The BOD operates on a collective basis. Each member of the BOD is individually responsible for their assigned tasks and collectively accountable to the GMS and the law for the resolutions and decisions of the BOD regarding the Company's development.

VI.1.2 The BOD must perform its assigned rights and duties with honesty, prudence, and in the best manner to ensure the maximum legitimate interests of shareholders and the Company. Simultaneously, it must avoid conflicts of interest that may cause damage to the Company.

VI.1.3 The BOD assigns responsibilities to its members, Boards, Committees, Departments/Units under the BOD, the General Director, and other managers or executives to implement and execute the resolutions and decisions of the BOD.

VI.2. Members of the Board of Directors

VI.2.1 Rights and Obligations of BOD Members

a) BOD members are entitled to all rights stipulated in the Securities Law, relevant legal regulations, the Company's Charter, resolutions of the GMS, resolutions of the BOD, and the Company's internal regulations and policies, including the right to access information and documents regarding the financial status and business activities of the Company and its subsidiaries.

b) BOD members have the rights and obligations stipulated in the Company's Charter and the following additional rights and obligations:

   i) Performing their duties honestly, prudently, and in the best interests of shareholders and the Company;

   ii) Attending all BOD meetings, directly participating in discussions and voting, or submitting their voting opinions (if absent) for decisions on meeting agenda items, and bearing personal responsibility before the law, the GMS, and the BOD for their expressed opinions;

   iii) Promptly and fully reporting to the BOD on any remuneration received from subsidiaries, affiliated companies, and other organizations;

   iv) Reporting to the BOD at the next meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds at least 50% of the charter capital, with the BOD member or their related persons; transactions between the Company and any company where the BOD member was a founding member or held a management position in the past three years prior to the transaction;

   v) Disclosing information when conducting transactions involving the Company's shares in accordance with the law;

   vi) Analyzing and assessing the Company's operational and business performance and providing input on the formulation of annual, quarterly, and monthly business plans and objectives;

vii) Being assigned responsibility by the BOD for one or more specific areas of its operations and being authorized to make decisions and sign documents related to those assigned areas;

viii) Reporting to the State Securities Commission of Viet Nam and disclosing information on share transactions between themselves and their related persons in accordance with legal regulations.

ix) During and after their tenure as a member of the BOD, unless otherwise required by law, each Board member shall comply with the Company's regulations on information disclosure and confidentiality and any confidentiality agreements entered into with the Company.

c) In addition to the rights and obligations stated in Point a, b of this Clauses, each independent BOD members are responsible for preparing evaluation reports on the performance of the BOD.

VI.2.2 Continuous Professional Development of Board Members

a) Newly elected, appointed, or designated Board members shall be provided with an appropriate induction program to ensure that they are fully informed of the Company's organizational model, development strategy, ownership structure, financial position, governance system, decision-making mechanisms, material risks, the rights and obligations of Board members, and other matters necessary for the performance of their duties;

b) Board members shall proactively update the knowledge and skills necessary in relation to laws and regulations, corporate governance, finance, internal control, risk management, sustainable development, technology, information security, artificial intelligence, market trends, and other material matters relevant to the Company's operations;

c) The Board of Directors shall consider, encourage, and provide appropriate support for Board members to participate in training, professional development, or refresher programs within and outside the Company, in accordance with the Company's budget, internal policies, and governance needs.

VI.2.3 Board Members' Right to Information

a) In compliance with the provisions of the Company's Charter, this Regulation, and the Company's other internal regulations and polities, a Board member has the right to request the General Director, Deputy General Director, and other Managers of the Company to provide information and documents regarding the financial position and business operations of the Company and its internal units.

b) The Manager receiving such request shall provide the requested information and documents in a timely, complete, and accurate manner. The process and procedures for requesting and providing information shall be governed by the Company's Charter.

VI.2.4 Term and Number of Board Members

a) The number of BOD members shall be at least three (03) and no more than eleven (11). The specific number of BOD members in each term shall be decided by the GMS.

b) The term of office for a BOD member shall not exceed five (05) years; BOD members may be re-elected for an unlimited number of terms. An individual may serve as an independent BOD member of a company for no more than two (02) consecutive terms.

c) In the event that all BOD members simultaneously complete their terms, they shall continue to serve as BOD members until new members are elected and take over their responsibilities.

d) The number of non-executive BOD members shall be at least one-half (½) of the total number of BOD members. The number of independent BOD members shall be determined in accordance with Clause 4, Article 276 of Decree No. 155/2020/NĐ-CP. The rights, obligations, organizational structure, and operational coordination of independent BOD members shall be determined in accordance with applicable laws, the Company's Charter, the Internal Corporate Governance Regulations, and this Regulation.

VI.2.5 Standards and Conditions for Members of the Board of Directors

a) Members of the BOD must meet the following standards and conditions prescribed by the Company's Charter and Clause VI.3.3 of the Internal Regulation on Corporate Governance.

VI.2.6 Standards and Conditions for Independent Members of the Board of Directors

a) In addition to the standards and conditions stipulated in Clause VI.2.5 of this Article, an independent BOD member must also meet the following additional standards and conditions:

   i) Must not be currently working for the Company, its parent company, or subsidiaries; must not have worked for the Company, its parent company, or subsidiaries for at least the past three consecutive years.

   ii) Must not be receiving salary or remuneration from the Company, except for allowances granted to BOD members as prescribed.

   iii) Must not have a spouse, biological or adoptive parent, biological or adoptive child, biological or adoptive sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries.

   iv) Must not directly or indirectly own at least 1% of the total voting shares of the Company.

   v) Must not have previously served as a member of the BOD or the Supervisory Board of the Company for at least the past five consecutive years, except when continuously appointed for two consecutive terms.

   vi) Must comply with other standards and conditions stipulated in the Company's Charter and the Internal Corporate Governance Regulations.

b) Independent members of the BOD must notify the BOD if they no longer meet the standards and conditions specified in Clause 2 of this Article. They shall automatically cease to be independent BOD members from the date they fail to meet these standards and conditions.

c) The BOD shall notify the next GMS that an independent Board member no longer satisfies the applicable criteria and conditions, or convene a GMS to elect an additional or replacement independent Board member in compliance with the Company's Charter.

VI.2.7 Chairman (Chairlady) of the Board of Directors

a) The Chairman (Chairlady) of the BOD shall be elected, dismissed, or removed by the BOD from among the BOD members.

b) The Chairman (Chairlady) of the BOD shall not concurrently hold the position of CEO.

c) Chairman (Chairlady) of the BOD shall have the following rights and responsibilities:

i) Developing strategies and plans for the BOD' activities.;

ii) Preparing the agenda, contents, and documents for meetings; convening, presiding over, and chairing BOD meetings;

iii) Organizing the approval of resolutions and decisions of the BOD

iv) Supervising the implementation of resolutions and decisions of the BOD;

v) Presiding over the GMS;

vi) On behalf of the BOD, sign resolutions and decisions of the BOD;

vii) Exercising other rights and responsibilities as prescribed by the Law on Enterprises, the Company's Charter, GMS resolutions, BOD resolutions, and the company's internal regulations and policies.

d) In the event that the Chairman (Chairlady) of the BOD resigns, is dismissed, removed, or ceases to be a BOD member, the BOD must elect a replacement within 30 days from the date of receiving the resignation letter or the date of dismissal or removal. If the Chairman (Chairlady) of the BOD is absent or unable to fulfill their duties, they must provide written authorization for the Standing Vice Chairman (Standing Vice Chairlady) of the BOD or another member to perform the Chairman's (Chairlady's rights and responsibilities as stipulated in the Charter. If no authorized person is designated, or if the Chairman (Chairlady) passes away, goes missing, is temporarily detained, is serving a prison sentence, is subject to compulsory rehabilitation or educational measures, has fled residence, has restricted or lost legal capacity, has difficulties in perception or behavior control, or is prohibited by a court from holding positions or engaging in certain professions, the remaining members shall elect one among them to temporarily assume the position of Chairman (Chairlady) of the BOD based on a majority vote until a new decision is made by the BOD.

e) When deemed necessary, the BOD shall decide on the appointment of a Company Secretary. The Company Secretary shall have the following rights and responsibilities:

i) Assisting in organizing and convening GMS and BOD meetings; recording meeting minutes;
ii) Supporting BOD members in fulfilling their assigned rights and responsibilities;
iii) Assisting the BOD in applying and implementing corporate governance principles;
iv) Supporting the company in shareholder relations and protecting the legal rights and interests of shareholders, ensuring compliance with information disclosure obligations and administrative procedures;
v) Exercising other rights and responsibilities as prescribed by law and the Company's Charter.

VI.2.8 Responsibilities and Authority of the Vice Chairman (Vice Chairlady) of the Board of Directors (if any)

The Standing Vice Chairman (Standing Vice Chairlady) of the BOD (if any) or the Vice Chairmen (Vice Chairladies) of the BOD (if any) shall be elected, dismissed, or removed by the BOD from among the BOD members. The Standing Vice Chairman (Standing Vice Chairlady) of the BOD or the Vice Chairmen (Vice Chairladies) of the BOD shall have the following responsibilities and authority:

a) Advising the Chairman (Chairlady) of the BOD on corporate governance matters and assisting the Chairman (Chairlady) of the BOD in managing the activities of the BOD.
b) Being assigned by the BOD to be in charge of one or more areas of the BOD's activities and being authorized to make decisions and sign certain documents related to the areas under their responsibility.
c) Replacing the Chairman (Chairlady) of the BOD in convening and presiding over BOD meetings, managing BOD activities, and performing corporate governance functions when the Chairman (Chairlady) is absent, provided that such replacement has been authorized in writing by the Chairman (Chairlady) of the BOD.
d) Exercising other rights and fulfilling other responsibilities as prescribed by applicable laws, resolutions of the GMS, resolutions of the BOD, the Charter, the Internal Corporate Governance Regulations, and this Regulation.

VI.2.9 Dismissal, Removal, Replacement, and Supplementation of BOD Members

a) A BOD member shall be dismissed in the following cases:
   - Failing to meet the qualifications and conditions to be a BOD member as prescribed by the Enterprise Law, the Company's Charter, the Internal Corporate Governance Regulations, and this Regulation;
   - Submitting a resignation letter that has been approved.
b) A BOD member shall be removed if they do not participate in BOD activities for six (06) consecutive months, except in cases of force majeure.
c) A BOD member shall automatically lose their membership in the following cases:
   - Upon the expiration of their term;

- Death or being declared deceased by a court;
- Being declared missing by a court;
- Being declared legally incapacitated by a court;
- Being declared as having difficulty in perception and behavior control by a court; or
- Being declared as having restricted legal capacity by a court.
- Other cases as prescribed by law.

d) If deemed necessary, the GMS shall decide to replace, dismiss, or remove a BOD member beyond the cases specified in Point a and b of this Clause.

e) The BOD must convene an extraordinary GMS to elect additional BOD members in the following cases:

i) The BOD must convene a GMS meeting within sixty (60) days from the date the number of BOD members is reduced by more than one-third (1/3) of the total number of BOD members specified in Clause VI.2.4 of this Regulation.

ii) The number of independent BOD members falls below the ratio specified in Clause VI.2.4 of this Regulation.

iii) Except for the cases specified in item (i) and (ii) of this Point and the cases of additional BOD member elections under this Regulation, the GMS shall elect a new member to replace the dismissed, removed, or disqualified BOD member at the next meeting.

VI.2.10 Method of Election, Dismissal, and Removal of Board Members

a) Nomination and candidacy for the BOD:

i) Shareholders or groups of shareholders satisfying the conditions prescribed in Clause 2, Article 24 of the Company's Charter shall have the right to nominate candidates for election to the BOD and must notify the BOD of such nomination no later than three (03) Business Days before the opening date of the GMS or the date on which the written ballot for the election of Board members is circulated.

ii) Based on the number of Board members determined by the GMS, a shareholder or group of shareholders specified in Clause 2, Article 24 of the Company's Charter shall be entitled to nominate one or more candidates for election to the BOD, provided that the number of nominees does not exceed the maximum permitted under the Company's Charter. If the number of candidates nominated or self-nominated remains insufficient, the incumbent BOD shall introduce additional candidates or arrange for further nominations in accordance with the Company's Charter. The introduction of additional candidates by the incumbent BOD must be clearly disclosed before the GMS votes on the election of Board members, in accordance with applicable law.

b) Method of Election for BOD Members:

i) The voting for BOD members shall be conducted either through proportional voting based on shareholding percentage or by cumulative voting. Before the GMS or the questionnaire survey for BOD election, the BOD shall decide on the appropriate voting method in accordance with the Charter.

ii) If cumulative voting is applied, each shareholder or authorized representative shall have a total number of votes equal to their total shares multiplied by the number of BOD members to be elected. The shareholder may allocate all of their votes to one or multiple candidates.
The cumulative voting method shall be defined by the BOD in the Election Regulations and submitted to the GMS for approval before the election.

iii) Elected BOD members shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of BOD members is fulfilled (ensuring compliance with the minimum number of independent BOD members as required by the Charter). Candidates must receive at least one (1) vote. To satisfy the minimum requirement of independent BOD members per Point d of Clause VI.2.4 of this Regulation, independent BOD members shall be selected first (ranked by the highest vote count among independent candidates). Once the required number of independent members is fulfilled, the remaining BOD members shall be selected based on the highest vote count (including both non-independent and remaining independent candidates).

iv) In cases where two (2) or more candidates receive the same number of votes for the final BOD position, a re-election shall be conducted among those candidates or selected based on the criteria stated in the Election Regulations. If the required number of BOD members or independent BOD members is not met, the GMS shall conduct re-elections until the required number is fulfilled.

c) The voting for the dismissal and removal of BOD members shall be decided by the GMS through a voting method based on shareholding percentage.

VI.2.11 Notification of Election, Dismissal, and Removal of BOD Members

a) In cases where candidates for the BOD have been determined in advance, the Company must disclose relevant information about these candidates at least ten (10) days before the GMS on the Company's official website. This allows shareholders to review the candidates before voting.

b) BOD candidates must provide a written commitment ensuring the truthfulness and accuracy of their disclosed personal information. They must also commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as BOD members.

c) The disclosed information regarding BOD candidates includes:

i) Full name, date of birth.

ii) Professional qualifications.

iii) Work experience.

iv) Other managerial positions (including directorship and other executive roles in other companies).

v) Relevant interests related to the Company and its affiliated entities.

vi) Information on other companies where the candidate holds a directorship or managerial position, as well as any related interests (if any).

vii) Other information (if applicable) as required by law.

d) The notification of election results, dismissal, and removal of BOD members shall comply with applicable regulations on information disclosure.

VI.3. Board of Director

VI.3.1 Organizational Structure of the Board of Directors

a) One (01) Chairman (Chairlady) of the BOD.

b) One (01) Standing Vice Chairman (Standing Vice Chairlady) of the BOD (optional, as decided by the BOD from time to time).

c) Vice Chairmen (Vice Chairladies) of the BOD (optional, as decided by the BOD from time to time).

d) Members of the BOD.

VI.3.2 Role and Functions of the Board of Directors

a) The BOD is the Company's highest governing body. The BOD represents the ownership interests of the AgriS Group's owners in the Member Units and has the primary role of providing strategic direction and oversight to ensure the achievement of strategic objectives, the interests of the Company and the AgriS Group as a whole, and sustainable development.

b) Governance Functions of the BOD

i) Defining strategic directions, setting objectives, and establishing development solutions and policies for the Company and its subsidiaries in the medium and long term, as well as for each period.

ii) Directing the preparation and approval of the annual business and financial plan.

iii) Guiding the development and issuance of regulatory documents to translate state laws into the Company's legal framework, ensuring appropriate governance of all Company activities within its authority.

iv) Directing and overseeing the implementation of development strategies, business objectives, and financial plans for the Company and its subsidiaries in each financial year.

v) Establishing and improving the organizational structure and operational mechanisms to align with the Company's and subsidiaries' development requirements over time.

vi) Developing, nurturing, and managing a structured workforce, including succession planning for positions under the BOD's appointment authority, while directing the Executive Board to build a talent pool that meets the Company's development needs.

c) Management Functions of the BOD

i) Representing the GMS in managing the Company, overseeing the CEO and other executives in complying with the law, adhering to regulations, and implementing the resolutions and decisions of the BOD.

ii) Monitoring and managing shareholders, shares, stock transactions, and the Company's assets, including the transfer of share ownership.

iii) Closely monitoring and managing the use of the Company's funds, including investment capital allocation over different periods. Based on proposals from BOD members or the CEO, the BOD may determine measures to adjust capital usage in a safe and efficient manner.

iv) Supervising, managing, and ensuring the transparent, efficient, and lawful use of financial resources for purchasing, constructing, and upgrading the Company's fixed assets, in accordance with legal and Charter provisions.

v) Directly receiving and addressing issues reported by the Company's capital representatives at Member Units.

VI.3.3 Powers and Responsibilities of the Board of Directors

a) The powers and responsibilities of the BOD are regulated by law, the Company's Charter, and Clause VI.3.1 (b) of the Internal Regulation on Corporate Governance.

b) The BOD approves resolutions and decisions through voting at meetings, by written resolution, or other methods stipulated by the Company's Charter. Each BOD member has one vote.

c) If a resolution or decision approved by the BOD violates the law, a GMS resolution, or the Company's Charter, causes damage to the Company, the members who voted in favor of the resolution or decision shall bear joint and personal liability and must compensate the Company for any damages incurred. Members who opposed the resolution or decision shall be exempt from liability. In such cases, shareholders have the right to request the court to suspend or annul the resolution or decision.

VI.3.4 Responsibilities and powers of the Board of Directors in approving and signing transaction contract

a) The BOD shall approve contracts and transactions with a value of less than 35% of the total asset value recorded in the latest financial statements and that do not result in the total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the latest financial statements between the Company and any of the following parties:

i) Members of the BOD, the CEO, enterprise managers, and their related persons;

ii) Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;

iii) Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise

Law.

b) The key contents of the contracts and transactions specified in Point a of this Clause, as well as the relationships and interests of the BOD members and their related persons, must be reported to the BOD by the Company's representative signing the contract or transaction, along with a draft contract or key transaction details. The BOD shall approve such contracts and transactions within 15 days from the date of receipt of the notification. The approval shall be granted by a majority vote of the BOD members who do not have related interests in the transaction.

VI.3.5 Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders (EGM)

a) The BOD must convene an EGM in the following cases:
   i) When the BOD deems it necessary for the benefit of the Company;
   ii) When the remaining number of BOD members is less than the minimum number required by law;
   iii) When the number of remaining independent BOD members is less than the minimum required by law or fewer than two members, whichever occurs first;
   iv) When a shareholder or a group of shareholders as prescribed in Clause 3, Article 11 of the Company's Charter requests in writing to convene a GMS. The written request must clearly state the reasons and purpose of the meeting, include all the necessary contents as specified in Clause 4, Article 115 of the Enterprise Law, and bear the signatures of all relevant shareholders. If the request is made in multiple copies, the signatures of all relevant shareholders and all information as prescribed at Clause 3, Article 13 of the Company's Charter must be collected;
   v) Other cases as prescribed by law.

b) The BOD must convene the EGM within 60 days from the date the number of remaining BOD members falls below the minimum as stated in iterm (ii) of Point a of this Article. The BOD must also convene the EGM within 60 days from the date the number of remaining independent BOD members falls below the minimum as stated in item (iii or upon receiving a request as stipulated in item (iv) of Point a of this Clause. This provision does not apply in cases where an independent BOD member no longer meets the eligibility requirements under Clause 3, Article 155 of the Enterprise Law. In such cases, the BOD has the right to choose one of the actions specified in Clause 3, Article 155 of the Enterprise Law.

c) The person convening the EGM must perform the following tasks:
   i) Preparing the list of shareholders eligible to attend the EGM;
   ii) Providing information and handling complaints related to the list of shareholders;
   iii) Preparing the agenda and contents of the meeting;
   iv) Determining the time and location for holding the meeting;

v) Preparing materials for the meeting and draft resolutions of the GMS based on the proposed meeting agenda, as well as the list and detailed information of candidates in case of an election for BOD members;

vi) Notifying and sending meeting invitation announcement to all eligible shareholders;

vii) Carrying out other necessary tasks to organize the meeting.

VI.3.6 Committees of the Board of Directors

a) The BOD may establish Committees to support its operations, including but not limited to the Audit Committee, Sustainable Development Committee (ESG), Human Resources Committee, and other Boards, Committees, or supporting units of the BOD. The number, terms, qualifications, and conditions for members of each Boards, Committees, or supporting unit shall be determined by the BOD.

b) The BOD stipulates in detail the establishment and issuance of organizational and operational regulations for Boards, Committees, or supporting units under the BOD, including but not limited to the responsibilities of each Board, Committee, or supporting unit, the responsibilities of the members of each Board, Committee, or supporting unit, organizational structure, meeting and voting procedures, decision-making mechanisms, remuneration, evaluation, and other issues related to the Boards, Committees, or supporting units. The activities of the Boards, Committees, or supporting units must comply with the regulations of the BOD.

c) Boards, Committees, or supporting units shall hold regular meetings to plan activities, execute tasks assigned by the BOD, and report to the BOD at the end of the fiscal year or upon request. The quarterly regular meetings of the Boards, Committees, or supporting units must be held before the BOD's quarterly meetings.

The BOD may assess the effectiveness of the members of the Boards, Committees, or supporting units periodically or at any given time.

d) The BOD may participate in meetings of the Boards, Committees, or supporting units.

VI.3.7 Succession Planning for Key Governance and Executive Positions

a) The BOD shall review, approve, and oversee the development of succession plans for the Chairperson of the BOD, Board members, the General Director, and other key managerial positions falling within the authority of the BOD, to ensure continuity in governance and executive management and mitigate the risk of disruption to the Company's operations.

b) Succession plans shall be developed based on the Company's strategic needs, organizational model, competency requirements, internal human resources, capacity to develop a pipeline of successors, and contingency arrangements for unexpected personnel changes.

c) The BOD may assign the Human Resources Committee or other supporting Committees to review, update, and report on succession plans periodically or on an ad hoc basis, as requested by the BOD.

VI.3.8 Engagement of Independent Advisers and Access to Resources Supporting the BOD

a) The BOD, the Chairperson of the BOD, independent Board members, Committees, and supporting departments of the BOD may request the engagement of independent advisory firms, experts, legal, financial, technical or governance advisers, or other professional resources where necessary to support the review, assessment, or formulation of recommendations concerning complex matters within the authority of the BOD.

b) Independent advisers and supporting resources shall be engaged in the best interests of the Company and in accordance with the assigned scope of work, approved budget, the Company's internal procedures, and information confidentiality requirements.

c) The General Director, the Executive Board, and relevant units and individuals shall coordinate and provide information, documents, and reasonable working arrangements in response to reasonable requests from the BOD, the Chairperson of the BOD, independent Board members, and supporting departments of the BOD, for the engagement of the independent advisers and supporting resources referred to in this Clause.

VI.4. Meetings of The Board of Directors

VI.4.1 Procedures for Organizing BOD Meetings

a) The Chairperson of the BOD shall be elected in the first meeting of the BOD within 07 working days from the date of the completion of the BOD election. This meeting shall be convened and chaired by the member who receives the highest number or percentage of votes. In the case of multiple members receiving the highest and equal votes, the members shall vote based on the majority principle to select one person among them to convene the BOD meeting.

b) The BOD shall meet at least once per quarter, at least 06 times per year and may convene extraordinary meetings. The BOD must establish an annual schedule for regular meetings.

c) The agenda of regular meetings shall include:

i) Evaluating the previous period's performance, approving, and discussing measures for the implementation of the current period's action plan.

ii) Discussing and deciding on matters related to the implementation of the Company's long-term development objectives under the authority of the BOD.

iii) Approving new regulations or amendments within the authority of the BOD.

iv) Discussing and deciding on other matters related to the responsibilities and authority of the BOD.

d) Cases requiring an extraordinary BOD meeting: The Chairperson of the BOD shall convene an extraordinary BOD meeting under any of the following circumstances:

i) Upon the request of an independent BOD member.

ii) Upon the request of the General Director or at least five (05) other management personnel.

iii) Upon the request of at least two (02) BOD members.

iv) Upon the request of an independent audit firm conducting an audit of the Company's financial statements.

v) When the BOD deems it necessary for the Company's interests.

Any requests under Point d of this Clause must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the BOD.

e) The Chairperson of the BOD must convene the BOD meeting within 07 working days from the date of receiving the request specified in Point d of this Clause. If the Chairperson fails to convene the meeting, he/she shall be held accountable for any damage to the Company. The requesting party may replace the Chairperson in convening the BOD meeting.

f) The Chairperson of the BOD is responsible for convening BOD meetings, preparing the agenda, determining the time and location of the meeting. If necessary, the Chairperson may delegate this responsibility to another BOD member while remaining accountable for such delegation.

g) The Chairperson of the BOD or the convener must send a meeting invitation announcement at least 02 working days before the meeting date. The meeting invitation announcement must specify the time and location, the agenda, topics for discussion, and decisions. The announcement must include the meeting documents and the voting cards for BOD members.

h) The meeting invitation announcement may be sent via written invitation, telephone, fax, electronic means, or other methods ensuring delivery to the registered contact address of each BOD member.

i) The BOD may collect opinions from BOD members by questionnaire survey via email or through the Company's information system in accordance with conditions and procedures issued by the BOD.

j) In addition to the meetings prescribed in this Article, the BOD may hold informal meetings or discussions on specialized topics that do not require official convening, organization, or minute-taking as specified in Article 28 of the Company's Charter. Such discussions shall not be considered official BOD meetings for issuing resolutions or voting on any matters.

k) Non-executive Board members shall meet at least once without the presence of executive Board members to review or discuss executive management matters.

l) Meetings of the Board of Directors may be held online, in person, in a hybrid format combining in-person and online participation, or in any other form as determined by the Chairperson of the Board of Directors.

m) In addition, the procedures for convening and conducting meetings of the Board of Directors shall comply with the Charter and the Internal Regulations on Corporate Governance.

VI.4.2 Conditions for conducting meetings and voting procedures in the BODs' Meetings

a) In accordance with Clause VI.3.9 of the Internal Regulations on Corporate Governance.

b) Board members shall attend all meetings of the BOD. A Board member may authorize another person to attend and vote on their behalf, subject to the approval of a majority of the Board members.

VI.4.3 Minutes of meetings and resolutions of the Board of Directors

a) In accordance with Clause VI.3.10 of the Internal Regulations on Corporate Governance.

VI.5. Reporting and Disclosure of Benefits

VI.5.1 Annual Reporting

a) The BOD must report to the GMS on its operational results in accordance with Point c, Clause 2, Article 14 of the Company's Charter, ensuring the inclusion of the following:

i) Remuneration, operational expenses, and other benefits of the BOD and each BOD member.

ii) Summary of BOD meetings and decisions made by the BOD.

iii) Report on transactions between the Company, its subsidiaries, and companies in which the Company holds more than 50% of the charter capital, with BOD members and their related persons; transactions between the Company and entities where a BOD member is a founding member or has held a managerial position within the last three years prior to the transaction.

iv) Activities of independent BOD members and their evaluations of the BOD's performance.

v) Evaluation of the Company's management and operations conducted by the Executive Board.

vi) Activities of the Audit Committee and other committees under the BOD.

vii) Supervision results of the General Director and other executives.

viii) Others matter as prescribed in the Company's Charter and Internal Regulation of Corporate Governance.

b) The reports specified in Point a of this Clause, along with the audit reports, shall be retained at the Company's headquarters in an appropriate format, in accordance with legal regulations.

VI.5.2 Remuneration, bonuses, and other benefits of the Board of Directors members

a) In accordance with Clause VI.3.7 of the Internal Regulation on Corporate Governance.

VI.5.3 Disclosure of related interests

Unless otherwise stipulated in the Company's Charter with stricter provisions, the disclosure of interests and related persons within the Company shall be carried out as follows:

a) Members of the BOD must declare their related interests with the Company, including:

i) The name, business registration number, registered headquarters address, and business activities of any company in which they hold shares or contributed capital; as well as the percentage and date of ownership of such shares or contributed capital.

ii) The name, business registration number, registered headquarters address, and business activities of any company in which their related persons jointly or individually own more than 10% of the charter capital.

b) The declaration stipulated in Point a of this Clause must be completed within seven (07) working days from the date the related interest arises. Any amendments or additions must be reported to the Company within seven (07) working days from the date of such amendments or additions.

c) Any BOD member acting on their own behalf or on behalf of another person to conduct business within the Company's operational scope must disclose the nature and content of such business to the BOD and may only proceed upon approval by the majority of the remaining BOD members. If a BOD member carries out such activities without disclosure or without the majority's approval, all income derived from such activities shall belong to the Company.

VI.6. Performance Evaluation of the Board of Directors

VI.6.1 The BOD shall periodically evaluate the performance of the BOD, its Committees, the Chairperson of the BOD, and each Board member to enhance the quality of governance and oversight and the achievement of the Company's strategic objectives.

VI.6.2 The evaluation shall be conducted based on objective criteria consistent with applicable law, the Company's Charter, this Regulation, approved performance objectives, and good corporate governance practices.

VI.6.3 The evaluation shall include, without limitation, the ability to perform assigned duties; the level of participation in and contribution to the activities of the BOD; the effectiveness of oversight; independence in reviewing matters and making decisions; and compliance with professional ethical standards and the obligations of Board members.

VI.6.4 The BOD may conduct an internal evaluation or engage an independent organization or expert to assist with the evaluation where deemed necessary.

VI.6.5 The evaluation results shall serve as a basis for the BOD to consider measures to improve its performance, develop the capabilities of Board members, and enhance the Company's organizational structure, operating mechanisms, and corporate governance regulations.

VI.6.6 The evaluation process shall ensure objectivity, transparency, and confidentiality, and the relevant records shall be retained in accordance with the Company's regulations.

VI.7. Oversight Activities of the Board of Directors

VI.7.1 The BOD shall oversee the management and executive activities of the General Director, the Executive Board, and other Executives to ensure that the Company's strategies, objectives, and business plans are implemented in accordance with applicable law, the Company's Charter, and the resolutions and decisions of the GMS and the BOD.

VI.7.2 The scope of the BOD's oversight shall include, without limitation:

a) The implementation of the Company's strategies, business plans, and material objectives;
b) The Company's financial position, operating performance, investments, and use of resources;
c) The Company's risk management, internal control, internal audit, and compliance systems;
d) Compliance with corporate governance and information disclosure requirements and the Company's legal obligations;
e) The management, development, and succession planning of senior management personnel;
f) The performance of duties by Designated Representatives at the Member Units.

VI.7.3 The BOD shall perform its oversight function by reviewing reports, evaluating performance results, requesting the provision of information, and adopting other oversight measures in accordance with applicable law, the Company's Charter, and relevant internal regulations.

VI.7.4 The scope, principles, methods, and mechanisms of the BODs' oversight shall be governed by the Regulations on the Conduct of Oversight Activities issued by the BOD from time to time.

VI.8. Relationship of the Board of Directors

VI.8.1 Working Relationship with Shareholders and Stakeholders

a) The BOD shall ensure the fair and equal treatment of all shareholders and respect and protect their lawful rights and interests in accordance with applicable law, the Company's Charter, and the Company's internal regulations.
b) The BOD shall ensure that information is disclosed fully, promptly, accurately, and transparently in accordance with applicable law. It shall also establish mechanisms for objectively and transparently communicating with shareholders and receiving and responding to their opinions and recommendations within the scope of its authority.
c) The BOD shall ensure that the Company maintains cooperative relationships with stakeholders based on compliance with applicable law and respect for their lawful rights and interests, thereby contributing to sustainable value creation and enhancing the Company's reputation.
d) In performing their functions and duties, the BOD and its members shall act honestly, prudently, and objectively in the best interests of the Company and all shareholders, while giving appropriate consideration to the interests of stakeholders in accordance with applicable law and good corporate governance practices.

e) The BOD shall encourage regular, transparent, and effective dialogue with shareholders and stakeholders within the scope of its authority to enhance the quality of corporate governance, build trust, and support the Company's sustainable development.

VI.8.2 Relationship among members of the Board of Directors

a) The relationship among BOD members is one of coordination, in which members are responsible for keeping each other informed on relevant matters during the execution of their assigned duties.

b) When handling tasks, the designated BOD member with primary responsibility must proactively coordinate with other members if the matter involves areas under their purview. In cases where disagreements arise among BOD members, the member with primary responsibility shall report to the Chairperson of the BOD for review and decision-making within their authority or arrange a meeting or collect opinions from BOD members in accordance with legal regulations, the Company's Charter, and this Regulation.

c) In the event of a reassignment of responsibilities among BOD members, the involved members must formally hand over all relevant tasks, documents, and materials. This handover process must be documented in writing and reported to the Chairperson of the BOD.

VI.8.3 Relationship with the General Director and the Executive Board

a) As the governing body of the Company, the BOD is responsible for designing a streamlined organizational structure, appropriately allocating personnel, implementing effective monitoring and supervisory mechanisms, and establishing clear, transparent periodic personnel evaluation regulations across all functional areas.

b) The BOD must organize meetings and discussions with the General Director and the Executive Board and regularly visit and work with subsidiaries (if any) to fulfill its leadership, oversight, and supervisory functions. Additionally, the BOD must listen to and promptly address recommendations related to policies, mechanisms, and strategic directions within its authority.

c) The BOD must act promptly and fairly in addressing violations that arise during operations to maintain discipline and protect the Company's reputation among customers and shareholders.

d) Unless otherwise stipulated by law, the BOD may delegate or assign authority to the Chairperson of the BOD, BOD members, the General Director, other executives, BOD Committees, or other entities to perform one or more responsibilities and powers under its jurisdiction. Such delegation or assignment must serve the best interests of the Company, be formalized through a resolution, and clearly define the assignee, scope, duration, and conditions of the delegation. Individuals or units granted authority by the BOD are not permitted to further delegate their authority unless expressly approved by the BOD.

VI.8.4 Relationship with the Audit Committee

a) The relationship between the BOD and the Audit Committee is one of coordination. Their working relationship is based on the principles of equality and independence while maintaining close collaboration and mutual support in executing their respective duties.

b) Upon receiving audit reports or summary reports from the Audit Committee, the BOD is responsible for reviewing them and directing relevant departments to develop and implement corrective action plans promptly.

VI.9. Ethical Culture, Integrity, and Reporting and Whistleblowing Mechanisms

VI.9.1 The BOD shall provide direction for, promote, and oversee the development of a culture of ethics, integrity, transparency, and compliance throughout the Company. It shall ensure adherence to the principle of acting in the best interests of the Company and its shareholders, while respecting the lawful rights and interests of stakeholders.

VI.9.2 The BOD shall oversee the development, issuance, and implementation of codes of conduct, professional ethical standards, conflict-of-interest policies, anti-corruption and anti-fraud policies, and other internal policies relating to corporate integrity.

VI.9.3 The BOD shall promote the establishment of appropriate mechanisms for receiving, reviewing, and handling reports, whistleblowing complaints, or alerts concerning violations of applicable law or internal regulations, fraud, conflicts of interest, or other misconduct. It shall also ensure measures are in place to protect persons reporting in good faith, maintain the confidentiality of information, and prevent retaliation in accordance with applicable law and the Company's internal policies.

VII. IMPLEMENTATION & EFFECTIVENESS

VII.1. In the event of any discrepancy or conflict between this Regulation and applicable laws, the Company's Charter or the Internal Regulation on Corporate Governance, the applicable laws, the Company's Charter and the Internal Regulation on Corporate Governance shall prevail. Where any matters relating to the operation of the Board of Directors are not provided for in this Regulation, or where new legal provisions are promulgated, such legal provisions shall automatically apply.

VII.2. This Regulation shall take effect from the date of its approval by the General Meeting of Shareholders.

VII.3. This Regulation supersedes all previously issued Regulations on the Organization and Operation of the Board of Directors.

VII.4. This Regulation shall be reviewed and updated periodically or as necessary to ensure its consistency with applicable laws, the Company's Charter and corporate governance practices. This Regulation shall be circulated to the members of the Board of Directors, disclosed in accordance with applicable laws and published on the Company's website. The provision of this Regulation to organizations and individuals shall be carried out in accordance with applicable laws, the Company's Charter and relevant internal regulations.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRLADY

M.S.D.N: 3900244389 C.T.C.P
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