THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY	THE SOCIALIST REPUBLIC OF VIETNAM **Independence – Freedom – Happiness**
Số: 02/2026/NQ-ĐHĐCĐ	*Tay Ninh, July 24, 2026*

RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2025 – 2026

(Regarding the Approval of the Amendments and Supplements to the Internal Corporate Governance Regulations)

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020, as amended and supplemented from time to time (the "Law on Enterprises");*
- *Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on 26 November 2019, as amended and supplemented from time to time (the "Law on Securities");*
- *Pursuant to Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020, detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated 11 September 2025 (the "Decree 155");*
- *Pursuant to Circular No. 116/2020/TT-BTC issued by the Ministry of Finance on 31 December 2020, providing guidance on certain corporate governance matters applicable to public companies under Decree 155 (the "Circular 116");*
- *Pursuant to the Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company (the "Charter");*
- *Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders for the fiscal year 2025 - 2026 No. 01/2026/BBH-ĐHĐCĐ dated 24/07//2026 of Thanh Thanh Cong – Bien Hoa Joint Stock Company.*

RESOLVES

Article 1. To approve the amendments and supplements to the Internal Corporate Governance Regulations, the details of which are set out in Appendix 01 attached to this Resolution.

Article 2. This Resolution shall take effect from the date of its signing.

The Board of Directors and the Board of Management of the Company shall be responsible for organizing the implementation of, supervising, and reporting on the implementation of this Resolution.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRLADY

M.S.D.N: 3900244389 C.T.C.P
CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
TỈNH TÂY NINH

DANG HUYNH UC MY

Recipients:
- *Board of Directors;*
- *Board of Management;*
- *Archived by: Corporate Secretariat.*

APPENDIX 01: AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL CORPORATE GOVERNANCE REGULATION

(Attached to Resolution EGM No. 02/2026/NQ-ĐHĐCĐ dated 24/07/2026 regarding the amendments and supplements of the Internal Corporate Governance Regulation)

Notes:

- Articles not specifically addressed in the Appendix remain unchanged;
- The proposed amendments appearing under the column "Current provision" are italicized;
- The proposed amendments appearing under the column "Proposed Amendment/ Supplement" represented the proposed revisions are bold and underlined.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
1	No Provision	<u>III. References</u> **III.1. <u>Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented from time to time</u>** **III.2. <u>Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented from time to time.</u>** **III.3. <u>Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented from time to time</u>** **III.4. <u>Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies</u>** **III.5. <u>The Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company effective as of the date these Regulations are issued.</u>** **III.6. <u>Vietnam Corporate Governance Code (VNCG Code) 2026.</u>**		To formally establish the legal and governance references applicable to the Regulations.
2	No Provision	**V. <u>Compliance</u>** **<u>Employees of the Company and employees of service providers engaged by the Company shall strictly comply with these Regulations. Any violation shall be handled in accordance with the Company's Internal Labor</u>**	Based on the standard template prescribed under the Regulations on the Development and Issuance of Internal	To introduce general compliance principles applicable to this Regulation and align the document with the Company's standard format

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>Regulations, the Regulations on Handling Violations (if any), the Integrity and Confidentiality Commitment, and other relevant internal regulation. Depending on the nature and severity of the violation and the person committing such violation, the General Meeting of Shareholders, the Board of Directors or the Executive Management shall determine the appropriate disciplinary measures on a case-by-case basis.</u> <u>Where these Regulations refer to any regulatory document of the Company that is subsequently amended, supplemented or replaced, such reference shall automatically be construed as referring to the amended or replacement document.</u> <u>Where any provision of the Regulations is inconsistent with or contrary to the application law (including where the law has changed but the Regulations have not yet been amended), the applicable law and regulations shall prevail.</u>	Regulatory Documents issued by the Risk Management, Process and Compliance Department.	for internal regulatory documents.
3	Article 3. Interpretation of Term No Provision	**<u>IV.1 Definitions and Abbreviations</u>** **<u>m) Internal Governance Regulations: means the internal regulations prescribed under the Company's Charter.</u>**		To introduce a definition for a term used in several newly added provisions of these Regulations.
4	Article 4. Corporate Governance principles The Regulation is established to ensure that the Company is directed, managed and controlled effectively in the interest of shareholdersand other stakeholders, based on the following principles: *1. Compliance with Company's Charter and applicable laws;*	<u>VI.1 Corporate Governance principles</u> **VI.1.1 <u>Agricultural Economy Mindset</u>** **<u>AgriS establishes and operates a circular agricultural economy model, integrating AgTech – Food Tech – Fin Tech- ESG throughout its value chain to optimize production, expand global trade based on the following three strategic platforms:</u>**	AgriS Governance Model; VNCG Code 2026.	Aligned with the AgriS Corporate Governance Model and the VNCG Code 2026, including the four corporate governance pillars: Fairness, Respect for the Rights and Legitimate Interests of

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	2. Establishment of an effective corporate governance structure; *3. Protection the legistimate rights and interests of shareholders;* *4. Fair treatment of shareholders;* *5. Recognition of the role of stakeholders;* *6. Transparency in the Company's operations.*	- **Traceability Platform – Connecting quality and sustainable value from farm to table, contributing to the achievement of the Net Zero 2035 commitment** - **Nutrition Platform – Expanding an ecosystem of high-nutritional-value products that promote health while minimizing environmental and social impacts through plant-based and bio-based solutions.** - Exchange Platform – Providing stakeholders with an integrated platform for services, knowledge sharing, products and direct food trading through AgriS' food exchange platform VI.1.2 Unified, Effective and Efficient Corporate Governance System AgriS adopts a Group-wide Corporate Governance System that is consistent, integrated and effective across all business operations. The system is designed and operated based on four governance values and six core governance pillars: - Fairness – Ensuring fair and equitable treatment of shareholders, employees and business partners. - Transparency – Ensuring that material information is disclosed accurately, timely and in a verifiable manner. - Responsibility – Ensuring that every manager and organizational unit performs its duties within delegated authority while maintaining high ethical standards. - Accountability – Ensuring that every decision, action and outcome is subject to review, explanation and evaluation. **Six Core Governance Pillars:**		Stakeholders, Accountability, and Transparency.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		- Governance – Building a governance framework that goes beyond regulatory compliance by ensuring effective allocation of authority, risk oversight and strategic leadership based on the principles of Fairness, Transparency, Responsibility and Accountability. This pillar establishes organizational discipline and governance trust as the foundation for sustainable growth. - People – Developing competent, ethical and innovative leaders and employees who embrace shared values and corporate culture. - Process – Standardizing multi-layer and multinational operating models to ensure consistency, operational efficiency and integration across the Group. - Technology – Leveraging digital technologies and intelligent data to enhance governance capability, optimize operations and strengthen sustainable competitive advantage. - Value Chain Governance – Managing relationships across the agricultural value chain—from input supply, production, processing and distribution to consumption—to maximize efficiency, quality and profitability throughout the AgriS ecosystem.. - Comprehensive Enterprise Risk Management) – Proactively identifying, assessing and managing financial and non-financial risks, including ESG, cyber security, climate and strategic risks, through an integrated enterprise risk management framework embedded in strategy, planning, decision-making and operations at every level of the Group. **VI.1.3 Centralized governance – Decentralized**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>**management – Specialized Value Chain Operations**</u> - <u>**Centralized Governance: Strategic governance over critical matters is centralized at the parent company level to optimize Group resources while ensuring consistency in strategy and governance standards across the AgriS Group.**</u> - <u>**Decentralized Management: Management authority is delegated through an appropriate structure of organizational hierarchy, delegation of authority and empowerment to facilitate effective strategy execution and operational efficiency**</u> - <u>**Specialized value chain operations: Each Center and member company independently manages its operations according to its assigned functions while ensuring alignment with the Group's governance framework, strategic objectives and management requirements và yêu cầu quản lý của Tập đoàn.**</u> **VI.1.4** <u>**Compliance, Integrity and Business Ethics**</u> <u>**AgriS shall establish and maintain a corporate governance system founded on a culture of compliance, integrity, transparency and accountability, ensuring that all decisions and business activities are conducted in accordance with applicable laws, the Company's Charter, internal regulations and recognized standards of good corporate governance. Accordingly, AgriS shall:**</u> - <u>**Comply with applicable laws, the Company's Charter, internal regulations and policies of the Company**</u> - <u>**Providing diverse products and services of standard quality, competitive prices, and honest transactions.**</u> - <u>**Conducting commercial activities on the basis**</u>		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		of fair and healthy competition and compliance with current laws on competition and antitrust. - **Treating shareholders fairly and striving to deliver superior benefits while protecting and efficiently utilizing the Company's resources.** - **Treating all employees with respect and fairness, creating equal opportunities for development, and building and maintaining a civilized, safe, friendly, and open working environment.** - Respecting and conducting equal transactions with suppliers and partners, aiming for long-term, transparent, and mutually beneficial cooperative relationships. - Acting with a high sense of responsibility in protecting and benefiting the environment, society, and surrounding community. VI.1.5 Flexible Application of Good Corporate Governance Standards/Practices **AgriS flexibly applies good corporate governance standards/practices to the design and operation of its Corporate Governance System.**		
5	Article 5. Role, Authority and Responsibilities of the GMS 2. The GMS shall have the following authority and responsibilities: a. Approve the Company's development strategy; b. Decide on the classes of shares and the total number of shares of each class authorized for offering; determine the annual dividend for each class of shares; c. Elect, dismiss and remove members of the Board;	**VI.2.1** Role, Authority and Responsibilities of the GMS **b) Authority and Responsibilities of the GMS:** As provided in **Article 14 of the Company's Charter**.		To streamline the Regulation and ensure consistency with the Company's Charter by avoiding duplication of provisions.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	d. Decide on investments or disposals of assets representing 70% or more of the total assets recorded in the Company's most recent financial statements; e. Approve amendments and supplements to the Company's Charter; f. Approve the annual financial statements; g. Decide on the repurchase of more than 10% of the total issued shares of each class; h. Review and address violations committed by members of the Board causing damage to the Company and its shareholders; i. Decide on the reorganization or dissolution of the Company and appoint the liquidator; j. Approve the budget or the aggregate remuneration, bonuses and other benefits payable to the Board; k. Approve the Internal Corporate Governance Regulations and the Board of Directors' Organization and Operation Regulations; l. Approve the list of independent audit firms; appoint the independent audit firm to audit the Company's financial statements and dismiss the independent auditor where necessary; m. Exercise such other authority and responsibilities as prescribed by applicable laws and the Company's Charter.			
6	Article 6. Procedures for Convening the GMS 2. If necessary, the Company may apply modern technology to hold its Annual General Meeting of Shareholders (annual or extraordinary) through online meetings or a hybrid of in-person and online meetings. The procedures for convening an online General Meeting of	**VI.2.2** Convening the GMS a) **<u>Where appropriate, in addition to in-person meetings,</u>** the Company may utilize appropriate technologies to convene annual or extraordinary GMS meetings in a virtual format or in a hybrid format combining in-person and virtual participation, **<u>as determined by the convener of</u>**	Principles 8.2.9; 8.2.10 VNCG Code 2026	To introduce principles governing the organization of virtual and hybrid GMS meetings, as well as the use of electronic voting (e-voting), in line with the recommendations of the VNCG Code 2026.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	Shareholders or a hybrid meeting are the same as those for an in-person General Meeting of Shareholders.	**<u>the meeting. In principle,</u>** the procedures applicable to virtual or hybrid meetings - **<u>including the authority to convene the meeting, determination of the list of shareholders entitled to attend, meeting preparation, notice of meeting, registration, quorum, discussions, voting, vote counting and announcement of voting results</u>**—shall be substantially the same as those applicable to in-person meetings**<u>. The Board shall adopt additional procedures governing virtual and hybrid meetings in the Rules of Meeting and Voting Procedures and the Election Rules (if applicable) for each meeting to ensure that such procedures are appropriate for the meeting format.</u>** b) **<u>The Company may adopt electronic voting (e-voting), electronic polling or other electronic means permitted under applicable laws to facilitate shareholders' participation and voting at the GMS. Where virtual meetings, hybrid meetings or electronic voting are implemented, the Company shall ensure that shareholders participating through such means are provided with access to information and are able to speak and exercise their voting rights on an equivalent basis to shareholders attending the meeting in person.</u>** c) **<u>The convener of the meeting shall determine the meeting format, participation arrangements, shareholder authentication procedures, voting methods and other technical matters for each GMS, provided that such arrangements comply with applicable laws and the Company's Charter and do not unreasonably restrict shareholders' rights to attend, speak and vote.</u>**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		d) **Where necessary for information security, cybersecurity, system stability, compliance with requirements imposed by competent authorities, or other objective circumstances that render virtual meetings, hybrid meetings or electronic voting impracticable or incapable of ensuring the integrity of the meeting and voting process, the convener may decide not to implement or to limit the use of such meeting formats or electronic methods.** e) **For meetings conducted virtually, in a hybrid format or using electronic voting, where technical failures, network interruptions, system disruptions or force majeure events materially affect shareholders' ability to participate, deliberate or vote, the Chairperson may temporarily suspend the meeting for a reasonable period or implement appropriate technical, organizational or voting measures to remedy the situation. If such disruptions cannot reasonably be remedied and materially affect the legality or fairness of the meeting, the Chairperson may postpone the meeting in accordance with applicable laws, the Company's Charter and these Regulations.** f) **Technical issues arising from shareholders' own devices, internet connections or systems that are beyond the Company's reasonable control shall not affect the validity of the meeting or the validity of resolutions duly adopted thereat.** g) **Electronic records generated and retained by the Company's systems throughout the meeting shall constitute valid evidence of shareholders' attendance, voting and vote-counting results.**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
7	Article 6. Procedures for Convening the GMS 5. Notice of the Meeting The notice convening the General Meeting of Shareholders ("GMS") shall be sent to all shareholders using a method that ensures delivery to the shareholders' registered contact addresses. The notice shall simultaneously be published on the Company's website, the website of the State Securities Commission of Vietnam, and the website of the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the GMS shall send the notice of meeting to all shareholders included in the list of shareholders entitled to attend the meeting *no later than twenty-one (21) days* before the opening date of the GMS (calculated from the date on which the notice is duly dispatched).	VI.2.3 Procedures for convening an **<u>in-person</u>** GMS a) Notice of GMS The notice convening the GMS shall be sent to all shareholders using a method that ensures delivery to the shareholders' registered contact addresses. The notice shall simultaneously be published on the Company's website, the website of the State Securities Commission of Vietnam, and the website of the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the GMS shall send the notice of meeting to all shareholders included in the list of shareholders entitled to attend the meeting **<u>no later than twenty-eight (28) days</u>** before the opening date of the GMS (calculated from the date on which the notice is duly dispatched).	Principle 8.2.2 of the VNCG Code 2026	To align the VNCG Code 2026.
8	Article 13. Role, Authority and Responsibilities of the Board of Directors 1. The Board of Directors *is the management body of the Company and has full authority, on behalf of the Company, to decide on and exercise the rights and obligations of the Company, except for matters falling within the authority of the General Meeting of Shareholders.* 2. The authority and responsibilities of the Board of Directors are prescribed by applicable laws, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board has the following authority and responsibilities: a. Decide on the Company's strategy, medium-term development plan and annual business plan;	VI.3.1 Role, Authority and Responsibilities of the BOD a) **<u>The Board of Directors is the highest governing body of the AgriS Group. The Board represents the ownership interests of the AgriS Group in its Member Entities and primarily provides strategic direction and oversight to ensure the achievement of the Company's strategic objectives, the common interests of the Company and the AgriS Group, and sustainable development.</u>** b) Role, Responsibility and Authorites of BOD**<u>: In addition to the authority and responsibilities prescribed in the Company's Charter, the Board shall have the following authority and responsibilities:</u>** i. **<u>Provide strategic direction and oversee the</u>**	AgriS Governance Model Principle 9.4.1 of the VNCG Code 2026	Align the role of the Board of Directors with the AgriS Governance Model. Replace the detailed authority and responsibilities of the Board with a cross-reference to the Company's Charter. At the same time, supplement certain authority and

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	b. Recommend the classes of shares and the total number of shares of each class authorized for offering; c. Decide on the sale of unsold shares within the number of authorized shares of each class and decide on other forms of capital raising; d. Decide on the selling price of shares and corporate bonds; e. Decide on the repurchase of shares in accordance with the Law on Enterprises; f. Decide on investment plans and investment projects within its authority and in accordance with applicable laws; g. Decide on market development, marketing and technology solutions; h. Decide on investments or disposals of assets with a value of less than 70% of the total assets recorded in the Company's most recent financial statements; i. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions of the Company, except those falling within the authority of the General Meeting of Shareholders pursuant to Clause 3, Article 167 of the Law on Enterprises and Point d, Clause 1; Point h, Clause 3, Article 14; Point a, Clause 7; Clause 8; and Point b, Clause 9, Article 35 of the Charter; j. Elect, dismiss and remove the Chairperson of the Board; appoint, dismiss, enter into and terminate contracts with the Chief Executive Officer and other key managers upon the recommendation of the Chief Executive Officer; determine their salaries, remuneration, bonuses and other benefits; appoint authorized representatives to participate in the Members' Council or	**development and implementation of the Company's sustainable development strategy; consider environmental, social and governance (ESG) factors and stakeholders' interests in the Company's strategic planning, risk management and decision-making; develop corporate culture, business ethics, integrity and accountability throughout the Company.** **ii. Review and evaluate the achievement of the Company's objectives, business plans, and financial and non-financial performance indicators; require the Chief Executive Officer to amend, suspend or revoke decisions that are inconsistent with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, or that fail to protect the legitimate interests of the Company.** **iii. Decide on matters falling within the Company's authority in its capacity as owner, shareholder or capital contributor of the Member Entities.** **iv. Approve and oversee the establishment, operation, review and enhancement of the Company's internal control, risk management (including financial and non-financial risks, environmental, social, technology, cybersecurity, data, climate change and other material risks that may affect the Company's sustainable development), compliance, internal audit systems and other oversight mechanisms; ensure that these systems are established and operated effectively in accordance with the Company's size, organizational structure and operational characteristics.** **v. Review, handle or recommend that competent authorities handle violations or**		responsibilities of the Board in accordance with the recommendations of the VNCG Code 2026 regarding oversight, evaluation and sustainable development.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	General Meeting of Shareholders of other companies and determine their remuneration and other benefits; k. Supervise and direct the Chief Executive Officer and other managers in the day-to-day management of the Company; l. Decide on the Company's organizational structure, internal policies, rules and regulations, except those falling within the authority of the General Meeting of Shareholders; decide on matters relating to subsidiaries, associates, branches and representative offices, including but not limited to establishment, capital contribution and acquisition of shares in other enterprises, except for matters falling within the authority of the General Meeting of Shareholders; m. Approve the agenda and meeting materials for the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or seek shareholders' written opinions for the adoption of resolutions; n. Submit the audited annual financial statements to the General Meeting of Shareholders; o. Recommend the dividend rate; decide on the timing and procedures for dividend payment or the treatment of business losses; p. Recommend the reorganization or dissolution of the Company and the filing of a bankruptcy petition; q. Decide on the issuance of the Board Regulations, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Audit Committee Charter	**misconduct causing damage to the Company or its shareholders committed by individuals under the Board's management, appointment or supervisory authority.** **vi. Oversee the Company's compliance with information disclosure obligations; identify, declare, disclose and manage transactions with Related Persons in accordance with the Board's Oversight Regulations.** **vii. Establish mechanisms to identify, prevent, manage and resolve conflicts of interest; oversee compliance with regulations on conflicts of interest, the duty of loyalty, the duty of care and accountability applicable to members of the Board, members of the Audit Committee, the Chief Executive Officer, Managers and their Related Persons.** **viii. Periodically evaluate the performance of the Board, its committees, the Chairperson of the Board, individual Directors, the Chief Executive Officer and the Company's Managers; consider measures to enhance the effectiveness of the Company's corporate governance.** **ix. Approve policies on leadership development, senior management development and succession planning for key management positions to ensure continuity, stability and effectiveness in the Company's governance and management.** **x. Attend all meetings of the General Meeting of Shareholders.** **xi. Conduct an annual assessment of the alignment between the Company's capital structure/debt structure and its strategic objectives and risk appetite.** **c) In addition, the Board shall have the**		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	and the Company's Information Disclosure Regulations; r. Decide on investments not included in the annual business plan or investments exceeding 10% of the approved annual business plan and budget but not falling within the authority of the General Meeting of Shareholders; s. Revoke or amend decisions of the Chief Executive Officer where such decisions give rise to or may give rise to conflicts of interest, are not in the best interests of the Company, or are inconsistent with applicable laws, the Charter or the Company's internal policies and regulations; t. Adopt resolutions requiring the Chief Executive Officer to implement matters falling within the Chief Executive Officer's authority in accordance with the Board's directions and instructions.	**authority to decide on matters that are not expressly assigned to the General Meeting of Shareholders or the Chief Executive Officer under the Company's Charter and applicable laws.**		
9	Article 13. Role, Authority and Responsibilities of the Board of Directors 6. Directors shall be entitled to receive information as follows: a. Directors shall be provided with information and documents relating to the financial position and business operations of the Company and its affiliated units. b. Directors shall have the right to request the Chief Executive Officer, Deputy Chief Executive Officer and other Managers of the Company to provide information and documents relating to the financial position and business operations of the Company and its affiliated units. The requested Manager	**VI.3.1** Role, Authority and Responsibilities of the Board of Directors f.. Directors shall be entitled to receive information as follows: i) Directors shall be provided with information and documents relating to the financial position and business operations of the Company and its affiliated units. ii) Directors shall have the right to request the Chief Executive Officer, Deputy Chief Executive Officer and other Managers of the Company to provide information and documents relating to the financial position and business operations of the Company and its affiliated units. The requested Manager shall provide such information and documents in a		To supplement provisions requiring that the provision of information be carried out in accordance with the Company's internal regulations in order to ensure information confidentiality.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	shall provide such information and documents in a timely, complete and accurate manner as requested by the Director.	timely, complete and accurate manner as requested by the Director. iii) **<u>The provision of information shall be carried out in accordance with the relevant internal regulations and policies of the Company and shall comply with the principles of information confidentiality and protection of trade secrets.</u>**		
10	Article 15. Qualifications and Eligibility Criteria for Members of the Board of Directors a. Is not a person prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises; b. Possesses professional qualifications and experience in business administration or in the Company's business lines or industries; it is not mandatory to be a shareholder of the Company; c. A member of the Board of Directors shall not concurrently serve as a member of the Board of Directors of more than five (5) other companies; d. Does not provide consultancy services to, work for, invest in, contribute capital to, or serve as a manager or executive *of another company operating in the same industry as the Company*; e. Does not concurrently serve as a member of the Board of Directors, a member of the Supervisory Board, or hold a managerial or executive position *in another company operating in the agricultural sector;* f. Does not own 5% or more of the charter capital of another company operating *in the agricultural sector;* g. Neither the member of the Board of Directors	**VI.3.3** Qualifications and Eligibility Criteria for Members of the BOD a) Qualifications and Eligibility Criteria i) Is not a person prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises; ii) Possesses professional qualifications and experience in business administration or in the Company's business lines or industries; it is not mandatory to be a shareholder of the Company; iii) A member of the Board of Directors shall not concurrently serve as a member of the Board of Directors **<u>or the Members' Council</u>** of more than five (5) other companies; iv) Does not provide consultancy services to, work for, invest in, contribute capital to, or serve as a manager or executive **<u>of an enterprise that directly competes with, or is likely to give rise to a material conflict of interest with the Company;</u>** v) Does not concurrently serve as a member of the BOD, a member of the Supervisory Board, or hold a managerial or executive position **<u>in an enterprise that directly competes with, or is likely to give rise to a material conflict of interest with, the Company;</u>** vi) Does not own 5% or more of the charter capital **<u>of an enterprise that directly competes with, or is likely to give rise to a material conflict of interest with the Company;</u>**	Clause 3, Article 275 of Decree No. 155/2020/ND-CP, as amended and supplemented by Decree No. 245/2025/ND-CP *"A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or the Members' Council of no more than five (5) other companies."*	Update the Regulations to align with the applicable legal requirements. At the same time, revise certain eligibility criteria applicable to members of the Board of Directors to mitigate potential conflicts of interest with the Company.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	nor his/her Related Persons owns 5% or more of the charter capital *of another company* operating *in the agricultural sector*; h. A Related Person of a member of the Board of Directors is not a manager or executive of *another company operating in the agricultural sector;* i. Does not concurrently serve as a member of the Board of Directors of more than five (5) other companies; j. Has no dispute with the Company or with any manager or executive of the Company, including any existing dispute or any dispute arising within the preceding three (3) years. For the avoidance of doubt, the term "other companies" in this Article does not include the Company's subsidiaries and associates	vii) Neither the member of the BOD nor his/her Related Persons owns 5% or more of the charter capital **<u>of an enterprise that directly competes with, or is likely to give rise to a material conflict of interest with, the Company;</u>** viii) A Related Person of a member of the BOD is not a manager or executive of **<u>an enterprise that directly competes with, or is likely to give rise to a material conflict of interest with the Company</u>**; ix) Does not concurrently serve as a member of the BOD **<u>or the Members' Council</u>** of more than five (5) other companies; and x) Has no dispute with the Company or with any manager or executive of the Company, including any existing dispute or any dispute arising within the preceding three (3) years. For the avoidance of doubt, **<u>except for items (iii) and (ix) above</u>**, the term "other companies" does not include the Company's subsidiaries and associates.		
11	Article 19. Remuneration and other benefits of Member of the BOD 1. Members of the Board of Directors shall be entitled to remuneration and bonuses based on the Company's business results and performance. Remuneration *shall be calculated based on the number of working days required for each Director to perform his or her duties and the daily remuneration rate. The Board of Directors shall determine the remuneration payable to each Director based on the principle of unanimity*. The aggregate remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.	**VI.3.7** Remuneration, **<u>Bonuses</u>** and other benefits of Member of the BOD a) Members of the Board of Directors shall be entitled to remuneration, bonuses and other benefits as approved by the General Meeting of Shareholders, in accordance with the Company's business results and performance, applicable laws, the Company's Charter and the Company's remuneration policy from time to time. **<u>b) The remuneration, bonus and other benefits policy applicable to the Board of Directors shall be developed based on the following principles:</u>** **<u>i) Ensuring the Company's ability to attract, retain and motivate members of the Board of Directors to fully perform their governance,</u>**	Principle 4.5 of the VNCG Code 2026	Revise the provisions on the remuneration, bonuses and other benefits of members of the Board of Directors with reference to the principles set out in the VNCG Code 2026 regarding the remuneration, bonus and other benefits policy applicable to members of the Board of Directors.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
	2. *The remuneration of each member of the Board of Directors shall be recorded as an operating expense of the Company in accordance with the laws on corporate income tax, separately presented in the Company's annual financial statements*, and reported to the General Meeting of Shareholders at its annual meeting. 3. *A member of the Board of Directors holding an executive position (including the position of Chairperson or Vice Chairperson), serving on committees, subcommittees or units/departments supporting the Board of Directors, or performing duties which, in the opinion of the Board of Directors, fall outside the ordinary responsibilities of a Director, may receive additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profits or any other form as determined by the Board of Directors.* 4. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal and other reasonable expenses actually incurred in the performance of their duties as Directors, including expenses incurred in attending meetings of the Board of Directors, its committees, subcommittees, supporting units/departments, or the General Meeting of Shareholders.	**oversight and strategic direction responsibilities, while being commensurate with the scale and complexity of the Company's operations, its long-term development strategy, and the contribution, responsibilities, time commitment and role of each Director.** ii) **Remuneration shall be determined based on the position held, assigned responsibilities, participation in Board Committees and other additional responsibilities.** iii) **For Non-Executive Directors and Independent Directors, the remuneration structure shall ensure objectivity and independence in performing oversight, risk management and the protection of the long-term interests of the shareholders and the Company, and shall not be linked to short-term performance targets or incentive mechanisms that may impair their independence in review, evaluation and decision-making.** iv) **A member of the Board of Directors who concurrently holds an executive position in the Company shall, in addition to the remuneration payable as a Director, be entitled to salary, bonuses and other benefits determined according to his or her executive position and performance of assigned duties, in accordance with the Company's human resources policies, remuneration policies and sustainable development orientation.** v) Remuneration shall include travel, accommodation, meal and other reasonable expenses incurred in the performance of duties as a Director, including expenses incurred in attending meetings of the Board of Directors or its committees, subcommittees and supporting departments/units.		

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		vi) **<u>Remuneration may include Directors' and Officers' Liability Insurance, subject to the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of applicable laws, the Company's Charter, the Company's internal regulations, or breaches of the duty of loyalty or the duty of care in the performance of duties.</u>** b) At the annual General Meeting of Shareholders, the Board of Directors shall submit for approval the aggregate remuneration, bonuses and other benefits of the Board of Directors, as well as the purchase of Directors' and Officers' Liability Insurance for members of the Board of Directors. The Board shall also report to the General Meeting of Shareholders on the payment of remuneration, bonuses and other benefits to each Director in accordance with applicable laws, the Company's Charter and the Company's internal regulations. c) Information relating to the remuneration, bonuses and other benefits of members of the Board of Directors shall be disclosed and reported in accordance with applicable laws, the Company's Charter and relevant internal regulations.		
12	Article 20. Procedures for Organizing Meetings of the Board of Directors 1. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. No provision	**VI.3.8** Procedures for Organizing Meetings of the Board of Directors a) The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings, **<u>at least 06 times per year.</u>** b) **<u>The Non-Executive Directors shall meet at least once each year without the presence of Executive Directors to review or discuss management-related matters.</u>** c) **<u>Meetings of the Board of Directors may be held in person, virtually, in a hybrid format</u>**	Principles 1.4.4 and 4.1.2 of the VNCG Code 2026	Supplement the Regulations with additional provisions in accordance with the recommendations of the VNCG Code 2026.

No.	Current provision	Proposed Amendment/ Supplement	Basis for Amendment	Rationale
		<u>combining in-person and virtual participation, or in such other forms as determined by the Chairperson of the Board of Directors.</u>		
	8. The Chairperson of the Board of Directors or the person convening the Board meeting shall send the notice of meeting no later than *two (2) Business Days* prior to the meeting date. The notice of meeting shall specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice shall be accompanied by the meeting materials and voting forms for the Directors.	h) The Chairperson of the BOD or the person convening the Board meeting shall send the notice of meeting no later than **<u>five (5) Business Days</u>** prior to the meeting date. The notice of meeting shall specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice shall be accompanied by the meeting materials and voting forms for the Directors.		