

REGULATION ON NOMINATION, SELF-NOMINATION TO THE BOARD OF DIRECTORS OF PHU NHUAN JEWELRY JOINT STOCK COMPANY

1. PURSUANT TO:

- The Law on Enterprise No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;
- Decree No. 155/2020/NĐ-CP about guidelines on corporate governance of public companies;
- The Charter of organization and operation of Phu Nhuan Jewelry Joint Stock Company;

2. OBJECTIVES:

- To ensure compliance with Vietnamese laws and regulations;
- To ensure the principles of transparency, fairness and lawful rights of all shareholders;
- To ensure the concentration and stable organization of the General Meeting of Shareholders.

3. CONTENT:

- **Number of member of Board of Director (BOD) need to be elected:** 01 members
- **Term of BOD:** 5 years (2023 – 2028).
- **Number of candidates for BOD:** Not limited.
- **Conditions of Nomination/self-nomination for BOD members:**
 - Shareholders holding voting shares have the right to combine the number of voting rights of each person to nominate candidates to the Board of Directors. Individual shareholder or group of shareholders holding from 5% to less than 10% of the shares with voting rights is entitled to nominate a candidate; from 10% to less than 20% to nominate up to two candidates; from 20% to less than 40% to nominate up to three candidates; from 40% to less than 50% nominate up to four candidates; from 50% to less than 60% to nominate up to five candidates; from 60% to less than 70% nominate up to six candidates; from 70% to less than 80% to nominate up to seven candidates; from 80% to less than 90% nominate up to eight candidates.
- **Eligibilities of candidates for BOD:**
 - Have full civil conduct, not subjected to any issues that restricted by the Law on Enterprises;
 - Have professional qualifications and experience in business management or in the field, industry, or business profession of the company, and is not necessarily a shareholder of the company, except where the company's Charter provides otherwise;
 - Affiliated person who is not currently holding or authorized to hold the position of Chief Accountant of the Company;
 - Not concurrently serving as a member of the Board of Directors, Chief Executive Officer, and Supervisor in other companies operating in the production and business of jewelry, watches, and eyewear;
 - Not own more than 10% of the charter capital of other companies operating in the production and business of jewelry, watches, and glasses, except being approved by the General Meeting of Shareholders;

- Affiliated persons do not jointly or privately own more than 35% of the charter capital of other companies operating in the production and business of jewelry, watches, and glasses, except being approved by the General Meeting of Shareholders;
 - Not currently be a member of the Board of Directors at more than five (5) other companies.
 - **Mechanism for incumbents to nominate candidates:** In case the number of candidates for member of BOD is not enough, the incumbent BOD shall have the right to nominate additional candidates to meet the required number.
- 4. DOCUMENTS FOR NOMINATION AND CANDIDACY FOR ELECTION OF BOARD OF DIRECTORS MEMBERS:**
- **The documents for nomination and candidacy for Board of Directors members include:**
 - Form of nomination/self-nomination application;
 - Form of Curriculum Vitae filled out by the candidate;

*Note: In case the candidate is elected as a member of the Board of Directors at the Annual General Meeting in 2023, please prepare and submit to the Company the internal person information form according to Appendix III issued with Circular No. 96/2020/TT-BTC of the Ministry of Finance dated November 16, 2020, **immediately after the meeting ends.***
 - Documents certifying ownership of PNJ shares (for example: Securities Trading Account Statement issued by the securities company where the shareholder holds PNJ shares, or Share Ownership Certificate issued by PNJ) of the nominee/candidate.
 - Certified copies of: ID identification, academic diplomas, and certificates of professional qualifications of the nominee/candidate.
 - **Application package of candidates must be delivered to the Organizing Committee of the General Meeting before 15:00pm of April 17th, 2023 to the following address:**
 - Phu Nhuan Jewelry Joint Stock Company
 - Address: 170E Phan Dang Luu street, Ward 3, Phu Nhuan District, HCMC, Vietnam
 - Tel: (+84-28) 3995 1703 – Fax: (+84-28) 3995 1702
 - For the candidates who will be nominated or self-nominated right at the Annual General Meeting, shareholder/group of shareholders are requested to provide all above required documents to the Chairperson of the Meeting for consideration.
- 5. SELECTING CANDIDATE:**
- Based on nomination/self-nomination applications of shareholders, the Board of Directors will select qualified candidates that meet all requirements stated in this regulation.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRWOMAN**

(signed)

CAO THI NGOC DUNG