

PROPOSAL

On the amendments and supplements to the Charter on the organization and operation of the Company

- Pursuant to the Law on Enterprises no. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, as amended and supplemented in 2022, 2025, and any related implementation documents;
- Pursuant to the Law on Securities no. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, as amended and supplemented in 2024, and any related implementation documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31st, 2020, of the Government detailing and guiding the implementation of several articles of the Law on Securities and Decree No. 245/2025/ND-CP dated September 11th, 2025, of the Government on amending and supplementing several articles of Decree No. 155/2020/ND-CP dated December 31st, 2020;
- Pursuant to the Charter on the organization and operation of Phu Nhuan Jewelry Joint Stock Company ("**Company**" / "**PNJ**") dated October 13th, 2025;
- Pursuant to the Resolution of the Board of Directors No. 39/2026/NQ-HĐQT-CTY dated January 20th, 2026.

Based on the actual operations of PNJ and certain changes in Decree No. 245/2025/ND-CP issued and took effect on September 11, 2025, regarding the amendments and supplements of several articles of Decree No. 155/2020/ND-CP dated December 31, 2020, the Board of Directors ("**BOD**") respectfully submits to the General Meeting of Shareholders ("**GMS**") the following contents:

1. Approval of the amendments and supplements to Point (d) and Point (g), Clause 1, Article 38 of the Charter on the organization and operation of the Company as follows:

Current content	Proposed amendment content
<p>Article 38: MEMBERS OF THE BOARD OF DIRECTORS</p> <p>38.1 Members of the Board of Directors may not be Shareholders of the Company and shall meet the following criteria, unless the General Meeting of Shareholders decides otherwise:</p> <p>...</p> <p>d) Not concurrently serving as a member of the board of directors, chief executive officer, or enterprise manager for another enterprise operating in the jewelry, watch, and eyewear manufacturing and trading industry;</p>	<p>Article 38: MEMBERS OF THE BOARD OF DIRECTORS</p> <p>38.1 Members of the Board of Directors may not be Shareholders of the Company and shall meet the following criteria, unless the General Meeting of Shareholders decides otherwise:</p> <p>...</p> <p>d) Not concurrently serving as a member of the board of directors, chief executive officer, or enterprise manager for another enterprise operating in the jewelry, watch, and eyewear manufacturing and trading industry, <u>except for enterprises in which the Company holds capital contributions;</u></p>



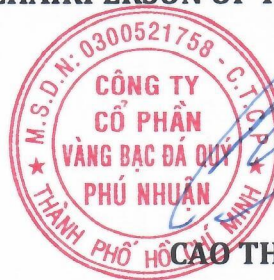
Current content	Proposed amendment content
<p>...</p> <p>g) Not concurrently serving as a member of the board of directors in more than five (05) other companies; and</p> <p>...</p>	<p>...</p> <p>g) Not concurrently serving as a member of the board of directors or <u>a member of the board of members</u> in more than five (05) other companies; and</p> <p>...</p>

2. Assigning the Chairperson of the BOD to sign and issue the Charter on the organization and operation of the Company based on the contents approved by the GMS in this Proposal, including corrections for spelling errors, abbreviated terms, and article references from the contents approved by the GMS.
3. The Charter on the organization and operation of the Company shall take effect from the date of signing and issuance.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON OF THE BOARD OF DIRECTORS**



CAO THI NGOC DUNG

