

PHU NHUAN JEWELRY JOINT STOCK COMPANY



**INTERNAL REGULATION
ON CORPORATE GOVERNANCE**

Ho Chi Minh City, [date] [month], 2026

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CHAPTER I

GENERAL TERMS

Article 1. Governing scope and applicable entities

1.1. Governing scope

This Regulation stipulates the fundamental governance principles regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, Committees, Sub-committees, Boards under the Board of Directors, the Office of the Board of Directors, and members of the Executive Board; corporate governance matters and other activities as stipulated in the Charter and other prevailing legal regulations.

1.2. Applicable entities

This regulation applies to members of the Board of Directors, members of the Audit committee, members of the Executive Board, and other relevant individuals.

Article 2. Definitions

Unless otherwise defined in this Regulation, capitalized terms shall have the same meanings as defined in the Charter.

- **“Office of the Board of Directors”** refers to the department established by a resolution of the Board of Directors to assist the Board of Directors, the Chairman of the Board of Directors, and the Committees, Sub-committees, and Boards under the Board of Directors.
- **“Regulation”** refers to this Internal regulation on corporate governance.
- **“Working day”** refers to weekdays, excluding Saturdays, Sundays, public holidays, and other days off in accordance with the applicable laws and the Regulations on internal management of the Company.

CHAPTER II

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 3. Relationship between the Company and Shareholders, Major Shareholders

- 3.1. The Company respects its Shareholders and ensures legitimate interests of all Shareholders.
- 3.2. The Board of Directors establishes and maintains regular engagement with Shareholders and investors of the Company; promptly and transparently addresses proposals of Shareholders, ensures a positive relationship between the Company and its Shareholders; and ensures effective operations for the legitimate interests of Shareholders.

- 3.3. The Company organizes meetings and discussions with Shareholders, especially Major Shareholders, to receive feedback, consultations from Shareholders.
- 3.4. Meetings and discussions with Shareholders shall be held at the head office of the Company or another suitable location as determined by the Company, ensuring that representatives of the Company can fully listen to opinions of Shareholders.
- 3.5. Feedback and consultations of Shareholders must be fully recorded and forwarded to the competent authority within the Company.

Article 4. Roles, rights and obligations of the General Meeting of Shareholders

- 4.1. The General Meeting of Shareholders consists of all Shareholders with voting rights and is the highest decision-making body of the Company.
- 4.2. The General Meeting of Shareholders has the rights and obligations stipulated in Clause 1, Article 28, and Clause 1, Article 29 of the Charter.

Article 5. Forms of meetings and approval of resolutions by the General Meeting of Shareholders

5.1. Forms of organizing the General Meeting of Shareholders

The General Meeting of Shareholders shall be held in the form of an in-person meeting, a hybrid meeting (combining in-person and online participation), an online meeting, or another appropriate form.

5.2. Forms of approving resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders approves resolutions by voting at an in-person meeting, an online meeting, a hybrid meeting (combining in-person and online participation), or by collecting written opinions from Shareholders, as determined by the Board of Directors.

5.3. Disclosure of resolutions of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders shall be disclosed in accordance with the regulations on information disclosure and the Charter, and shall be kept at the Company's head office.

Article 6. Approval of resolutions of the General Meeting of Shareholders by voting at an in-person meeting

- 6.1. The General Meeting of Shareholders approves resolutions by voting at the in-person meeting in accordance with the Charter and this Regulation.
- 6.2. The procedures for convening, organizing the General Meeting of Shareholders and approving resolutions by voting at the meeting shall be carried out in accordance with Articles 28, 30, 31, and 32 of the Charter.
- 6.3. Proposal of matters for inclusion in the meeting agenda

- a) Shareholders or groups of shareholders as stipulated in Clause 9 Article 22 of the Charter have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders in accordance with Clause 4, Clause 5, and Clause 6, Article 30 of the Charter.
 - b) The Convenor of the General Meeting of Shareholders is not required to comply with Clause 5 and Clause 6, Article 30 of the Charter if the proposal is not submitted in accordance with regulations, but must explain the reason for rejecting the proposal.
- 6.4. Methods of voting, vote counting and announcement of vote counting results
- The methods of voting, vote counting and announcement of vote counting results shall be specifically stipulated in the Regulation on operation of the General Meeting of Shareholders, decided by the Board of Directors and approved by the General Meeting of Shareholders.
- 6.5. Preparation of the minutes of the General Meeting of Shareholders
- The minutes of the General Meeting of Shareholders shall include all contents as stipulated in Clause 1, Article 33 of the Charter.

Article 7. Approval of resolutions of the General Meeting of Shareholders by voting at an online meeting or a hybrid meeting (combining in-person and online participation)

- 7.1. The General Meeting of Shareholders approves resolutions by voting at an online meeting or a hybrid meeting (combining in-person and online participation).
- 7.2. The Board of Directors shall decide the Regulation on organizing meetings and voting, corresponding to the form of the meeting, and not contrary to the provisions of the law.
- 7.3. The Board of Directors is entitled to select an appropriate online meeting service provider to organize the General Meeting of Shareholders and facilitate the approval of resolutions through the aforementioned methods.

Article 8. Approval of resolutions of the General Meeting of Shareholders by collecting written opinions from Shareholders

- 8.1. The Board of Directors is entitled to collect written opinions from Shareholders to approve resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, including matters stipulated in Clause 2, Article 147 of the Enterprise Law and Clause 1, Article 29 of the Charter.
- 8.2. The procedures for approving resolutions by collecting written opinions shall be carried out in accordance with Article 34 of the Charter.

- 8.3. The Board of Directors shall provide specific regulations to guide Shareholders in voting on the written opinion forms.

Article 9. Reports at the Annual General Meeting of Shareholders

- 9.1. The minimum required reports that must be presented at the Annual General Meeting of Shareholders include:
- a) Report on the activities of the Board of Directors regarding governance and performance results of the Board of Directors and each member of the Board of Directors: presented by the Board of Directors and must include at least the contents stipulated in Clause 6 Article 36 of the Charter.
 - b) Report on the activities of the independent members of the Board of Directors in the Audit committee: presented by independent members of the Board of Directors in the Audit committee and must include at least the contents stipulated in Article 48 of the Charter.
 - c) Report on the evaluation of the activities of the Board of Directors by each independent member of the Board of Directors: presented on behalf by the Lead independent member of the Board of Directors, based on the evaluation of the activities of the Board of Directors and of each independent member of the Board of Directors during the financial year prepared by the independent members of the Board of Directors.
 - d) Report on the implementation of resolutions of the General Meeting of Shareholders during the fiscal year, including challenges and proposals: presented by the Board of Directors.
- 9.2. The General Meeting of Shareholders shall vote for approval of the aforementioned reports at the Annual General Meeting of Shareholders.

CHAPTER III

BOARD OF DIRECTORS

Article 10. Members of the Board of Directors

10.1. Number and term of members of the Board of Directors

The number and term of members of the Board of Directors shall be determined in accordance with Clause 2 and Clause 3, Article 36 of the Charter.

10.2. Nomination, election, dismissal, removal and replacement of members of the Board of Directors

a) Nomination of members of the Board of Directors

Shareholders or groups of Shareholders holding 5% or more of the total number of outstanding ordinary Shares shall have the right to

nominate candidates for the Board of Directors in accordance with Article 38 of the Charter.

In case the number of candidates for the Board of Directors through nomination and self-nomination is insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter, this Regulation, and the Regulations on internal management of the Company.

b) Election of members of the Board of Directors

Members of the Board of Directors shall be elected by the cumulative voting method or voting in accordance with Clause 4, Article 32 of the Charter and the Regulation on election approved by the General Meeting of Shareholders.

c) Members of the Board of Directors shall be dismissed, removed, or replaced in cases stipulated in Clauses 5, 6, 7, and 8, Article 38 of the Charter.

10.3. Qualifications and conditions for members of the Board of Directors

Members of the Board of Directors may or may not be Shareholders of the Company and must meet the qualifications and conditions stipulated in Clause 1, Article 38 of the Charter, unless otherwise decided by the General Meeting of Shareholders.

Members of the Board of Directors shall have diversity and balance in perspectives, expertise, competence, gender, and age, in alignment with their roles and responsibilities.

The number of non-executive members and independent members of the Board of Directors must comply with the provisions of the law.

10.4. Notification of appointment, dismissal, removal of members of the Board of Directors

The appointment, dismissal or removal of members of the Board of Directors must be disclosed in accordance with applicable regulations on information disclosure in the securities market and the Charter.

Article 11. Rights, obligations and responsibilities of members of the Board of Directors

11.1. Rights of members of the Board of Directors

In addition to the rights granted under the provisions of the law, the Charter, this Regulation, the Regulation on operation of the Board of Directors, the Regulations on internal management of the Company, and resolution of the General Meeting of Shareholders or the Board of Directors, members of the Board of Directors shall have the following rights while complying with the Regulations on internal management of the Company:

- a) Requesting the Chief Executive Officer or members of the Executive Board to provide information and documents regarding the financial status and business operations of the Company, and complying with the Regulations on internal management of the Company regarding information provision. The requested individual must promptly, fully, and accurately provide the required information and documents as requested by members of the Board of Directors and comply with the Regulations on internal management of the Company regarding information provision;
- b) Being present at the Company's workplaces during working hours for inspection and supervision;
- c) Engaging and communicating to work with members of the Executive Board; and
- d) Attending meetings of members of the Executive Board.

11.2. Obligations and responsibilities of members of the Board of Directors

In addition to the obligations and responsibilities stipulated under applicable law, the Charter, this Regulation, the Regulation on operation of the Board of Directors, the Regulations on internal management of the Company, and resolution of the General Meeting of Shareholders or the Board of Directors, members of the Board of Directors shall have the following obligations and responsibilities:

- a) Disclosing information when conducting transactions involving shares of the Company in accordance with the law.
- b) Declaring information regarding benefits and Related persons in accordance with the provisions of Enterprise Law and the Regulations on internal management of the Company.
- c) Maintaining the confidentiality of information and documents provided pursuant to point a, Clause 1, this Article, in accordance with the law and the Regulations on internal management of the Company.
- d) Proactively enhancing personal competence, fully performing duties and responsibilities assigned by the Board of Directors, actively contributing to the activities of the Board of Directors, Committees, Sub-committees, and Boards under the Board of Directors.

11.3. Expenses for operations of members of the Board of Directors

- a) Expenses for the operations of members of the Board of Directors shall be paid in accordance with the limits and methods stipulated in the Regulations on internal management of the Company.
- b) Operating expenses members of the Board of Directors shall be accounted as the operating expenses of the Company in accordance with the provisions of the law on corporate income tax.

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

- a) Members of the Board of Directors shall receive remuneration for their work as members of the Board of Directors based on the total budget for operations approved by the General Meeting of Shareholders, corresponding to (i) the working time, contributions and workload of each member; (ii) the performance results of each member; (iii) the roles and responsibilities of each member; and (iv) other criteria as decided by the Board of Directors.
- b) Members of the Board of Directors shall receive bonuses depending on the annual business performance of the Company and the evaluation of the activities of the Board of Directors.
- c) Other benefits decided by the Board of Directors in accordance with the operating conditions of the Board of Directors.

Article 12. Role, rights, and obligations of the Board of Directors

12.1. Role of the Board of Directors

The Board of Directors is the management body of the Company, vested with full authority to, on behalf of the Company, decide and organize the implementation of the Company's rights and obligations, except for those under the authority of the General Meeting of Shareholders and the Chief Executive Officer as prescribed by law and the Charter.

12.2. Rights and Obligations of the Board of Directors

In addition to the rights and obligations stipulated in Clause 3, Article 37 of the Charter, this Regulation, and the Regulation on operation of the Board of Directors, the Board of Directors shall have the following rights and obligations:

- a) Appointing and dismissing members of the Executive Board based on in accordance with the Regulation on operation of the Executive Board and in alignment with the development strategy and culture of the Company;
- b) Supporting members of the Executive Board in enhancing capabilities and making key decisions, coordination, and effective supervision of their performance;
- c) Determining the remuneration policy, the total budget, and the salary and bonus framework for members of the Executive Board;
- d) Issuing and adjusting the corporate governance framework; updating information on new practices in corporate governance and applying these principles to the corporate governance policy;
- e) Establishing the remuneration and bonus structure for members of the Board of Directors in alignment with performance outcomes;

- f) Promoting corporate governance culture in accordance with good practices in the Company and supervision of the effectiveness of such culture;
- g) Establishing and developing mechanisms to ensure the independent operations of specialized Committees under the Board of Directors;
- h) Establishing processes to ensure effective corporate governance and efficient operation of the Board of Directors;
- i) Establishing an enterprise-wide risk management system and a risk management framework for cybersecurity, digital, and artificial intelligence; supervision, and independent assessment of enterprise-wide risk management and crisis management systems;
- j) Effectively integrating environmental, social, and governance (“ESG”) factors and risk management into the long-term development strategy of the Company;
- k) Establishing and maintaining corporate culture as a foundation for the sustainable development of the Company;
- l) Providing complete and accurate information to members of the Board of Directors for the execution of their work;
- m) Making independent, objective, and effective decisions while avoiding conflicts of interest in all aspects of the Company;
- n) Assessing the performance of the Board of Directors and members of the Board of Directors;
- o) Establishing clear principles to respect the rights and interests of stakeholders and supervision of the implementation of these principles;
- p) Developing a comprehensive and effective orientation program, and continuous capacity development for members of the Board of Directors; and
- q) Establishing corporate governance principles within the Group of Companies; organizing the implementation, dissemination, and guiding the application of corporate governance principles within the Group of Companies.

12.3. The Board of Directors is entitled to authorize, decentralize, or delegate powers in accordance with Clause 6, Article 37 of the Charter.

Article 13. Chairman of the Board of Directors

13.1. Election, dismissal, and removal of the Chairman of the Board of Directors

Chairman of the Board of Directors shall be elected by the Board of Directors among members of the Board of Directors; and be dismissed, removed, or replaced in accordance with Clause 2, Article 10 of this Regulation.

13.2. Rights and obligations of the Chairman of the Board of Directors

In addition to the rights and obligations stipulated in Clause 2, Article 39 of the Charter, this Regulation, and the Regulation on operation of the Board of Directors, the Chairman of the Board of Directors shall have the following rights and obligations:

- a) Administering the operations of the Board of Directors;
- b) Assessing and managing the operational budget of the Board of Directors;
- c) Organizing preparations for the Board of Directors to evaluate the performance of the Board of Directors, members of the Board of Directors, and the Committees, Sub-committees, and Boards under the Board of Directors;
- d) Approving matters related to the Office of the Board of Directors in accordance with the authorization, decentralization, or delegation of powers by the Board of Directors, including but not limited to the structure, personnel, salaries, and operational budget of the Office of the Board of Directors;
- e) Directing activities related to corporate culture development and business ethics of the Company;
- f) Representing the Company in discussions and working sessions with stakeholders in accordance with the law and the Charter;
- g) Guiding, overseeing, and supervising the activities of the Committees, Sub-committees, and Boards under the Board of Directors; and
- h) Organizing the supervisory activities of the Board of Directors and the supporting activities of the Board of Directors for members of the Executive Board.

13.3. The Chairman of the Board of Directors is entitled to authorize, decentralize, or delegate powers in accordance with point i, Clause 2, Article 39 of the Charter. The Chairman of the Board of Directors may grant temporary authorization to a Vice-Chairman of the Board of Directors to perform the duties of the Chairman in the Chairman's absence and shall notify the members of the Board of Directors. The Vice-Chairman receiving authorization, decentralization, or delegation of powers under this Article is obligated to report to the Chairman on the execution of the tasks that are authorized, decentralized or delegated powers in accordance with this Regulation and the Regulations on internal management of the Company.

Article 14. Approval of resolutions of the Board of Directors by voting at meetings

14.1. Number of meetings of the Board of Directors

The Board of Directors shall hold meetings at least six (06) times a year, ensuring at least one (01) meeting per quarter. The Board of Directors may convene extraordinary meetings in accordance with the procedures stipulated in the Charter and the Regulation on operation of the Board of Directors.

14.2. Circumstances requiring extraordinary meetings of the Board of Directors

The Chairman of the Board of Directors must convene extraordinary meetings of the Board of Directors upon the occurrence of events stipulated in Clause 3, Article 42 of the Charter.

14.3. The sequence and procedures for convening and organizing meetings of the Board of Directors and approving resolutions by voting at meetings shall be conducted in accordance with Article 42 of the Charter and the Regulation on operation of the Board of Directors.

The meetings of the Board of Directors may be held in the form of in-person meetings, online meetings, a combination of in-person and online meetings, or other forms as decided by the Chairman of the Board of Directors.

14.4. Right to attend meetings of the Board of Directors by other parties

Chairman of the meeting of the Board of Directors has the right to invite other individuals to attend the meeting of the Board of Directors. Subject to the Chairman of the meeting's approval and provided that the discussion is relevant to the meeting, invited individuals may participate in discussions and express their opinions, but they do not have the right to vote.

14.5. Authorization for another person to attend the Board of Directors' meeting

A member of the Board of Directors may only authorize another member of the Board of Directors to attend and vote at the meetings. The authorization of a member of the Board of Directors to a non-member of the Board of Directors to attend and vote at a meeting of the Board of Directors must be approved by all attending members of the Board of Directors, or receive no objections.

14.6. Notification of resolutions of the Board of Directors

Resolutions of the Board of Directors shall be kept at the Company's head office, and those resolutions that are required to be disclosed will be published in accordance with the provisions of the law on information disclosure and the Charter.

14.7. Specialized discussion meetings

Depending on the needs of management and operations of the Company, the Board of Directors, the Audit committee, and the Executive Board may organize discussion meetings regarding professional matters or to address issues of the Company.

To avoid any misunderstanding, the meetings referred to in this Clause shall not be considered official meetings of the Board of Directors for the approval of any resolutions of the Board of Directors or for voting on any matters.

Article 15. Approval of resolutions by the Board of Directors by collecting written opinions

- 15.1. The sequence and procedures for collecting written opinions of members of the Board of Directors for approval of resolutions of the Board of Directors shall be carried out in accordance with Article 43 of the Charter and the Regulation on operation of the Board of Directors.
- 15.2. Resolutions of the Board of Directors made through collecting written opinions shall be effective and have the same value as resolutions passed by the members of the Board of Directors at a meeting that has been duly convened and organized.

CHAPTER IV

COMMITTEES, SUB-COMMITTEES, AND BOARDS UNDER THE BOARD OF DIRECTORS, AND OTHER SUPPORTING UNITS OF THE BOARD OF DIRECTORS

Article 16. Principles of operations of the Committees, Sub-committees, and Boards under the Board of Directors

16.1. Number and Term

- a) The number of members of the Committees, Sub-committees, and Boards shall be determined by the Board of Directors, in compliance with the provisions in Clause 2, Article 41 of the Charter.

The members of the Committees, Sub-committees, and Boards shall be appointed by the Board of Directors and must maintain a balance in terms of expertise, competence, and gender.

- b) The Chairman of the Committees, Sub-committees, and Boards must be a member of the Board of Directors.
- c) The term for members of the Committees, Sub-committees, and Boards shall be determined by the Board of Directors, but shall not exceed five (05) years, and may be re-elected for an unlimited number of terms.

- 16.2. The Board of Directors shall specifically regulate the organizational structure, term, standards and conditions for members, procedures for organizing meetings and voting, remuneration, performance evaluation, powers and responsibilities, and other matters related to the operations of

the Committees, Sub-committees, and Boards, members of Committees, Sub-committees, and Boards.

16.3. Committees, Sub-committees, and Boards shall hold meetings at least once (01) per quarter. Committees, Sub-committees, and Boards must record meeting minutes and reach a consensus, making conclusions in accordance with the Regulation on operation of the Board of Directors and the Regulation on operation of the Committees, Sub-committees, and Boards for implementation.

16.4. The Board of Directors shall determine the annual operating budget of the Committees, Sub-committees, and Boards.

Under the decision of the Board of Directors, bonuses, remuneration, and other benefits (if any) for members of the Committees, Sub-committees, and Boards can be considered operating expenses of the Company.

Article 17. Audit committee

17.1. Role of the Audit committee

- a) The Audit committee is a specialized body under the Board of Directors.
- b) Depending on the operational situation of the Company, the Board of Directors has the authority to add functions and duties to the Audit committee.

17.2. Rights and obligations of the Audit committee

The Audit committee has the rights and obligations as outlined in Article 46 of the Charter, this Regulation, the Regulation on operation of the Board of Directors, and the Regulations on internal management of the Company.

17.3. Number and term of members of the Audit committee

- a) The number of members of the Audit committee shall comply with the provisions of Clause 2, Article 45 of the Charter.
- b) The term of the members of the Audit committee shall be specified in the Regulation on operation of the Audit committee issued by the Board of Directors.

17.4. Nomination and appointment of members of the Audit committee

- a) The Chairman of the Audit committee shall be appointed by the Board of Directors.
- b) Other members of the Audit committee shall be appointed by the Board of Directors based on the proposal of the Chairman of the Board of Directors.

17.5. Removal, dismissal of members of the Audit committee

The Board of Directors may remove or dismiss a member of the Audit committee at any time or upon the proposal of the Chairman of the Board of

Directors. The procedures for removal or dismissal shall be specified in the Regulation on operation of the Audit committee.

17.6. Standards and conditions for members of the Audit committee

Members of the Audit committee must meet the standards and conditions specified in Article 45 of the Charter and the Regulation on operation of the Audit committee.

17.7. Remuneration and operational costs of the Audit committee

a) The total remuneration and bonuses for the Audit committee shall be determined by the Board of Directors and be within the operating budget of the Board of Directors.

b) The operational costs of the Audit committee, including salaries, allowances, and other benefits (if any) for other personnel in the Audit committee, shall be carried out in accordance with applicable law, the Charter, the Regulation on operation of the Audit committee, and the Regulations on internal management of the Company.

17.8. The Audit committee approves decisions by voting at meetings, collecting written opinions, or using other methods in accordance with the law.

17.9. The sequence and procedures for convening, organizing meetings, and approving decisions by the Audit committee shall be carried out in accordance with Article 47 of the Charter and the Regulation on operation of the Audit committee. The Chairperson of the Audit committee shall decide on the form of organizing the Audit committee's meeting and the corresponding voting method, and simultaneously issue regulations guiding the registration to attend and electronic voting at the Audit committee's meeting, sending documents and voting ballots by electronic means in case of collecting written opinions of Audit committee members, accessing, receiving or downloading documents, and other matters related to electronic methods.

17.10. The Chairman of the Audit committee shall decide on the form of organizing the Audit committee's meetings. Meetings of the Audit committee shall be organized in accordance with the Regulation on operation of the Audit committee.

Article 18. Other Committees, Sub-committees, and Boards under the Board of Directors

18.1. The Board of Directors has the authority to establish other Committees, Sub-committees, and/or Boards to provide independent advice and professional consultancy to the Board of Directors, and also support the Board in managing operations of the Company Group, including but not limited to the following:

- a) Committee of Strategy and Finance: Supporting the Board of Directors in managing the long-term development strategy and financial strategy of the Company;
- b) Environmental – Social - Governance (ESG Committee): Supporting the Board of Directors in providing direction and overseeing the implementation of the Company’s environmental, social, and governance statements and strategies, ensuring that the Company's environmental, social, and governance policies comply with regulations and create long-term value for Shareholders and stakeholders.
- c) Human Resources Committee: Supporting the Board of Directors in matters related to the people and culture of the Company, developing succession processes, ensuring the quality and continuity of senior personnel, and ensuring that directions of corporate culture and human resources policies are implemented within the Company; and
- d) Other Committees, Sub-committees, and/or Boards as deemed necessary.

For clarity, the names of the Committees, Sub-committees, and Boards may be changed at the discretion of the Board of Directors to align with the Company's operations.

18.2. The Board of Directors shall issue Regulations on operations corresponding to the Committees, Sub-committees, and/or Boards mentioned above at the time of establishment of such Committees, Sub-committees, and/or Boards.

Article 19. Office of the Board of Directors, other supporting bodies and departments

19.1. The Board of Directors shall establish the Office of the Board of Directors, other supporting bodies and departments to assist the Board of Directors, its specialized Committees, and members of the Board of Directors in exercising their rights, obligations, and responsibilities.

19.2. The salaries, remuneration, and other benefits of personnel working at the Office of the Board of Directors, other supporting bodies and departments of the Board of Directors shall be determined by the Board of Directors in accordance with the law, the Charter, and the Regulations on internal management of the Company.

Article 20. Person in charge of corporate governance

20.1. The Board of Directors of the Company shall appoint at least one (01) person in charge of corporate governance to support the Company's governance activities, provide advice to the Board of Directors and its Committees, Sub-committees, and Boards. The person in charge of corporate governance may also serve as the Secretary of the Company, as decided by the Board of Directors.

- 20.2. The person in charge of corporate governance shall have the rights and obligations specified in Clause 3, Article 54 of the Charter.
- 20.3. The Board of Directors may dismiss the person in charge of corporate governance in one of the following cases:
- a) The person no longer meets the qualifications to be the person in charge of corporate governance as specified in Clause 2, Article 54 of the Charter;
 - b) The person fails to perform their rights and obligations for three (03) consecutive months, except in cases of force majeure;
 - c) The person seriously violates or repeatedly violates the duties of the person in charge of corporate governance as stipulated by law, the Charter, and the Regulations on internal management of the Company;
 - d) The person submits a written resignation letter to the Board of Directors and it is approved.
 - e) According to the decision of the Board of Directors.
- 20.4. The appointment or dismissal of the person in charge of corporate governance must be disclosed in accordance with the provisions of the law on information disclosure in the securities market.
- 20.5. The Board of Directors has the authority to establish a department responsible for corporate governance as stipulated in Clause 4, Article 54 of the Charter.

CHAPTER V

CHIEF EXECUTIVE OFFICER AND EXECUTIVE BOARD

Article 21. Chief Executive Officer

21.1. Role of the Chief Executive Officer

The Chief Executive Officer is responsible for managing the daily business operations of the Company, under the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the execution of the assigned rights and obligations.

21.2. Rights and obligations of the Chief Executive Officer

In addition to the rights and obligations specified by law, Article 50 of the Charter, the Regulations on internal management of the Company, and resolutions of the Board of Directors, the Chief Executive Officer has the following rights and obligations:

- a) Proposing the number and titles of members of the Executive Board, the Company's authorized representatives at other organizations, for

the Board of Directors to recruit and appoint; provide advice to the Board of Directors on deciding the total salary, remuneration, bonuses, and other benefits for members of the Executive Board; propose to the Board of Directors the appointment or dismissal of members of the Executive Board.

- b) Supervising the activities of members of the Executive Board in accordance with the Charter and the Regulation on the operation of the Executive Board.
- c) Complying with the obligations as specified in the contract signed with the Company.

21.3. Appointment, dismissal of the Chief Executive Officer

The Chief Executive Officer shall be appointed or dismissed in accordance with point a, Clause 3, Article 22 of this Regulation.

The appointment, dismissal, signing, or termination of the contract with the Chief Executive Officer shall be compliant with the provisions of the law.

21.4. Authorization, decentralization, or delegation of powers by the Chief Executive Officer

The Chief Executive Officer is entitled to authorize, decentralize, or delegate powers to members of the Executive Board or other entities to perform one or more of the Chief Executive Officer's duties in accordance with the provisions of the law.

21.5. Coordination between the Chief Executive Officer and Members of the Executive Board

- a) The Chief Executive Officer determines the scope of work, salary, bonuses, and other matters related to the Members of the Executive Board.
- b) Members of the Executive Board are responsible for supporting and assisting the Chief Executive Officer, managing the daily business operations of the Company, overseeing the Company's investments in other companies, and carrying out other tasks within the authority of the Chief Executive Officer as authorized, decentralized, or delegated powers by the Chief Executive Officer.
- c) The Chief Executive Officer and Members of the Executive Board shall perform and comply with the provisions specified in the Regulation on operation of the Executive Board.

Article 22. Executive Board

22.1. Composition of the Executive Board

The Executive Board consists of the Chief Executive Officer and other management personnel (i) selected by the Chief Executive Officer and

proposed to the Board of Directors for appointment or (ii) appointed by the Chief Executive Officer subject to the approval of the Board of Directors from time to time.

22.2. Criteria and conditions for members of the Executive Board

- a) The Chief Executive Officer shall comply with the criteria and conditions stipulated in Clause 2, Article 49 of the Charter.
- b) Members of the Executive Board shall comply with the criteria and conditions stipulated in the Regulation on operation of the Executive Board.

22.3. Appointment, dismissal of members of the Executive Board

- a) The Board of Directors shall appoint one (01) member of the Board of Directors or hire another individual as the Chief Executive Officer. The Chief Executive Officer may be dismissed in accordance with Article 51 of the Charter.
- b) Members of the Executive Board are (i) selected by the Chief Executive Officer and proposed to the Board of Directors for appointment and (ii) appointed by the Chief Executive Officer subject to the approval of the Board of Directors.
- c) Members of the Executive Board shall be dismissed in accordance with the Regulation on operation of the Executive Board.

22.4. Rights and obligations of members of the Executive Board

Members of the Executive Board shall have the rights and obligations as stipulated in the Regulation on operation of the Executive Board and resolutions of the Board of Directors.

22.5. Salaries, bonuses, and remuneration of members of the Executive Board

- a) The Chief Executive Officer shall determine the salaries, remuneration, bonuses, and other benefits (if any) of members of the Executive Board based on the total salary and bonus budget approved by the Board of Directors and in accordance with the salary and bonus framework and the Regulations on internal management of the Company.
- b) As decided by the Board of Directors, bonuses, remuneration, and other benefits (if any) of members of the Executive Board may be considered operating expenses of the Company.

22.6. Performance evaluation

Annually, the Board of Directors shall evaluate the performance of the Chief Executive Officer, and the Chief Executive Officer shall evaluate the performance of Members of the Executive Board and report to or notify the Board of Directors in accordance with the Regulation on operation of the Executive Board.

CHAPTER VI
COORDINATION BETWEEN THE BOARD OF DIRECTORS
AND OTHER ENTITIES

Article 23. Coordination between the Board of Directors, the Audit committee, and members of the Executive Board

- 23.1. Coordination between the Board of Directors and the Audit committee
- a) The Board of Directors shall ensure that the Audit committee has adequate resources and authority to review the internal control and risk management systems, oversee internal audit activities, and carry out other tasks within its scope of operations.
 - b) The Audit committee shall submit a written report to the Board of Directors upon detecting any failure of a member of the Board of Directors or a member of the Executive Board to fully fulfill their duties and responsibilities.
 - c) In case of a conflict in opinions between the Audit committee and members of the Executive Board, the Audit committee shall propose that the Board of Directors resolve the matter and make the final decision.
- 23.2. Coordinating activities between the Board of Directors and the Chief Executive Officer, members of the Board of Directors
- a) The Board of Directors shall review and direct members of the Executive Board to coordinate in developing plans for reinforcement and correction based on inspection minutes or audit reports from the Audit committee. The Board of Directors may propose measures against relevant units and individuals if deficiencies or violations are not rectified following the Audit committee's inspection and supervision.
 - b) The Board of Directors shall supervise the activities of members of the Executive Board.
 - c) The Chief Executive Officer or a member of the Executive Board authorized by the Chief Executive Officer shall be responsible for implementing resolutions and decisions of the Board of Directors.
 - d) The Board of Directors shall not interfere with or obstruct the management and operations by members of the Executive Board. However, if a member of the Executive Board makes a decision or signs any document that causes or potentially causes a conflict of interest, is not in the best interests of the Company, or fails to comply with applicable law, the Charter, this Regulation, the Regulation on operation of the Board of Directors, the Regulations on internal

management of the Company, or resolutions of the General Meeting of Shareholders and/or the Board of Directors, the Board of Directors shall have the authority to reconsider, veto, and/or amend such decisions or documents. Furthermore, the Board of Directors may assess the liability of the respective member of the Executive Board and take necessary legal action to claim compensation for damages if their actions cause damages to the Company.

- e) The Board of Directors and the Executive Board shall promptly, timely, fully, and accurately provide information upon reasonable request from the other party to ensure the Company's operational progress in accordance with the Regulation on operation of the Board of Directors and the Regulation on operation of the Executive Board.

23.3. Coordination between the Audit committee and the Chief Executive Officer, members of the Executive Board

- a) Members of the Executive Board shall be responsible for providing the Audit committee with all favorable conditions to access relevant documents regarding the Company's operations and for engaging in discussions with members of the Executive Board to provide necessary information for the Audit committee's activities.
- b) If a risk is identified that could significantly have impacts on the Company's business operations and reputation, members of the Executive Board must promptly submit a written report to the Audit committee.

Article 24. Coordination between Committees, Sub-committees, and other Boards under the Board of Directors and members of the Executive Board

24.1. Committees, Sub-committees, and other Boards under the Board of Directors shall not interfere with or obstruct the operations of members of the Executive Board.

24.2. Members of the Executive Board shall be responsible for providing information and documents upon reasonable requests from Committees, Sub-committees, or Boards under the Board of Directors and for facilitating their engagement with individuals and units in areas that Committees, Sub-committees, or Boards under the Board of Directors are assigned duties.

24.3. Committees, Sub-committees, and Boards under the Board of Directors shall hold quarterly professional exchange meetings with members of the Executive Board. Depending on the nature of the matters discussed, the Executive Board or the relevant Committees, Sub-committees, and Boards may invite members of the Board of Directors to attend these exchanges.

24.4. Members of the Executive Board shall have the right to refuse to implement proposals of Committees, Sub-committees, and Boards under the Board of Directors if such decisions are deemed to be in violation of applicable law, the Charter, this Regulation, the Regulation on operation of the Board of

Directors, or resolutions of the General Meeting of Shareholders or the Board of Directors, or against the interests of the Company, and shall immediately notify the Board of Directors.

Article 25. Relationship between the Board of Directors and the board of directors/members' council of Subsidiaries

- 25.1. The Board of Directors, representing the Company as the owner, shall provide direction and decide on the governance structure of subsidiaries that are single-member limited liability companies; shall exercise rights and obligations of a shareholder or capital-contributing member in subsidiaries in accordance with applicable law, the Charter, charters of the subsidiaries, and/or agreements with the subsidiaries.
- 25.2. The Board of Directors/members' council of subsidiaries shall report to or seek approval from the Company's Board of Directors, and the Company's Board of Directors shall approve matters related to the subsidiaries in accordance with a mechanism that complies with applicable law, the Charter, charters of the subsidiaries, and/or agreements with the subsidiaries.
- 25.3. The Board of Directors shall authorize, decentralize, or delegate powers to the Chief Executive Officer to coordinate with the enterprise managers and enterprise executives of subsidiaries to manage daily business operations of the subsidiaries in accordance with applicable law, the Company's Charter, charters of the subsidiaries, and/or agreements with the subsidiaries.

Article 26. Relationship between the Board of Directors and the Company's authorized representatives at other organizations

- 26.1. The Board of Directors shall appoint the Company's authorized representatives at other organizations. The appointment document must include all required contents as stipulated in Clause 4, Article 14 of the Law on Enterprises.
- 26.2. Activities of the Company's authorized representatives at other organizations shall be carried out in accordance with Article 71 of the Charter and the Regulations on internal management of the Company.

Article 27. Commendation and discipline

- 27.1. Annually, the Board of Directors shall conduct an evaluation of the performance of members of the Board of Directors, as well as members of Committees, Sub-committees, and Boards under the Board of Directors.
- 27.2. The forms of commendation and discipline shall be specifically stipulated in the Regulation on operation of the Board of Directors.

CHAPTER VII

SUPERVISORY ACTIVITIES

Article 28. Supervisory activities

28.1. The Board of Directors shall directly supervise, engage an independent consulting firm for supervision, or authorize, decentralize, or delegate powers to the Audit committee, the Chief Executive Officer, Committees, Sub-committees, or other Boards under the Board of Directors and other entities to supervise the activities of the Company in accordance with the applicable laws, provisions in the Charter and the Regulations on internal management of the Company.

The supervision process must be conducted in coordination and interaction with the supervised entities, ensuring a two-way flow of information.

28.2. The Board of Directors shall not interfere with the activities of members of the Board of Directors, Committees, Sub-committees, and Boards, the Chief Executive Officer, and members of the Executive Board, except in cases where such activities violate applicable laws, the Charter, this Regulation, or the Regulation on operation of the Board of Directors.

28.3. The Board of Directors shall stipulate in detail the supervised entities, aspects of supervision, corresponding supervision frequency, mechanisms, and methods of supervision.

28.4. Evaluation of supervision results

The Board of Directors shall provide its opinions on the supervision results of the activities mentioned in Clause 1 of this Article, thereby assessing and determining timely actions for resolution or corrective measures regarding any violations (if any).

28.5. Budget for supervisory activities

The Board of Directors allocates the budget for supervisory activities from the operating budget of the Board of Directors in accordance with the Regulations on internal management of the Company.

CHAPTER VIII

DISCLOSURE OF INFORMATION

Article 29. Disclosure of information

29.1. The Company is obliged to fully, transparently, and promptly disclose periodic and ad-hoc information regarding financial status, sustainable development, ownership structure and corporate governance, transactions with related parties, material information on risks, opportunities and significant impacts on environment - society and climate change, the

Company's risk management methods related to environment, society, and climate, and other business-related matters, including sustainability reports. Such information shall be presented in an integrated and consistent manner, following widely accepted standards, allowing comparability with the market for Shareholders and the public.

- 29.2. The Company shall disclose information through diverse communication channels and tools that are easily accessible, equitable, and effective; while also ensuring the effective implementation of direct dialogue mechanisms with Shareholders and relevant stakeholders.
- 29.3. The principles of transparency and effectiveness in information disclosure shall be stipulated in detail in the Company's Regulation on information disclosure and in compliance with applicable law.

CHAPTER IX

RELATIONS WITH STAKEHOLDERS

Article 30. Principles of relations with stakeholders

- 30.1. The Company shall take the lead in drafting and issuing regulations on the provision of information and documents to stakeholders (including partners, customers, contractors, and other entities having relationships with the Company), establishing clear and transparent rules in accordance with legal requirements or bilateral agreements, in compliance with the Charter, this Regulation, and the Regulations on internal management of the Company, for the purpose of respecting the lawful rights and interests of stakeholders, protecting and promoting their effective participation; minimizing the risk of disputes; and overseeing the implementation of these rules.
- 30.2. The Board of Directors shall issue specific regulations on the dialogue mechanism between the Company and stakeholders and oversee the implementation of such mechanism to ensure that stakeholders' opinions are conveyed to the Board of Directors promptly, comprehensively, and accurately. There shall be distinct approaches for different stakeholder groups based on their priority level and relevant interests.
- 30.3. The Board of Directors is responsible for developing and maintaining long-term and short-term policies on benefit sharing for employees, balancing the interests of the Company, Shareholders, and employees, and in compliance with applicable law, the Charter, and the Regulations on internal management of the Company.

CHAPTER X

SUSTAINABLE DEVELOPMENT

Article 31. Development and maintenance of corporate culture

- 31.1. The Board of Directors plays a leading role in giving direction to the corporate culture, ensuring that the Company values and carries out activities to develop corporate culture as a foundation for the long-term success and sustainable development of the Company.
- 31.2. The Company shall disclose and implement appropriately and effectively the Business Code of Ethics and internal policies that align with the Company's corporate culture; at the same time, the Company shall ensure that the Business Code of Ethics is evaluated and updated to remain suitable for the Company's context.
- 31.3. The Board of Directors ensures the application of business ethics standards in the management and operation of the Company, while also ensuring that members of the Board of Directors are pioneers in setting an example of corporate culture and business ethics.

Article 32. ESG governance framework

- 32.1. The Board of Directors shall develop an ESG governance framework in accordance with best practices and aligned with the Company's sustainable development objectives, and ensure that environmental, social, and governance factors are integrated into the Company's long-term strategy and daily operations.
- 32.2. The Board of Directors integrates environmental, social, and governance risks into the Company's overall risk management system; and closely monitors these risks.
- 32.3. The Board of Directors supervises the implementation of the ESG governance framework and the department responsible for ESG matters.
- 32.4. The Company's sustainability report must include information related to environmental, social, and governance factors. The Company ensures the establishment of an effective dialogue mechanism with stakeholders concerning environmental, social, and governance factors.

CHAPTER XI

RISK MANAGEMENT

Article 33. Risk management principles

- 33.1. The Board of Directors is responsible for integrating risk management into the Company's long-term development strategy and risk management framework and overseeing the formation and operation of the Company's internal control system.

- 33.2. The Board of Directors provides direction on developing an enterprise-wide risk management framework and determining the Company's risk appetite, supervises the integration of risk management principles into the Company's policies, regulations, procedures, and management processes, and supervises the improvement of the enterprise-wide risk management system.
- 33.3. The Board of Directors establishes functions of internal audit, risk supervision, and compliance to identify, assess, and mitigate risks to a level aligned with the Company's risk appetite, and ensures the availability of necessary resources and authority for these lines of defense to fulfill their duties and enhance effective risk management.
- The internal audit unit needs to ensure objectivity and independent consulting to increase value and improve the Company's operations.
- 33.4. The Board of Directors shall decide the comprehensive risk management strategy and system.

Article 34. Independent oversight and evaluation of the risk management system

- 34.1. The Board of Directors supervises the enterprise-wide risk management system, ensuring that risk management activities align with the Company's risk appetite and support the Company in better managing its strategy.
- 34.2. With the support of the Audit committee and the risk management unit, the Board of Directors periodically conducts an independent evaluation of the enterprise-wide risk management system to ensure that this system always operates effectively and complies with corporate governance requirements.
- 34.3. The Board of Directors shall establish specific criteria and procedures for the selection of independent auditors, ensuring that the independent auditors possess sufficient competence and reputation; evaluate the quality of the independent auditors' work; and establish procedures for monitoring the implementation of recommendations made by the independent auditors.
- 34.4. The Board of Directors shall ensure that the Company implements a periodic training program for all employees on risk identification and management; and simultaneously orient the development and emphasize a risk management culture throughout the Company.
- 34.5. The Board of Directors shall, according to the needs of the Board of Directors, establish a mechanism of risk communication and reporting between the Executive Board and the Board of Directors, allowing employees and relevant parties to promptly report risks and violations for timely identification and handling; and ensure that the Company establishes and supervises the implementation of a crisis management system.

CHAPTER XII

ROLE OF THE COMPANY IN A COMPANY GROUP

Article 35. Management of subsidiaries and affiliates

- 35.1. The Board of Directors shall decide and implement, or authorize, decentralize or delegate powers to the Chairman of the Board of Directors, the Chief Executive Officer, the authorized representative of the Company in other organizations, individuals, or other organizations to exercise the rights and obligations of shareholders, owners, or capital contributing members in the Company's subsidiaries and affiliates in accordance with applicable law, the Charter, the Regulations on internal management of the Company, charters of the subsidiaries and affiliates.
- 35.2. The supervision and management of the operations of subsidiaries and affiliates shall be carried out in accordance with the provisions of the Regulation on operation of the Board of Directors, the Regulations on internal management of the Company, and the agreements between the Company and its subsidiaries and affiliates.

CHAPTER XIII

OTHER PROVISIONS

Article 36. Amendments and supplements to the Regulation

- 36.1. The supplementation or amendment of the Regulation must be considered and decided upon by the General Meeting of Shareholders.
- 36.2. In the event that there are relevant regulations pertaining to corporate governance that are not mentioned in the Regulation, those regulations shall naturally apply. Alternatively, if the Charter differs from the provisions in these Regulations, the Charter shall naturally apply.

Article 37. Implementation provisions

- 37.1. This Regulation, consisting of 13 Chapters and 37 Articles, was approved by the General Meeting of Shareholders and will come into effect on [date] [month], 2026. It supersedes and annuls the Internal regulation on corporate governance issued on 26th April, 2025.
- 37.2. Shareholders, members of the Board of Directors, members of the Audit committee, members of Executive Board, and other relevant individuals shall be responsible for the implementation of this Regulation.

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

CAO THI NGOC DUNG