

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER
PVI HOLDINGS

Hanoi – April 2025



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INTRODUCTION

This Charter is ratified under the Resolution No. 01/NQ-ĐHĐCĐ dated 22nd April, 2025 of the GMS.

I. DEFINITIONS

Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:

a) *Charter capital* means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;

b) *Voting capital* means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the GMS;

c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *The Law on Securities* means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

đ) *Vietnam* means the Socialist Republic of Vietnam;

e) *Establishment date* means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

g) *Managers* include the CEO, Deputy CEO, chief accountant and other personnel under the assignment and/or appointment of the BOD as PVI's Managers;

h) *Executives* include the Chairman of the Board of Directors, members of the Board of Directors, the CEO and persons holding other personnel under the assignment and/or appointment of the BOD as PVI's Executive Officers;

i) *Related persons* are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;

k) *Shareholder* means an individual or organization that owns at least one share of PVI;

l) *Founding shareholder* means a shareholder that holds at least one ordinary share and is included in PVI's list of founding shareholder;

- m) *Major shareholder* is defined in Clause 18 Article 4 of the Law on Securities;
- n) *Operating period* is the period specified in Article 2 of this Charter;
- o) *Stock Exchanges* include Vietnam Exchange (VNX) and its subsidiary companies.
- p) *Parent Company – Subsidiary* means a group of companies, which includes parent company, subsidiaries, affiliates, and other dependent units, which have close relations with each other on a long term basis in terms of economic benefits, technology, market and other business services and comply with Article 195 of Law on Enterprises.
- q) *Parent Company* means PVI Holdings having legal status, which is established and operates pursuant to this Charter and the Enterprise Registration Certificate (herein after referred to as PVI);
- r) *PVI's Subsidiary* means companies controlled by PVI in comply with laws;
- s) *PVI's Affiliates* mean companies in which PVI hold shares, capital contributions at less than controlling proportions that in comply with laws or its subsidiaries but are voluntary to become affiliates to PVI under partnership contracts or in a non-contracting relationship with long term relationship in terms of economics benefits, technology, market and other services;
- t) Non-executive Member of the Board of Directors (hereinafter referred to as non-executive member) means a member of the Board of Directors who is not a manager;
- u) Independent Member of the Board of Directors (hereinafter referred to as independent BOD member) means a member with standard and requirement stipulated in Clause 2 Article 151 of the Law on Enterprises.

2. The references in this Charter also include their amendments or replacements.

3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

4. Any words or terms defined in the Law on Enterprises, Law on Securities if such word or term is not contrary to the subject or context shall have the same meaning in this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND OPERATION DURATION OF PVI

Article 2. Name, form, head office, branch, representative office and operation duration of PVI

1. Name of the Company



- Vietnamese name : Công ty cổ phần PVI

- English name : PVI Holdings

- Transaction name : Công ty PVI

- Abbreviated name : PVI

2. PVI is a shareholding company having legal entity in compliance with the current Laws of Vietnam.

3. The Registered Office of the Company is located at:

- Address: PVI Building, Block VP2, Pham Van Bach Street, Yen Hoa Ward, Cau Giay District, Ha Noi

- Telephone: 84-4-37342299

- Fax: 84-4-37342929

- E-mail: Contact@pvi.com.vn

- Website: <http://www.pviholdings.com.vn>

4. PVI may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless PVI is shut down before the expiration of the period specified in Clause 2 Article 55 this Charter then the period of PVI's operation from the date of being granted the Enterprise Registration Certificate (formerly the Business Registration Certificate) until there is a decision of the General Meeting of Shareholders on the termination of PVI's operation.

Article 3. PVI's legal representatives

1. The Company has 1 legal representative: CEO

III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF PVI

Article 4. Targets of PVI

1. Business lines of PVI are to invest in subsidiaries, affiliates; to do business in financial services, real estate and other areas in compliance with the Laws.

2. Operation objectives of PVI: PVI was established to mobilize and use capital in an effective manner in business, financial investments and others to:

- a) Increase shareholder's profits;
- b) Create work and stable incomes for employees;
- c) Contribute to the State budget.

Article 5. Scope of business and operation

1. PVI shall be permitted to make plans and carry out all business activities in accordance with its Enterprise Registration Certificate and this Charter and in compliance with the current Laws and shall be permitted to apply appropriate measures to achieve its objectives.
2. PVI shall be free to carry out business activities in the lines which are not prohibited by the Laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. PVI's charter capital is VND 2,342,418,670,000 (Two trillion three hundred and forty-two billion four hundred and eighteen million six hundred and seventy thousand dong).

PVI's total charter capital is divided into 234,241,867 shares with the par value of VND 10,000/share.

2. PVI may increase its charter capital with the approval of the General Meeting of Shareholders and in accordance with law.
3. PVI's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.
4. PVI may issue other preference shares after it is approved by the GMS, as per proposal by the BOD and it is in accordance with regulations of law.
5. Names, addresses, holdings and other information about the founding shareholders prescribed by the Law on Enterprises and mentioned in Appendix hereof, which is part of this Charter.

Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS as per proposal by the Board of Directors. PVI must provide a notice of the offer for sale of shares which specifies the number of shares to be offered for sale and an appropriate period for subscription (at least twenty business days) so that shareholders may subscribe to purchase. The unsubscribed shares shall be allocated by the Board of

Directors in accordance with the conditions and manner which the Board of Directors thinks appropriate, with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.

6. PVI may repurchase its own shares following the methods specified in this Charter and applicable laws.

7. PVI may issue different kinds of securities after receiving written approval of the General Meeting of Shareholders which in accordance with the Laws on securities and securities market.

Article 7. Securities certificates

1. Shareholders of PVI shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. Within 15 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by PVI, or within 2 months or longer from the day on which the shares are fully paid for under PVI's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to PVI.

4. Where only a number of named shares in a named share certificate are transferred, the old share certificate shall be rescinded and a new share certificate recording the remaining shares shall be granted free-of-charge.

5. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by PVI on request. Such a request shall specify:

a) Information about the lost or damaged share certificate;

b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

6. Holders of unnamed share certificates shall be responsible for managing their share certificates and PVI shall not be liable where such share certificates are stolen or used for fraudulent purposes.

7. PVI shall be permitted to issue named shares which do not take the form of certificates. The Board of Directors may issue documents allowing named shares

(whether or not such shares take the form of certificates) to be assigned and a document on the assignment of such shares shall not necessarily be required. The Board of Directors may issue regulations on share certificate and assignment of shares in compliance with the Law on Enterprises, Laws on securities and securities market and this Charter.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by PVI (excluding offer letters, temporary certificates and similar documents), shall bear the signatures of the legal representatives and seal of PVI, except where otherwise stipulated by the terms and conditions of the issue.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 10. Withdrawal of shares

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to PVI for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least [07 days] from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed

shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

V. ORGNIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration and control

Organizational structure, administration and control of PVI include:

1. The GMS;
2. The Board of Directors;
3. Supervisory Board;
4. CEO;

VI. SHAREHOLDERS AND THE GMS

Article 12. Rights of shareholders

1. PVI's shareholders consist of:
 - a) Founding shareholders: Viet Nam Oil and Gas Group;
 - b) Ordinary shareholders: shareholders of PVI's ordinary shares.

Shareholders - have the rights and obligations corresponding to the number and classes of shares owned by them. Shareholders shall only be liable for PVI's debts and other property obligations within their capital contribution to PVI.

2. Ordinary shareholders have the right to:

- a) Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by PVI's Charter and the law. Each ordinary share has one vote;
- b) Receive dividends at the rate decided by the GMS;

- c) Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;
- d) Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
- dd) Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
- e) Access, examine and extract or copy PVI's Charter, minutes of meeting and resolutions of the GMS;
- g) When PVI is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in PVI;
- h) Request PVI to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If PVI has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;
- k) Access to periodic and extraordinary information disclosed by PVI as prescribed by law;
- l) Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights prescribed by law and PVI's Charter.

3. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the rights to:

- a) Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
- b) Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to PVI's trade secrets;
- c) Request the Board of Controllers to inspect specific issues relevant to the management and operation of PVI where necessary. The request must be made in

writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

d) Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to PVI at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

d) Other rights prescribed by law and PVI's Charter.

4. The shareholder or group of shareholders that holds at least 6% of total ordinary shares is entitled to nominate candidates to the Board of Directors and the Supervisory Board, candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Directors and the Supervisory Board must inform the participating shareholders before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors and the Supervisory Board, the shareholders or groups of shareholders prescribed in this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors and the Supervisory Board. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Supervisory Board and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders shall have following rights and obligations:

1. Fully and punctually pay for the subscribed shares.

2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by PVI or other persons. Otherwise, the shareholder and persons with related interests in PVI shall be jointly responsible for the debts and other liabilities of PVI within the value of withdrawn shares and the damage caused.

3. Comply with PVI's Charter and internal regulations on company administration.

4. Comply with resolutions and decisions of the GMS and the Board of Directors.

5. Protect the confidential of information provided by PVI in accordance with PVI's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by PVI to any other organizations and individuals.

6. Participate in the GMS and exercise the right to vote in the following manners:

- a) Participate and vote in person at the meeting;
- b) Authorize other organizations and individuals to participate and vote at the meeting;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;

7. Take personal responsibility when committing any of the following acts in the name of PVI in any shape or form:

- a) Violations of law;
- b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
- c) Paying undue debts while PVI is facing financial risks.

8. Fulfill other obligations prescribed by applicable regulations of law.

9. In addition to the aforementioned obligations, Major Shareholders shall comply with the following obligations:

- a. Not to exploit their advantages to adversely impact the rights and interests of PVI and other shareholders in accordance with the Laws and the Charter; and
- b. Disclose information in accordance with the Laws.

Article 14. General Meeting of Shareholders (GMS)

1. The GMS consists of all voting shareholders and is the highest decision-making body of PVI. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. Unless otherwise prescribed by PVI's Charter, the Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.

2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and PVI's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, PVI shall invite representative of the accredited audit organization that audited PVI's financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:

a) It is considered necessary for PVI's interests by the Board of Directors;

b) The remaining number of Board of Directors or Supervisory Board is smaller than the minimum number prescribed by law;

c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

d) It is requested by the Supervisory Board;

dd) Other cases prescribed by law and this Charter.

4. Convening the extraordinary GMS

a) The Board of Directors shall convene the GMS within [30] days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated, the Chairman of the Board of Directors and members of the Board of Directors must be responsible before the Laws and must compensate for any loss to the company;

b) In case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the Supervisory Board shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

If the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as stipulated, the Supervisory Board must be responsible before the Laws and must compensate for any loss to the company;

c) In case the Supervisory Board fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request PVI's representatives to convene the GMS in accordance with the Law on Enterprises;

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by PVI. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including accommodation and travel costs.

d) The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises

Article 15. Rights and obligations of the GMS

1. The GMS has following rights and obligations:

- a) Approve PVI's development orientations;
- b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
- c) Elect, dismiss and discharge members of the Board of Directors and members of the Supervisory Board;
- d) Decide investment in or sale of assets that are worth at least 35% of the total assets written PVI's latest audited financial statement;
- e) Decide to revise, amend or supplement to PVI's Charter;
- f) Approve annual financial statements;
- g) Decide to repurchase of over 10% of shares of each type;
- h) Consider taking actions against violations committed by members of the Board of Directors and members of the Supervisory Board if they cause damage to PVI and its shareholders;
- i) Decide re-organization and dissolution of PVI;

k) Decide the budget or total remunerations, bonuses, salary and other benefits of the Board of Directors and the Supervisory Board;

l) Approve internal regulations on company administration, operation of the Board of Directors and the Supervisory Board;

m) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect PVI's operation; dismiss accredited auditors where necessary;

n) Other rights and obligations prescribed by law.

2. The GMS shall discuss and approve the following issues:

a) PVI's annual business plan;

b) The audited annual financial statement;

c) The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;

d) The report of the Supervisory Board on PVI's business performance, performance of the Board of Directors, the CEO;

dd) The self-assessment report on performance of the Supervisory Board and its members;

e) Dividend per share of each type;

g) The quantity of members of the Board of Directors and the Supervisory Board;

h) Voting, dismissal and replacement of members of Board of Directors and Supervisory Board as well as approval to Board of Directors' appointing the CEO;

i) The budget or total remunerations, bonuses, salary and other benefits of the Board of Directors and the Supervisory Board;

k) Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect PVI's operation; dismiss accredited auditors where necessary;

l) Revisions to PVI's Charter;

m) The plans on additional issues of classes of shares and total number of new shares to be issued for each share, convertible bonds, options and other rights as per proposal

of the Board of Directors as well as founding shareholders' share transfer within the first three years since the Date of Establishment;

n) Division, consolidation, merger or conversion of PVI;

o) Re-organization and dissolution (liquidation) of PVI and appointment of the liquidator;

p) Decisions relating to the transactions of invest, purchase or sale of assets of PVI, PVI's subsidiaries or PVI's branches with a value at 35% or more of the total value of assets of PVI as recorded in the most recent audited financial statements of PVI;

q) Repurchase of over 10% of shares of each type;

r) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 20% of PVI's total assets written in the latest audited financial statement;

s) Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

t) Internal regulations on company administration, operation of the Board of Directors and the Supervisory Board;

u) Other issues prescribed by law and this Charter.

3. Shareholders shall not be permitted to vote in the following cases:

a. Contracts stipulated in Clause 2 Article 15 of this Charter to which such shareholder or related persons of such shareholder are a party;

b. Purchase of shares by the shareholder or related persons of such shareholder.

4. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

Article 16. Authorizing participation in GMS

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with PVI).

3. Votes casted the authorized participants within authorization scope shall be effective unless:

- a) The authorizing person is dead, has have limited legal capacity or is incapacitated;
- b) The authorizing person has cancelled the authorization;
- c) The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply in case PVI receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

4. Where a legal counsel on behalf of a principal signs a written appointment of a representative, the designation of such representative shall be in accordance with current laws and regulations.

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.

2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the

number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of PVI shall not be changed when PVI issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the GMS

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 14 of this Charter.

2. The person who convenes the GMS shall perform the following tasks:

a) Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within [10 days] before the day on which the invitation to the GMS is sent [unless a shorter time limit is decided by PVI's Charter]. PVI shall announce the compilation of this list at least 20 days before the deadline for registration;

b) Prepare the meeting agenda and contents;

c) Prepare meeting documents;

d) Draft the resolution of the GMS according to the meeting contents;

dd) Determine the meeting time and location;

e) Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;

g) Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to mailing addresses of all shareholders by express mail and posted on the websites of PVI, SSC and the Stock Exchange where PVI's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least 21 days before the opening date of the GMS (such period to be calculated from the date the notice is validly sent or delivered, the date the fees for delivery of the notice are paid, or the date the notice is put in a post-box). The agenda of the GMS and

documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or posted on PVI's website. Where the shareholders have notified PVI in writing of their fax number or e-mail address, the notice of the meeting may be sent to such fax number or e-mail address. Where the shareholders are employees of PVI, the notice of the meeting may be placed in a sealed envelope and sent directly to them at their workplace. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, including:

- a) The meeting agenda and documents to be used during the meeting;
- b) The list of and detailed information about all candidates for members of the Board of Directors and members of the Supervisory Board (in case of election thereof);
- c) Votes;
- d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 3 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to PVI at least 03 working days before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

- a) The proposal is sent against the regulations of Clause 4 of this Article;
- b) The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 3 Article 12 of this Charter;
- c) The proposed issue is outside the jurisdiction of the GMS;
- d) Other cases prescribed by law and this Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

Article 19. Conditions for conducting the GMS

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 65% of the voting shares.

2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 51% of the voting shares.

3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

Article 20. Procedures for implementing and voting at the GMS

1. Before opening the GMS, PVI shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:

a) PVI shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include Agree votes, Disagree votes and abstentions. Agree votes shall be recorded first, Disagree votes later. Agree votes and Disagree votes shall be counted. The vote counting result shall be announced by the chair or Head of the Vote counting Board right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors as the request of the chair. The number of members of the vote counting board shall not less than 3 people;

b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.

2. Election of the chair, secretary and vote counting board:

a) The Chairman of the Board of Directors shall chair or authorize to Vice Chairman of the BOD or another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent without authorization or not able to work, Vice Chairman of the BOD shall be the chair. In the case that the Vice Chairman also absents, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Head of Supervisory Board shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b) In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

c) The chair shall appoint one or some people as secretaries of the meeting;

d) The GMS shall elect one or some persons to the vote counting board at the request of the chair.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

a) Arrange seats at the meeting location;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chair has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

- a) The current location does not have adequate convenient seats for all participants;
- b) Communications equipment is not sufficient for discussion and voting by participating shareholders;
- c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

10. In case of an online meeting, PVI shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

11. In this Charter (unless the context requires otherwise), — online-participated shareholder shall be deemed to have attended the meeting at the Official Location of the Meeting.

The General Meeting of Shareholders must be organized at least once per year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

Article 21. Conditions for ratification of resolutions of the GMS

1. Resolutions on the following issues shall be issued if they receive at least 65% Agree votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

- a) Types of shares and quantity of each type;
- b) Change of business lines;
- c) Changes to PVI's organizational structure;
- d) Approval of annual financial statements;
- e) Short-term and long-term development plans of PVI;

f) Voting, dismissal and replacement of members of Board of Directors and Supervisory Board as well as approval to Board of Directors' appointing the CEO.

2. Resolutions of the General Meeting of Shareholders on amendments of and supplements to the Charter, classes of shares and volume of shares offered for sale, merger, re-organization and dissolution of PVI, transactions of invest, purchase or sale of assets of PVI, PVI's subsidiaries or PVI's branches executed by PVI, PVI's subsidiaries or PVI's branches with a value of 35% or more of the total value of assets of PVI as recorded in the most recent audited financial statements of PVI shall be approved when they are passed by 75% or more of the total number of votes of the shareholders with voting rights present in person or via their authorized representatives at the General Meeting of Shareholders.

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not in accordance with the Law on Enterprises and PVI's Charter.

Article 22. Authority and procedures for carrying out collecting written opinion for ratification of resolutions of the GMS

The authority and procedures for ratifying resolutions of the GMS by questionnaire survey:

1. The Board of Directors shall have the right to collect written opinions of shareholders to ratify a resolution of the General Meeting of Shareholders at any time, if considered necessary for the interests of PVI, except for Clause 11 Article 20;

2. The Board of Directors shall prepare and send the request form, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the request form in accordance with Clause 3 Article 18 of this Charter.

3. A request form shall contain the following information:

a) The enterprise's name, headquarters address, identification number;

b) Purposes of the collecting written opinion;

c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;

d) The issues being voted on;



dd) Voting options for each issue, including affirmative, negative and abstentions;

e) Submission deadline;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed request form to PVI by mail, fax or email as follows:

a) The request form that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization. The request form shall be put into a sealed envelope, which must not be opened before vote counting;

b) Request form that are sent by fax or email must be kept confidential until vote counting time;

c) The request form that are sent to PVI after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.

5. The Board of Directors shall count the votes and prepare the vote counting minutes in the presence of the Supervisory Board or shareholders that are not holding managerial positions in PVI. The vote counting minutes shall contain the following information:

a) The enterprise's name, headquarters address, identification number;

b) The purposes and issues voted on;

c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;

d) Quantity of Agree votes, Disagree votes and abstentions on each issue;

dd) Ratified issues and ratio of Agree votes;

g) Full name and signature of the Chairman of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting minutes and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to PVI's website within 24 hours after vote counting is completed.

7. The completed questionnaires, vote counting minutes, ratified resolutions and documents enclosed with questionnaires shall be retained at PVI's headquarters.

8. A resolution shall be ratified by collecting written opinion if it receive at least 75% Agree votes from voting shareholders and has the same value as those ratified at the GMS.

Article 23. Resolutions and minutes of meetings of the GMS

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be available in Vietnamese and English with the following contents:

a) The enterprise's name, headquarters address, identification number;

b) Time and location of the GMS;

c) Agenda and contents of the meeting;

d) Full names of the chair and secretaries;

dd) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;

e) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;

g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, Agree votes, Disagree votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;

h) Ratified issues and ratios of Agree votes;

i) Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and English have equal legal value. In case of discrepancies between the Vietnamese version and the English version, the Vietnamese shall apply.

4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at PVI's headquarters.

Article 24. Requesting cancellation of a resolution of the GMS

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting minutes, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and PVI's Charter, except in the cases specified in Clause 3 Article 21 of this Charter.

2. The contents of the resolution violate regulations of law or this Charter.

VII. THE BOARD OF DIRECTORS

Article 25. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, PVI shall publish information about these candidates at least 10 days before the opening date of the GMS on PVI's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of PVI if he/she is given the position of member of the Board of Directors. Information about candidates includes:

a) Full name, date of birth;

b) Qualifications;

c) Work experience;



d) Other managerial positions (including positions in the Board of Directors of other companies);

dd) Interests relevant to PVI and PVI's related parties;

2. A shareholder or a group of shareholders own from 6% to less than 10% of the ordinary shares shall have the right to nominate candidate; from 10% to less than 30% two candidates; from 30% to less than 50% three candidates; from 50% to less than 65% four candidates and 65% or more full number of the candidates.

3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with PVI's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and PVI's Charter.

Article 26. Term of office and composition of the Board of Directors

1. The Board of Directors has at least 5 members and no more than 11 members;

2. The term of office of the BOD is five (05) years. The term of office of members of the Board of Directors shall not exceed 05 years, in accordance with the term of office of the BOD and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.

3. Composition of the Board of Directors:

At least one third (1/3) of the members of the Board of Directors of PVI shall be non-executive members. PVI shall minimize the number of members of the Board of Directors that concurrently hold executive positions in PVI to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors shall satisfy the following requirements:

a) At least 01 independent member if the Board of Directors has 05 members;

b) At least 02 independent members if the Board of Directors has 06 – 08 members;

c) At least 03 independent members if the Board of Directors has 09 – 11 members.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.

5. Information about appointment of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.

6. Members of the Board of Directors are not necessarily shareholders of PVI.

7. Members of the Board of Directors shall have full rights and responsibilities in accordance with the Law on Enterprises, relevant Laws and the Charter, and the following rights and responsibilities in addition:

a) To be provided with information and documents on financial situation and business activities of PVI and its units;

b) To perform their duties in an honest and diligent manner for the best interest of PVI and its shareholders;

c) To attend all meetings of the Board of Directors and to provide their clear opinions on issues raised for discussion;

d) To promptly and fully report to the Board of Directors on remuneration received by members of the Board of Directors from subsidiaries, affiliates and other organizations in which they are the representatives for PVI's capital contribution;

e) To report to the State Securities Commission, Stock Exchange and disclose information upon trading of PVI's stocks in accordance with the Laws; and

f) PVI may purchase liability insurance for members of the Board of Directors after obtaining approval of the General Meeting of Shareholders. This insurance does not cover liabilities of members of the Board of Directors due to their violation of the Laws and the Charter.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of PVI and has the full authority to make decisions, exercise rights and obligations of PVI in the name of PVI, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, PVI's Charter and the GMS. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of PVI;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide selling prices for shares and bonds of PVI;
- d) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 20% of the total assets written PVI's latest audited financial statement except for contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i) Elect, dismiss, discharge the Chairman of the Board of Directors; designate, discharge, conclude and terminate contracts with the CEO and other key managers prescribed by PVI's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
- k) Supervise the CEO and other managers operating everyday business of PVI;
- l) Decide the organizational structure, rules and regulations of PVI, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- n) Submit audited annual financial statements to the GMS;
- o) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- p) Propose re-organization, dissolution of PVI; request bankruptcy of PVI;
- q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide

promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;

s) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and PVI's Charter.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

4. The following issues must be approved by the Board of Directors:

a) Establishment of PVI's departments/divisions;

b) Establishment of PVI's subsidiaries;

c) Establishment of branches or representative office of PVI;

d) Within the scope of Article 153.2 of the Law on Enterprises and except for the case stipulated in Article 138.2 and Clause 1, Clause 3 Article 167 of the Law on Enterprises where the approval of the General Meeting of Shareholders is required, the Board of Directors shall from time to time make decisions on the performance, amendment and cancellation of PVI's contracts (including agreements for purchase, sale, merger and takeover of companies and joint ventures);

e) Appointment and removal of any persons authorized by PVI to act as a commercial representative and Legal Counsel of PVI;

f) Borrowing, and implementation of mortgages, warranties, guarantees and payment of compensation by PVI;

g) Investments not included in the business plan and budget and exceeding VND 5 billion or investments exceeding 10 percent of the value in the annual plan and the annual business budget;

h) The purchase or sale of shares of other companies established in Vietnam or abroad. The Board of Directors shall be responsible for issuing specific regulations guiding the implementation of this activity;

i) Valuation of assets contributed to PVI which are not in cash relating to the issuance of shares or bonds by PVI, including gold, land use rights, intellectual property rights, technology and technological know-how;

j) Purchase or recollect by PVI of no more than 10 percent of shares of each class;

k) Business issues or transactions decided by the Board of Directors which require approval within the scope of its powers and responsibilities;

l) Decision on purchase or recollect price of PVI's shares

5. Except where otherwise stipulated by Laws and the Charter, the Board of Directors may delegate authority its subordinates and managers to act on behalf of PVI to perform works.

Article 28. Remunerations, Salary, bonuses and other benefits of members of the Board of Directors

1. PVI is entitled to pay remunerations, salary and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations, salary and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations, salary and bonuses for the Board of Directors shall be decided by the annual GMS.

3. Remunerations and salary of each member of the Board of Directors shall be recorded as PVI's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of PVI's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in committees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional salary, remuneration in the form of a lump sum, , commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its committees.

6. Members of the Board of Directors may have responsibility insurance purchased by PVI if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and PVI's Charter.

Article 29. Chairman, Vice Chairman of the Board of Directors

1. The Chairman, Vice Chairman or executive member of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and

dismissed by the Board of Directors. The Chairman of the Board of Directors must not concurrently hold the position of CEO.

2. The Chairman of the Board of Directors or the Vice Chairman of the Board of Directors shall have following rights and obligations:

- a) Formulate operating plans and programs of the Board of Directors;
- b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
- c) Organize the ratification of resolutions and decisions of the Board of Directors;
- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- dd) Chair the GMS;
- e) Other rights and obligations prescribed by the Law on Enterprises and PVI's Charter.

3. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within [10 days] from the resignation or dismissal date.

4. The Vice Chairman or the executive member of the Board of Directors shall have the same rights and obligations as the Chairman in case of being authorized by the Chairman but only in the case when the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure reasons or the inability to perform his/her duties. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Vice Chairman or executive member of the Board of Directors. In case both Chairman, Vice Chairman and executive member of the BOD are temporarily unable to perform their duties because of any reason, the BOD can appoint one among others to perform the duties of Chairman under the majority rule.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the

most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) The meeting is requested by the Supervisory Board or independent members of the Board of Directors;

b) The meeting is requested by the CEO or at least 05 more executives, managers;

c) The meeting is requested by at least 02 members of the Board of Directors;

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 working days from the receiving of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by PVI; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting. The invitation shall be available in Vietnamese and English, specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a hard copy, by phone, fax, email or other forms prescribed by PVI's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at PVI.

7. The Chairman of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Supervisory Board.

Members of the Supervisory Board are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date

of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors has participated in and voted at a meeting when:

- a) Participate and vote in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. A member of the Board of Directors shall not be permitted to vote on contracts, transactions or proposals in which such member or his/her related person has an interest which stipulated in current regulation. A member of the Board shall not be included in the minimum number of attendees required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;

13. Pursuant to Clause 14 Article 30, where an issue arises at a meeting of the Board regarding the level of interest of a member of the Board or regarding the voting right of a member which is not resolved by such member voluntarily waiving his/her voting right, such issue shall be submitted to the chairperson of the meeting whose decision in relation to other members of the Board shall be final, except where the nature or scope of the interest of the relevant members of the Board of Directors has not been timely, honestly, properly and precisely announced;

14. Any member of the Board of Directors who benefits from one of the contracts stipulated in Point (a) and (b) Clause 6 Article 42 of this Charter shall be considered to have a significant interest in such contract.

15. A member of the Board of Directors, who directly or indirectly benefits from any contract or transaction signed or expectedly signed with the Company and is aware that he/she benefits from such contract or transaction, shall publicly disclose the nature and content of such interest in the meeting that the Board of Directors first considers signing such contract or transaction. Likewise, such member may disclose the same at the first meeting of the Board of Directors held after the member knows that he/she benefit or will benefit from related transaction or contract.

16. Resolution which ratified by collecting written opinion shall have the same effect and validity as a resolution passed by members of the Board of Directors at a meeting which is convened and held in accordance with the normal procedure. A written resolution may be passed by using a number of copies of the same document so long as each copy bears the signature of at least one member.

17. The Chairman of the Board of Directors shall be responsible to deliver the minutes of a meeting of the Board to members, and such minutes shall be deemed to be proof that the work mentioned in the minutes was actually carried out at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the Board of Directors shall be prepared in Vietnamese & English and bear the signatures of the persons preparing the minutes and all members of the Board attending the meeting. The minutes must be archived in accordance with the Laws and the Charter.

18. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the Board of Directors shall have the casting vote.

Article 31. Committees of the Board of Directors

1. The Board of Directors may establish committees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 people that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors must take place as a majority of the committee and one of these member shall be designated as the Head of the committee under a decision of the Board of Directors. The committees shall operate in accordance with regulations of the Board of Directors. A committee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its committees shall be in accordance with applicable regulations of law, PVI's Charter and internal regulations on company administration.

Article 32. Person in charge of corporate governance, secretary of the company

1. The Board of Directors of PVI shall appoint at least 01 Person in charge of corporate governance, who will assist in administration works and may concurrently hold the position of company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance must not concurrently work for the accredited audit organization that is auditing PVI's financial statements.

3. The Person in charge of corporate governance has the following rights and obligations:

a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between PVI and its shareholders;

b) Prepare for meetings of the Board of Directors, the Supervisory Board and the GMS as requested by the Board of Directors or the Supervisory Board;

c) Provide consultancy on meeting procedures;

d) Participate in the meetings;

dd) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors

e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Supervisory Board;

g) Supervise and report to the Board of Directors on PVI's information disclosure;

h) Assist in contact between parties with relevant interests;

i) Protect confidentiality of in accordance with regulations of law and PVI's Charter;

k) Other rights and obligations prescribed by law and PVI's Charter.

4. Where necessary, the Board of Directors may designate the company's secretary, who will have the following rights and obligations:

a) Assist in convening the GMS and meetings of the Board of Directors; takes minutes of the meetings;

b) Assists members of the Board of Directors in performing their rights and obligations;

c) Assists the Board of Directors in applying and implementing the business administration rules;

d) Assist the company in development of shareholder relationship, protection of lawful rights and interests of shareholders; fulfillment of the obligation to provide and disclose information and administrative procedures;

dd) Other rights and obligations prescribed by laws and the company's charter.

VIII. THE CEO AND OTHER MANAGERS

Article 33. Organization of the management apparatus

PVI's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in PVI's daily business activities. PVI has a CEO, Deputy CEO, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 34. PVI's Managers

1. PVI's managers include the CEO, Deputy CEO, Chief Accountant and other managers prescribed by PVI's Charter.

2. When requested by the CEO and approved by the Board of Directors, PVI may recruit other managers with the quantity and qualifications in accordance with the organizational structure and management regulations of PVI prescribed by the Board of Directors. Managers shall assist PVI in achieving its organizational and business goals.

3. The CEO shall receive salaries and bonuses, other benefits, which are decided by the Board of Directors.

4. Salaries of managers shall be recorded as PVI's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of PVI's annual financial statement and reported at the annual GMS.

Article 35. Appointment, dismissal, duties and entitlements of the CEO

1. The Board of Directors shall designate 01 member of the Board of Directors or hires a person as the CEO.

2. The CEO shall manage PVI's daily business activities; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.

3. The term of office of the CEO is 05 years without term limit. The CEO shall satisfy the requirements prescribed by law and PVI's Charter.

4. The CEO has the following rights and obligations:

- a) Decide the issues relevant to PVI's everyday business operation outside the jurisdiction of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of PVI's business plans and investment plans;
- d) Propose organizational structure and internal administration regulations of PVI;
- dd) Designate, dismiss and discharge managerial positions in PVI, except for those within the jurisdiction of the Board of Directors;
- e) Decide the salaries and other benefits of PVI's employees, including the managers designated by the CEO;
- g) Recruit employees;
- h) Propose dividend payment plan or business loss settlement;
- i) Other rights and obligations prescribed by law and PVI's Charter, resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Chief Executive Officer where two-thirds or more of the members of the Board vote for (not counting the vote of such CEO) and appoint a new CEO.

IX. THE SUPERVISORY BOARD

Article 36. Nomination and self-nomination of members of the Supervisory Board (Supervisors)

1. After candidates for members of the Supervisory Board have been nominated, PVI shall publish information about these candidates at least 10 days before the opening date of the GMS on PVI's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of PVI if he/she is given the position of member of the Supervisory Board. Information about candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Work experience;

d) Other managerial positions (including positions in the Supervisory Board of other companies);

dd) Interests relevant to PVI and PVI's related parties;

2. A shareholder or a group of shareholders own from 6% to less than 10% of the ordinary shares shall have the right to nominate candidate; from 10% to less than 30% two candidates; from 30% to less than 50% three candidates; from 50% to less than 65% four candidates and 65% or more full number of the candidates.

3. In case the number of nominated and self-nominated candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall nominate more candidates or organize the nomination in accordance with PVI's Charter and internal administration regulations and regulations on activities of the Supervisory Board. This must be announced before the GMS starts to vote for members of the Supervisory Board as prescribed by law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board has at least 03 members and no more than 05 members. The term of office of the Supervisory Board is 5 years. The term of office of members of the Supervisory Board shall not exceed 05 years, in accordance with the term of office of the Supervisory Board and without term limit.

2. Members of the Supervisory Board shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and PVI's Charter and shall not:

a) Work in PVI's accounting or finance department;

b) Be a member of employee of the independent audit company that audit PVI's financial statements over the last 03 years.

3. A member of the Supervisory Board will be dismissed in the following cases:

a) No longer fully satisfies the requirements specified in Clause 2 of this Article;

b) Submit resignation letter which is accepted;

4. A member of the Supervisory Board will be discharged in the following cases:

a) He/she fails to fulfill the assigned tasks and duties;

b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

c) He/she commits multiple or serious violations against obligations of members of the Supervisory Board prescribed by the Law on Enterprises and PVI's Charter.

d) Other cases specified in the resolution of the GMS.

Article 38. Head of Supervisory Board

1. The Head of Supervisory Board shall be elected by the Supervisory Board among its members under the majority rule. More than half of the members of the Supervisory Board shall be residents of Vietnam. The Head of Supervisory Board shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.

2. Rights and obligations of the Head of Supervisory Board:

a) Convene meetings of the Supervisory Board;

b) Request the Board of Directors, the CEO and other executives to provide relevant information for reporting to the Supervisory Board;

c) Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the GMS.

Article 39. Rights and obligations of the Supervisory Board

In addition to the rights and obligations in Article 170 of the Law on Enterprises and PVI's Charter, the Supervisory Board also has the following rights and obligations:

1. Submit and request the GMS to approve the list of accredited audit companies, which will audit PVI's financial statements; choose the accredited audit company that audits PVI's business; discharge accredited auditors when necessary.

2. Take responsibility to the shareholders for the supervision tasks performed by the Supervisory Board.

3. Supervise PVI's finance, lawfulness of operation of members of the Board of Directors, the CEO and other executives, managers.

4. Cooperate with the Board of Directors, the CEO and shareholders.

5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or PVI's Charter by a member of the Board of Directors, CEO or other executives, managers of PVI, and request the violator to stop committing the violations and take remedial measures.

6. Formulate the Regulations on activities of the Supervisory Board and submit to the GMS for ratification.
7. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
8. Access PVI's documents retained at its headquarters, branches and other locations; enter the working locations of PVI's managers and employees during office hours.
9. Request the Board of Directors, its members, the CEO and other executives, managers to provide accurate, adequate and timely information and documents about PVI's management and operation.
10. Other rights and obligations prescribed by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Supervisory Board must be retained in order to attribute responsibility of each member.
2. The Supervisory Board is entitled to recommend members of the Board of Directors, the CEO, other executives, managers and representatives of the audit company to participate in its meetings and discuss raised issues.

Article 41. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board

The salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall comply with the regulations below:

1. Members of the Supervisory Board shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board.
2. Members of the Supervisory Board shall be paid the reasonable costs of accommodation, travel and independent counseling services. The total costs must not exceed the annual budget of the Supervisory Board which has been approved by the GMS, unless otherwise decided by the GMS.
3. Salaries and operating costs of the Supervisory Board shall be recorded as PVI's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of PVI's annual financial statement.

X. RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CEO, OTHER EXECUTIVES, MANAGERS

Article 42. Responsibility for honesty and prevention of conflict of interest

1. Members of the Board of Directors, members of the Supervisory Board, CEO and other executives, managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.

2. Members of the Board of Directors, members of the Supervisory Board, the CEO, other executives, managers and their related persons may only use the information obtained from their positions to serve the interests of PVI.

3. Members of the Supervisory Board, members of the Supervisory Board, the CEO and other executives, managers shall send written notices to the Board of Directors and the Supervisory Board of the transactions between PVI, subsidiary companies, companies over 50% of charter capital of which is held by PVI with them or with their related persons as prescribed by law. PVI shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the BOD must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and PVI's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the CEO, other executives, managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between PVI with one or some members of the Board of Directors, members of the Supervisory Board, the CEO, other executives, managers and their related persons shall not be invalidated in the following cases:

a) With respect to a contract valued up to 20% of the total value of assets recorded in the latest financial statements, the important factors regarding the contract or transaction and the relationship and interests of the manager or member of the Board were reported to the Board or the relevant committee. At the same time, the Board or such committee honestly permitted the contract or transaction to be executed on the basis of the majority of votes of members of the Board without any related interest;

b) With respect to a contract valued more than 20% of the total value of assets recorded in the latest financial statements, the important factors regarding the contract or transaction and the relationship and interests of the manager or member of the Board were reported to the shareholders without any related interests and with the right to

vote on such issue, and such shareholders voted in favor of such contract or transaction; or

c) An independent consultancy organization finds such contracts or transactions fair and reasonable in all respects involving the shareholders of the Company at the time when such contracts and transactions are permitted to be executed or are passed or approved by the Board or a committee of the Board of Directors or the shareholders.

A member of the Board of Directors is not permitted to cast votes for transactions that are beneficial to himself/herself or his/her related persons in accordance with the Law on Enterprises and the Charter. Any member of the Board of Directors, member of the Supervisory Board, the Chief Executive Officer, and manager or his/her related persons shall not be permitted to purchase, sell or transact the shares of PVI or its subsidiaries in any form at the time of receipt of information stating for certain that the price of such shares will be affected while other shareholders are unaware of such information.

Article 43. Responsibility for damage and compensation

1. Any members of the Board of Directors, members of the Supervisory Board, the CEO or other executives, managers that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. PVI shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by PVI) if they were or are members of the Board of Directors, members of the Supervisory Board, CEO, other executives, managers, employees or authorized representatives of PVI who performed or are performing their duties as authorized by PVI, act in a lawful, honest and prudent manner for PVI's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, and amounts payable in reality (including lawyer payment) during the settlement of these cases. PVI may purchase insurance for these people in order to avoid this liability.

XI. RIGHTS TO ACCESS PVI'S DOCUMENTS AND RECORDS

Article 44. Rights to access PVI's documents and records

1. Ordinary shareholders have the rights to access PVI's documents and records. To be specific:

a) Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy PVI's Charter, minutes and resolutions of the GMS;

b) The shareholder or group of shareholders that hold at least 05% of ordinary shares is entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to PVI's trade secrets.

2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.

3. Members of the Board of Directors, members of the Supervisory Board, the CEO and other executives, managers are entitled to access PVI's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.

4. PVI shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Supervisory Board, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.

5. PVI's Charter shall be posted on PVI's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The CEO shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and managers.

2. The CEO shall formulate a plan for the Board of Directors to approve issues relevant to PVI's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, PVI's regulations and applicable laws.

XIII. DISTRIBUTION OF PROFITS

Article 46. Distribution of profits

1. The GMS shall decide the dividends and method of annual dividend payment from PVI's retained profit.

2. PVI shall not pay interest on dividends or the payments relevant to a certain type of shares.

3. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.

4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, PVI shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. PVI is not responsible if a shareholder does not receive money after PVI has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or Vietnam Securities Depository and Clearing Corporation (VSDCC).

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.

6. Other issues relevant to profit distribution prescribed by law.

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING

Article 47. Bank accounts

1. PVI shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.

2. When necessary and if permitted by competent authorities, PVI may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of PVI shall be carried out through VND or foreign currency bank accounts of PVI.

Article 48. Fiscal year

PVI's fiscal year begins on the 1st of January and ends on the 31st of December every year.

Article 49. Accounting system

1. PVI shall apply corporate accounting system or special accounting system promulgated and approved by competent authorities.

2. PVI's accounting books shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain PVI's transactions.

3. The accounting currency shall be VND. If PVI's transactions primarily use a foreign currency, PVI may use it as accounting currency, take legal responsibility and send a notice to its direct tax management authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 50. Annual, half-year and quarterly financial statements

1. PVI shall prepare annual financial statements, which have to be audited as prescribed by law. PVI shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect PVI's operation.

3. PVI shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

Article 51. Annual reports

PVI shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

XVI. AUDIT

Article 52. Audit

1. The GMS shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit PVI's financial statements of the next year under agreements with the Board of Directors.

2. Audit reports shall be enclosed with PVI's annual financial statements.

3. Independent auditors that audit PVI's financial statements are entitled to participate in the GMS, receive notices and information relevant to the GMS, and comment at the GMS on the issues relevant to the audit of PVI's financial statements.

XVII. RELATIONSHIP BETWEEN PVI AND ITS SUBSIDIARIES AND AFFILIATES

Article 53. Relationship between PVI and its subsidiaries and affiliates

1. Depending on the legal structure of a subsidiary or affiliates, PVI performs rights and obligations as an owner, a capital contributor or a shareholder of a subsidiary or affiliates. The Board of Directors has full authority on behalf of PVI to perform rights

and obligations of PVI towards its subsidiary or affiliates, except for the case under the authority of the General Meeting of Shareholders.

2. The relationship between PVI and its subsidiaries and affiliates is based on the principles of equality and independence between legal entities. All purchase-sale, rent-lease, lending-borrowing transactions and asset transfers between PVI and its subsidiaries and affiliates are carried out on the same basis as other legal entities in accordance with the Law, this Charter and PVI's operation regulations.

3. The Board of Directors shall appoint one or more PVI's representatives to exercise PVI's rights as the owner of subsidiaries in which PVI owns more than 50% of the charter capital or as the owner of investment capital that PVI invests in those subsidiaries being a joint stock company, a limited liability company with 2 or more members in accordance with this Charter, the Charter of its subsidiaries, the Law on Enterprises and the relevant Laws.

4. The appointment of PVI's capital contribution representative shall be made in writing. Qualifications, rights and duties of PVI's capital contribution representatives in its subsidiaries shall be decided by the Board of Directors, in accordance with this Charter, the Charter of its subsidiaries, the Law on Enterprises and the provisions of relevant Laws.

XVIII. PVI'S SEAL

Article 54. PVI's seal

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and content of the seals of PVI, its branches and representative offices (if any).
3. The Board of Directors and the General Director/Director shall use and manage the seals in accordance with applicable regulations of law/

XIX. DISSOLUTION OF PVI

Article 55. Dissolution of PVI

1. PVI can be dissolved in the following cases:
 - a) The operating period specified in PVI's Charter expires without a decision on extension;
 - b) The dissolution is decided under a resolution or decision of the GMS;

b) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;

d) Other cases prescribed by law.

2. Dissolution of PVI ahead of schedule (including extensions) shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 56. Extension of operating period

1. In case PVI operates for a period of time but wants to extend it, the Board of Directors shall convene the GMS at least 7 months before the expiry of the operating period for shareholders to vote on extension of the operating period of PVI at the request of the Board of Directors.

2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% of the votes of all participating shareholders.

Article 57. Liquidation

1. At least 06 months before the expiry of PVI's operating period or after a decision on dissolution of PVI is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members, 02 of whom shall be appointed by the GMS and 01 by the Board of Directors from 01 independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from PVI's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of PVI.

2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of PVI in the court and administrative authorities.

3. Revenues from the liquidation shall be used in the following order:

a) Liquidation costs;

b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;

c) Tax debts;

d) Other debts of PVI;

đ) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

XX. SETTLEMENT OF INTERNAL DISPUTES

Article 58. Settlement of internal disputes

1. In case of disputes and complaints relevant to PVI's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, PVI's Charter, other laws or agreements between:

a) The shareholders and PVI;

b) The shareholders and the Board of Directors, the Supervisory Board, the CEO or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 15 working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party is entitled to request Supervisory Board to appoint an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within [06 weeks] or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

XXI. REVISION AND SUPPLEMENT OF PVI'S CHARTER

Article 59. PVI's Charter

1. Revisions to this Charter are subject to approval by the GMS.

2. In case regulations of law that are relevant to PVI's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate PVI's operation.

XXII. EFFECTIVE DATE

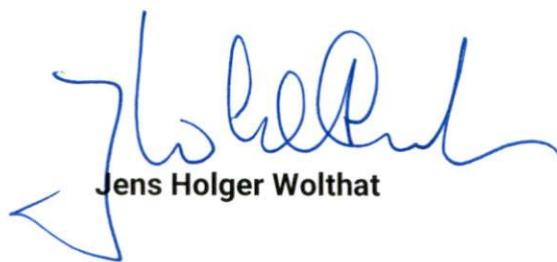
Article 60. Effective date

1. This Charter has 22 Chapter, 60 Articles and is ratified, effective by the GMS of PVI on 22 April, 2025 at PVI AGMS 2025.



2. This Charter shall be made into 10 copies with equal value and archived in accordance with current regulations.
3. This is the only and official Charter of PVI.
4. Copies and extracts of this Charter shall be effective when they are in accordance with current regulations.

CHAIRMAN OF THE BOARD OF DIRECTORS



Jens Holger Wolthat

**LEGAL REPRESENTATIVE
CHIEF EXECUTIVE OFFICIER**



Nguyen Tuan Tu



APPENDIX

LIST OF FOUNDING SHAREHOLDER OF PVI

No.	Name of founding shareholder	Address	Business Certificate (or equivalent certificates)	Contributed capital			Note
				Total shares		Percentage (%)	
				Number	Value of shares (VNĐ)		
1	2	3	4	5	6	7	9
1	Vietnam Oil and Gas Group	18 Lang Ha Str, Thanh Cong Ward, Ba Dinh, Hanoi	0100681592	81,978,740	819,787,400,000	34.997475%	

