

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

-----o0o-----

**REGULATIONS ON OPERATIONS
OF THE BOARD OF DIRECTORS
VIET DUC ELECTRIC WELDING ROD
JOINT STOCK COMPANY**

Hanoi, April 23, 2025

Hanoi, April 23, 2025.

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

Pursuant to the Securities Law dated November 26, 2019;

Pursuant to the Enterprise Law dated June 17, 2020;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Securities Law;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP of the Government detailing the implementation of certain provisions of the Securities Law; Căn cứ Điều lệ công ty cổ phần Que hàn điện Việt Đức.

The Board of Directors issues the Regulations on the Operations of the Board of Directors of Viet-German Electric Welding Rod Joint Stock Company.

The Regulations on the Operations of the Board of Directors of Viet-German Electric Welding Rod Joint Stock Company include the following contents:

Chapter I

GENERAL REGULATIONS

Article 1. Scope of Regulation and Applicability

1. Scope of Regulation: The regulations on the operation of the Board of Directors define the organizational structure, operational principles, rights, obligations of the Board of Directors and its members to operate in accordance with the provisions of the Enterprise Law, the company's Charter, and other relevant legal regulations.

2. Applicability: These regulations apply to the Board of Directors and its members.

Article 2. Operational Principles of the Board of Directors

0303
CỘNG
HÒA
XÃ HỘI
VIỆT
NAM

1. The Board of Directors operates based on the principle of collective decision-making. Each member of the Board is personally responsible for their tasks and collectively accountable to the General Shareholders' Meeting and the law for the resolutions and decisions made by the Board of Directors concerning the development of the Company.

2. The Board of Directors delegates responsibility to the CEO (General Director) to organize and implement the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Responsibilities of Members of the Board of Directors

1. Members of the Board of Directors have all the rights as prescribed by the Securities Law, relevant laws, and the company's Charter, including the right to be provided with information and documents about the financial situation and business activities of the Company and its units.

2. Members of the Board of Directors have the obligations as prescribed in the company's Charter and the following duties:

a) Perform their duties honestly and with care for the best interests of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and provide opinions on the issues under discussion;

c) Report promptly and fully to the Board of Directors on any remuneration received from subsidiaries, affiliates, and other organizations;

d) Report to the Board of Directors at the next meeting on transactions between the Company, its subsidiaries, and other companies where the Company holds over 50% of the capital, and transactions involving Board members and their related parties; transactions between the Company and companies where a Board member is a founding member or a business manager within the last 3 years prior to the transaction;

e) Disclose information when conducting transactions involving the Company's shares in accordance with legal regulations.

3. Thành viên Hội đồng quản trị độc lập của công ty niêm yết phải lập báo cáo đánh giá về hoạt động của Hội đồng quản trị.

Article 4. Right to Access Information of Board Members

1. Members of the Board of Directors have the right to request the CEO (General Director), Deputy CEO (Deputy General Director), and other managers

013
TY
HẠN
N ĐII
ĐỨC
1.1.8

within the Company to provide information and documents regarding the financial situation and business activities of the Company and its units.

2. The managers are required to provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors. The procedures for requesting and providing information are specified in the company's Charter.

Article 5. Term of Office and Number of Members of the Board of Directors

1. The Board of Directors consists of 05 members.

2. The term of office for members of the Board of Directors is no more than 05 years and may be re-elected for an unlimited number of terms..

3. In the event that all members of the Board of Directors complete their term, they will continue to serve as members of the Board until new members are elected to replace them and take over their duties, unless the company's Charter provides otherwise.

Article 6. Standards and Conditions for Members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

a) Not falling under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b) Having professional qualifications and experience in business management or in the field, industry, or business activities of the Company, and not necessarily being a shareholder of the Company, unless the company's Charter specifies otherwise;

c) A member of the Company's Board of Directors may simultaneously serve as a member of the Board of Directors of another company;

d) Other standards and conditions as specified in the company's Charter.

2. Independent members of the Board of Directors, as defined in point b, Clause 1, Article 137 of the Enterprise Law, must meet the following standards and conditions:

a) Not be a current employee of the Company, the parent company, or the subsidiaries of the Company; not have worked for the Company, the parent company, or the subsidiaries of the Company for at least the past 3 consecutive years;

b) Not be a person who is receiving salary or remuneration from the company, except for allowances that Board members are entitled to according to regulations;

c) Not be a person whose spouse, biological or adopted parents, biological or adopted children, or siblings are major shareholders of the Company, or are managers of the Company or its subsidiaries;

d) Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

e) Not be a person who has previously served as a member of the Board of Directors or the Supervisory Board of the Company within the last 5 years, except in the case of being reappointed for two consecutive terms;

f) Other standards and conditions as specified in the company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article. They will automatically cease to be independent members of the Board from the date they no longer meet these standards and conditions. The Board of Directors must inform the General Shareholders' Meeting at the next meeting or convene a meeting of the General Shareholders' Meeting to elect or replace the independent member of the Board within 6 months from the date it receives the notification from the relevant independent member of the Board.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors of the Company cannot simultaneously serve as the CEO (General Director).

3. The Chairman of the Board of Directors has the following rights and responsibilities:

a) Develop the program and operational plan for the Board of Directors;

b) Prepare the agenda, content, and documents for meetings; convene, chair, and preside over Board of Directors meetings;

c) Organize the approval of the resolutions and decisions of the Board of Directors;

d) Supervise the implementation of the resolutions and decisions of the Board of Directors;

e) Preside over the General Shareholders' Meeting;

f) Other rights and responsibilities as prescribed by the Enterprise Law and the company's Charter.

3030C
CÔNG
CỔ PH
JE HÀ
VIỆT
TNG T

4. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date the resignation letter is received or the dismissal is made. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must delegate, in writing, another member to exercise the rights and obligations of the Chairman of the Board in accordance with the principles specified in the company's Charter.

If there is no authorized delegate or in the case of the Chairman's death, disappearance, detention, imprisonment, being subjected to administrative measures at a compulsory rehabilitation center, compulsory education facility, escaping from their place of residence, being restricted or losing their civil capacity, having difficulties in perception or controlling their behavior, being banned by the court from holding the position, practicing a profession, or performing certain work, the remaining members of the Board will elect one of their members to serve as the Chairman of the Board based on the majority agreement of the remaining members, until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide to appoint a company secretary. The company secretary has the following rights and responsibilities:

- a) Assist in organizing and convening meetings of the General Shareholders' Meeting and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in performing their assigned rights and duties;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the Company in building shareholder relations and protecting the legal rights and interests of shareholders; ensure compliance with the obligation to provide information, disclose information, and follow administrative procedures;
- e) Other rights and responsibilities as specified in the company's Charter.

Article 8. Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors

1. The General Shareholders' Meeting shall dismiss a member of the Board of Directors in the following cases:

- a) The member does not meet the standards and conditions as prescribed in Article 155 of the Enterprise Law;
- b) The member submits a resignation and it is approved;
- c) Other cases as specified in the company's Charter.

2. The General Shareholders' Meeting shall remove a member of the Board of Directors in the following cases:

a) The member fails to participate in Board activities for 06 consecutive months, except in cases of force majeure;

b) Other cases as specified in the company's Charter.

3. When deemed necessary, the General Shareholders' Meeting shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors outside the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Shareholders' Meeting to elect additional members of the Board of Directors in the following cases:

a) The number of Board members is reduced by more than one-third compared to the number specified in the company's Charter. In this case, the Board of Directors must convene a General Shareholders' Meeting within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case specified in point a of this clause, the General Shareholders' Meeting shall elect a new member to replace any Board member who has been dismissed or removed at the next meeting.

Article 9. Methods for Electing, Dismissing, and Removing Members of the Board of Directors

1. Shareholders or a group of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors. Unless the company's Charter provides otherwise, the nomination process for the Board of Directors is as follows:

a) Shareholders in the group nominating candidates for the Board of Directors must notify other shareholders of the group meeting before the General Shareholders' Meeting is convened;

b) Based on the number of Board members, shareholders or the group of shareholders specified in this clause have the right to nominate one or more candidates, as determined by the General Shareholders' Meeting, to be candidates for the Board of Directors. If the number of candidates nominated by the shareholders or group of shareholders is less than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. If the number of Board of Directors candidates through nominations and elections is still insufficient according to the requirements in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional

candidates or organize a nomination process in accordance with the company's Charter, internal corporate governance regulations, and the Board of Directors' operational rules. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Shareholders' Meeting votes to elect Board members, as required by law.

3. The voting process for electing members of the Board of Directors must follow a cumulative voting method, where each shareholder has a total number of voting shares equal to the number of shares owned, multiplied by the number of members to be elected to the Board. Shareholders have the right to allocate all or part of their votes to one or several candidates. The elected members of the Board of Directors are determined by the number of votes received, starting from the candidate with the highest votes, until the required number of members, as specified in the company's Charter, is reached. In case two or more candidates receive the same number of votes for the last position on the Board, a re-election will be conducted among those candidates, or a selection will be made based on the criteria in the election regulations or the company's Charter.

4. The election, dismissal, and removal of members of the Board of Directors are decided by the General Shareholders' Meeting based on voting principles.

Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors

1. In the event that Board of Directors candidates have been identified, the company must disclose relevant information about the candidates at least 10 days prior to the opening of the General Shareholders' Meeting on the company's official website, so shareholders can review the candidates before voting. Board candidates must provide a written commitment to the accuracy and truthfulness of the disclosed personal information and pledge to perform their duties with honesty, care, and in the best interests of the company if elected as a Board member.

The information disclosed about Board candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including Board positions in other companies);
- e) Interests related to the company and its related parties;
- f) Other information (if any) as prescribed in the company's Charter;

g) Public companies must disclose information about the companies in which the candidate holds a position as a Board member, other managerial positions, and interests related to the company (if any).

2. The notification of the election, dismissal, or removal results of Board members shall be carried out in accordance with the guidelines on public disclosure of information.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and implement the rights and obligations of the Company, except for the rights and obligations that fall under the authority of the Shareholders' General Meeting.

2. The rights and obligations of the Board of Directors are defined by law, the Company's Charter, and the Shareholders' General Meeting. Specifically, the Board of Directors has the following rights and obligations:

a) To decide on the Company's strategy, medium-term development plan, and annual business plan;

b) To propose the types of shares and the total number of shares to be offered for each type;

c) To decide on the sale of unsold shares within the number of shares authorized to be offered for each type; to decide on raising additional capital through other forms;

d) To determine the price of the Company's shares and bonds;

d) To decide on the repurchase of shares in accordance with Sections 1 and 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and projects within the scope and limits prescribed by law;

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for buying, selling, borrowing, lending, and other transactions with a value of 30% or more of the total asset value as recorded in the Company's most recent financial report, except for contracts or transactions within the authority of the Shareholders' General Meeting as specified in Section d, Article 138, and Sections 1 and 3, Article 167 of the Law on Enterprises;

l) To elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the CEO or General Director, and other key managers as prescribed by the Company's Charter; decide on their salaries, bonuses, and other benefits; appoint representatives to attend the Board of Members or Shareholders' General Meeting in other companies, and decide on their remuneration and other benefits;

k) To supervise and direct the CEO or General Director and other managers in the daily business operations of the Company;

l) To decide on the Company's organizational structure, internal management regulations, the establishment of subsidiaries, branches, representative offices, and investments in or purchases of shares in other businesses;

m) To approve the program, content, and materials for the Shareholders' General Meeting, convene the Shareholders' General Meeting, or gather opinions for the Shareholders' General Meeting to approve resolutions;

n) To submit the audited annual financial statements to the Shareholders' General Meeting;

o) To propose the dividend payment level; to decide on the timing and procedures for paying dividends or handling losses incurred during business operations;

p) To propose the reorganization or dissolution of the Company; to request the Company's bankruptcy;

q) To decide on the issuance of the Board of Directors' operating regulations, internal corporate governance regulations after being approved by the Shareholders' General Meeting; to decide on the issuance of the Audit Committee's operating regulations and the Company's disclosure regulations;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other legal regulations, and the Company's Charter.

3. The Board of Directors adopts resolutions and decisions by voting at meetings, gathering written opinions, or other methods as prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision adopted by the Board of Directors violates the law, the resolutions of the Shareholders' General Meeting, or the Company's Charter, and causes damage to the Company, the members who voted in favor of such resolutions or decisions shall be jointly and severally responsible for the resolution or decision and must compensate the Company for the damages; members who opposed the adoption of the above resolution or decision shall be exempt from responsibility. In this case, shareholders of the Company have the right to request the Court to suspend or cancel the said resolution or decision.

Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions

1. The Board of Directors approves contracts and transactions with a value less than 30%, or transactions that result in a total transaction value within 12 months from the date of the first transaction being less than 30% of the total asset value recorded in the latest financial report, or a lower percentage or value as stipulated in the Company's Charter, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the CEO (General Director), other managers, and their related parties;
- Shareholders, authorized representatives of shareholders owning more than 10% of the Company's total common shares and their related parties;
- Enterprises related to the individuals specified in Section 2, Article 164 of the Law on Enterprises.

2. The Company's representative signing contracts and transactions must notify the members of the Board of Directors and the members of the Supervisory Board about the related parties involved in the contract or transaction, and provide a draft of the contract or key content of the transaction. The Board of Directors will decide whether to approve the contract or transaction within 15 days from the date of receiving the notification, unless the Company's Charter stipulates a different period. Board members who have a vested interest in the parties involved in the contract or transaction do not have the right to vote.

Article 13. Responsibility of the Board of Directors in Convening an Extraordinary Shareholders' General Meeting

1. The Board of Directors must convene an Extraordinary Shareholders' General Meeting in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or a group of shareholders specified in Section 2, Article 115 of the Law on Enterprises; the request to convene the meeting

3303
CỘNG
HÒA
XIÊT

must be in writing, stating the reasons and objectives of the meeting, with the signatures of the relevant shareholders, or the request may be made in multiple copies, collecting the necessary signatures of the relevant shareholders;

- d) At the request of the Supervisory Board;
- đ) Other cases as prescribed by law and the Company's Charter.

2. Convening the Extraordinary Shareholders' General Meeting

The Board of Directors must convene the Extraordinary Shareholders' General Meeting within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or the members of the Supervisory Board falls below the minimum number of members as prescribed in the Company's Charter, or upon receiving a request as specified in points c and d, Section 1 of this Article.

3. The person convening the Shareholders' General Meeting must carry out the following tasks:

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and address complaints related to the shareholder list;
- c) Prepare the agenda and contents of the meeting;
- d) Prepare documents for the meeting;
- đ) Draft the resolutions of the Shareholders' General Meeting based on the proposed agenda; provide the list and detailed information of the candidates in case of electing members of the Board of Directors or the Supervisory Board;
- e) Determine the time and location of the meeting;
- g) Send the invitation notice to each shareholder entitled to attend the meeting as prescribed by the Law on Enterprises;
- h) Other tasks to support the meeting.

Article 14. Subcommittees Assisting the Board of Directors.

1. The Board of Directors may establish subcommittees to be responsible for areas such as development policies, personnel, compensation, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors, with a minimum of three members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members must constitute the majority of the subcommittee, and one of these members shall be appointed as the subcommittee's Chairperson by the Board of Directors. The subcommittee's operations must comply with the regulations set by the Board of Directors. The

subcommittee's resolutions are only valid when a majority of the members participate and vote in favor at the subcommittee's meeting.

2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with current legal regulations and the provisions of the Company's Charter and the internal corporate governance regulations.

Chapter IV

BOARD OF DIRECTORS MEETINGS

Article 15. Board of Directors Meetings

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 7 working days from the date of the Board election results. This meeting will be convened and chaired by the member with the highest number of votes or the highest percentage of votes. If more than one member has the highest number of votes or the same highest percentage, the members will vote according to the majority principle to select one person among them to convene the Board meeting.

2. The Board of Directors must meet at least once per quarter, and may hold extraordinary meetings.

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

a. At the request of the Supervisory Board or an independent member of the Board of Directors;

b. At the request of the CEO or at least five other executives;

c. At the request of at least two members of the Board of Directors.

4. The requests specified in Section 3 of this Article must be in writing, stating the purpose and issues to be discussed and decided by the Board of Directors.

5. The Chairman of the Board of Directors must convene the meeting within 7 working days from the date of receiving the request as specified in Section 3 of this Article. If the Chairman does not convene the meeting as requested, they will be responsible for any damages caused to the Company; the requesting party has the right to replace the Chairman and convene the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting no later than 3 working days before the meeting date. The notice must specify the time, location, agenda, and issues to be discussed and decided. The notice must also include the materials to be used during the meeting and the voting ballots for the members.

7. The notice may be sent by invitation letter, phone, fax, electronic means, or other methods prescribed in the Company's Charter, ensuring it reaches the contact address of each member registered with the Company.

8. The Chairman of the Board of Directors or the person convening the meeting must send the notice and related materials to the members of the Supervisory Board in the same manner as to the Board members. Supervisory Board members have the right to attend Board meetings; they may participate in discussions but do not have voting rights.

9. The Board of Directors meeting is considered valid when at least 3/4 of the total number of members attend. If the meeting convened according to this provision does not meet the required quorum, it may be reconvened within 7 days from the original planned meeting date. In this case, the meeting will be valid if more than half of the members of the Board of Directors are present.

10. A Board member is considered to attend and vote at a meeting in the following cases: a. Attending and voting directly at the meeting; b. Authorizing another person to attend and vote on their behalf as stipulated in Section 11 of this Article; c. Attending and voting via online conference, electronic voting, or another electronic method; d. Sending the voting ballot to the meeting by mail, fax, or email; đ. Sending the voting ballot by other methods as stipulated in the Company's Charter.

11. If sending the voting ballot by mail, the ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 1 hour before the meeting begins. The ballot will only be opened in the presence of all meeting attendees.

12. Members must attend all Board meetings. A member may authorize someone else to attend and vote on their behalf if approved by the majority of the Board members.

13. A resolution or decision of the Board of Directors is passed if it is approved by the majority of members attending the meeting (or by written opinion in the case of written approval). In the event of a tie, the final decision will be made by the Chairman of the Board of Directors.

Article 17. Minutes of the Board of Directors Meeting

1. The meetings of the Board of Directors must be recorded in the form of minutes, which may be audio recorded, documented, and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be translated into foreign languages, including the following main content:

a) The name, address of the headquarters, and business registration number of the company;

b) The time and location of the meeting;

c) The purpose, agenda, and content of the meeting;

d) The full names of each participant or authorized representative attending the meeting and the mode of their participation; the names of members who did not attend the meeting and the reasons for their absence;

030.
ÔNG
Ô P
E H
HỆT
NG T

e) The issues discussed and voted on during the meeting;
f) A summary of each member's remarks in the order they occurred during the meeting;

g) The voting results, including the names of those in favor, against, and abstaining;

h) The issues that were passed and the percentage of votes in favor;

i) The names and signatures of the Chairman and the person taking the minutes, except in the case specified in paragraph 2 of this Article.

2. In cases where the Chairman or the person recording the minutes refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and include all required content as outlined in points a, b, c, d, e, g, and h of paragraph 1 of this Article, the minutes will still be considered valid.

3. The Chairman, the person taking the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

4. The meeting minutes and related documents used during the meeting must be kept at the company's headquarters.

5. The minutes prepared in Vietnamese and in foreign languages will have the same legal effect. In the case of discrepancies between the Vietnamese version and the foreign-language version of the minutes, the Vietnamese version will prevail. Chương V

REPORT, DISCLOSURE OF BENEFITS

Article 18. Annual Report Submission

1. At the end of the fiscal year, the Board of Directors must present the following reports to the General Shareholders' Meeting:

- a) The Company's business performance report;
- b) The financial statements;
- c) The report evaluating the Company's management and operation;
- d) The evaluation report from the Supervisory Board.

2. The reports specified in points a, b, and c, Clause 1 of this Article must be submitted to the Supervisory Board for verification no later than 30 days before the opening of the annual General Shareholders' Meeting, unless otherwise stipulated in the Company's Charter.

3. The reports specified in Clause 1 and Clause 2 of this Article, the evaluation report from the Supervisory Board, and the audit report must be kept at the

Company's headquarters no later than 10 days before the opening of the annual General Shareholders' Meeting, unless the Company's Charter specifies a longer time limit. Shareholders who have held shares in the Company for at least one year have the right to review these reports directly, either by themselves or with the assistance of a lawyer, accountant, or certified auditor.

Article 19. Remuneration, Bonuses, and Other Benefits of Board Members

1. The Company has the right to pay remuneration and bonuses to Board members based on business results and performance.

2. Board members are entitled to remuneration for their work and bonuses. The work remuneration is calculated based on the number of days required to complete the member's duties and the daily remuneration rate. The Board of Directors determines the remuneration for each member based on consensus. The total remuneration and bonuses of the Board are decided by the General Shareholders' Meeting at the annual meeting.

3. The remuneration of each Board member is included in the Company's business expenses in accordance with corporate income tax laws and must be presented as a separate item in the Company's annual financial statements, to be reported to the General Shareholders' Meeting at the annual meeting.

4. Board members holding executive positions or working in committees of the Board or performing other tasks beyond the ordinary duties of a Board member may be paid additional remuneration in the form of a lump-sum fee, salary, commission, profit share, or other forms as decided by the Board of Directors.

5. Board members are entitled to reimbursement for all reasonable travel, meals, accommodation, and other expenses incurred while performing their duties as Board members, including costs associated with attending meetings of the General Shareholders' Meeting, Board of Directors, or Board committees.

6. Board members may be provided with liability insurance by the Company upon approval of the General Shareholders' Meeting. This insurance does not cover liabilities related to violations of law and the Company's Charter.

7. Board members have the right to hire legal counsel to protect their legitimate rights and interests; the Company is responsible for covering all legal fees incurred to protect a Board member's legitimate rights and interests in the following cases:

- If the Board member is sued by any individual or organization according to the law or the Company's regulations.

- If the Board member complies with the law, the Company's Charter, and the Company's regulations while performing their rights and duties. Even if there is a failure to comply with the law, the Charter, and the regulations, but the actions of

the Board member can be demonstrated to be in the Company's best interests and not to harm the Company's legitimate rights and interests.

Article 20. Disclosure of Related Benefits

In the absence of stricter provisions in the Company's Charter, the disclosure of related benefits and related parties of the Company shall be carried out as follows:

1. Board members of the Company must declare their related interests to the Company, including: a) The name, enterprise registration number, registered address, and business sectors of any enterprise in which they hold shares or equity interests; the proportion and the date of acquisition of such shares or equity interests; b) The name, enterprise registration number, registered address, and business sectors of any enterprise in which their related parties hold or jointly hold more than 10% of the charter capital or shares.

2. The declaration as specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 7 working days from the date of the corresponding amendments or supplements.

3. A Board member acting personally or on behalf of another to carry out any business within the Company's scope of operations must explain the nature and content of the work to the Board of Directors and may only proceed with the work upon approval by the majority of the remaining Board members. If the work is carried out without disclosure or without the approval of the Board of Directors, all income generated from such activity shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship Between Board Members

1. The relationship between Board members is one of coordination. Board members are responsible for sharing information with each other on matters related to the tasks assigned to them.

2. During the process of handling tasks, the Board member assigned primary responsibility must proactively coordinate with others if the matter involves an area under the responsibility of another Board member. In the event of differing opinions among Board members, the responsible member must report to the Chairman of the Board for a decision within their authority or organize a meeting

or seek the opinions of other Board members in accordance with the law, the Company's Charter, and the Company's regulations.

3. In the event of a reassignment of responsibilities among Board members, they must hand over their work, files, and relevant documents. This handover must be documented in writing and reported to the Chairman of the Board.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the CEO (or General Director) and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

Article 23. Relationship with the Supervisory Board or the Audit Committee

1. The relationship between the Board of Directors and the Supervisory Board or the Audit Committee is one of coordination. The working relationship between the Board of Directors and the Supervisory Board or the Audit Committee is based on principles of equality and independence, while ensuring close cooperation and mutual support in carrying out their duties.

2. Upon receiving the inspection minutes or summary reports from the Supervisory Board or the Audit Committee, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and take timely corrective actions.

Chapter VII

ENFORCEMENT PROVISIONS

Article 24. Effective Date

The operational regulations of the Board of Directors of Vietnam German Welding Electrode Joint Stock Company consist of 7 chapters, 23 articles, and take effect from April 23, 2025.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman



Ngo Duy Dong