nafoods Group

No.: 07/2026/TTr-ĐHĐCĐ *Nghe An, 27 March, 2026*

PROPOSAL

To: The 2026 Annual General Meeting of Shareholders

- *Pursuant to The Law on Enterprises No. 59/2020/QH14 and its amending, supplementing and guiding documents;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 and its amending, supplementing and guiding documents;*
- *Pursuant to the current Charter of Nafoods Group Joint Stock Company.*

The Board of Directors **("BOD")** of Nafoods Group Joint Stock Company **("Company")** respectfully submits the 2025 Annual General Meeting of Shareholders **("GMS")** for approval of the following issues:

Issue 1. Audited financial statements (consolidated and separate) for the financial year ended December 31, 2025.

The above financial statements of the Company were disclosed and posted on the Company's website in the Shareholder Relations/Financial Statements section: https://www.nafoods.com/vi/quan-he-co-dong/bao-cao-tai-chinh-2

Shareholders please see the details of the report at the address published above.

Issue 2. The Profit Distribution Plan in 2025.

Pursuant to the 2025 profit distribution plan approved by the GMS in the Resolution No. 02/2025/NQ-ĐHĐCĐ dated April 24, 2025 and the Company's actual production and business results in 2025, the BOD respectfully submits to the GMS for approval the Profit Distribution Plan for the fiscal year 2025 as follows:

No.	Content	Amount (VND)	Percentage
1	Annual appraisal fee payment to Redeemable Preference Shareholders	13,415,040,000	
2	Allocation to the welfare bonus fund	7,260,000,000	5.0% of Net profit after tax
3	Operating budget (including remuneration) of the BOD	2,654,356,271	1.8% of Net profit after tax
4	Allocation to development investment fund	7,260,000,000	5.0% of Net profit after tax
5	Dividend payment in shares	91,772,980,000	15% of Charter Capital
6	Issue shares to increase share capital	30,590,990,000	5% of Charter Capital

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	from owner's equity		

Issue 3. Plan to issue shares to pay dividends in 2025.

The BOD respectfully submits to the GMS for approval the Plan to issue shares to pay dividends in 2025 with the following main contents:

- Name of share: Nafoods Group Joint Stock Company share (Ticker symbol: NAF).
- Number of shares expected to be issued: 9,177,298 shares, corresponding to 15% of the total number of outstanding shares.
- Total expected issuance value at par value: VND 91,772,980,000.
- Execution ratio: 100:15 (Shareholders owning 100 shares will receive 15 new shares)
- Sources of fund for implementing the issuance: Undistributed profit after tax according to Audited Financial Statements as of December 31, 2025.
- Rounding and fractional shares principles: The number of shares issued to pay dividends to existing shareholders will be rounded down to the number of units. Fractional shares arising from rounding (if any) will be canceled.
- Issuance time: Expected in 2026, after being approved by the State Securities Commission ("**SSC**").

The detailed issuance plan is as in Appendix 01 attached to this Proposal.

Issue 4. Plan to issue shares to increase share capital from owner's equity.

The BOD respectfully submits to the GMS for approval the Plan to issue shares to increase share capital from owner's equity with the following main contents:

- Name of share: Nafoods Group Joint Stock Company share (Ticker symbol: NAF).
- Number of shares expected to be issued: 3,059,099 shares, corresponding to 5% of the total number of outstanding shares.
- Total expected issuance value at par value: VND 30,590,990,000.
- Execution ratio: 100:5 (Shareholders owning 100 shares will receive 5 new shares)
- Sources of fund for implementing the issuance: Undistributed profit after tax according to Audited Financial Statements as of December 31, 2025.
- Rounding and fractional shares principles: The number of shares issued to increase share capital from owner's equity will be rounded down to the number of units. Fractional shares arising from rounding (if any) will be canceled.

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- Issuance time: Expected in 2026, after being approved by the SSC.

The detailed issuance plan is as in Appendix 02 attached to this Proposal.

Issue 5. Operating plan targets in 2026

No.	Target	Unit	2026 Plan
1	Consolidated operating results		
-	*Net Revenue*	*Billion VND*	*3.000*
-	*Profit after tax*	*Billion VND*	*200*
2	Dividend payments in shares, and/or in cash (*)	%/year	15% - 20%
3	Operating budget, including remuneration of the BOD	%	Maximum 5% of 2026 profit after tax
4	Allocation to the Welfare Bonus Fund	%	Maximum 5% of 2026 profit after tax
5	Allocation to the Development Investment Fund	%	Maximum 5% of 2026 profit after tax

(*) The GMS authorizes the BOD to decide on all contents/issues related to the payment of dividend advances in 2026 in cash if necessary and in accordance with the Company's operating results. This advance can be made once or many times depending on the decision of the BOD.

Issue 6. Selection of an independent auditing company to audit the 2026 financial statements.

Pursuant to the provisions of current law and the opinion of the Audit Committee, the BOD respectfully submits to the GMS for approval to authorize the General Director/Legal Representative to decide on the selection and signing of a contract with an independent auditing firm to audit the Company's 2026 Financial Statements with the following selection criteria:

- The auditing firm selected as an auditing firm legally operating in Vietnam, is on the List of auditing firms eligible to provide audit services in 2026 of the Ministry of Finance approving the audit of public companies and listed company on the Stock Exchange;
- Having a reputation for audit quality;
- Having suitable audit fee to the quality and scope of the audit.

Issue 7. Amendments to certain contents of the private placement plan of shares.

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Based on the private placement plan of shares approved under the General Meeting of Shareholders' Resolutions No. 01/2024/NQ-ĐHĐCĐ dated April 22, 2024 and No. 02/2025/NQ-ĐHĐCĐ dated April 24, 2025, and the Company's current capital raising needs, the BOD respectfully submits to the GMS for consideration and approval the amendments to contents of the previously approved private placement plan, as follows:

1. Contents to be amended:

Content	The plan as approved	The proposed amended plan	Reason
The number of shares proposed to be offered	Up to 15,000,000 shares	Up to 20,000,000 shares	Suitable with the current capital raising needs
Total expected offering value at par value	Up to VND 150,000,000,000	Up to VND 200,000,000,000	Corresponding to the adjusted number of shares
Principles for determining the offering price:	Not lower than the Company's book value based on the latest audited/ reviewed financial statements	Not lower than 2 times the Company's book value based on the latest audited/reviewed financial statements	Suitable with the prevailing circumstances
Expected implementation timeline	In 2025 or such other period as decided by the BOD based on actual conditions after obtaining approval from the SSC	In 2026 or such other period as decided by the BOD based on actual conditions after obtaining approval from the SSC	Update the expected implementation timelin

2. The contents of the private placement plan approved by the GMS under Resolution No. 01/2024/NQ-ĐHĐCĐ dated April 22, 2024 and Resolution No. 02/2025/NQ-ĐHĐCĐ dated April 24, 2025, which are not subject to the above amendments, shall remain unchanged and in full force and effect.

The amended private placement plan of shares is detailed in Appendix 03 attached to this Proposal.

Issue 8. Amendment and supplementation of the Company's business registration lines

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In order to be suitable with the actual operational orientation and updated according to the current system of economic sectors of Vietnam issued together with the Prime Minister's Decision No. 36/2025/QĐ-TTG dated September 29, 2025, the BOD respectfully submits to the GMS for approval the amendment and supplementation of the Company's business lines as follow:

1. Amendment and supplementation of the Company's business registration lines

- Eliminate and supplement the following business lines:

No.	Name of business line	Code	Adjustment	Reason
1	Information technology services and other computer-related services (except for trading in cyber information security products and services)	6209	Eliminate	Due to changes in line codes according to the current system of economic sectors in Vietnam
2	Production of non-alcoholic beverages, mineral water	1104	Eliminate	
3	Other computer and information technology services (except for trading in cyber information security products and services)	6290	Supplement	
4	Production of non-alcoholic beverages, mineral water	1105	Supplement	

- Amending the Company's Charter to update the above-mentioned amended and supplemented business lines.
- Authorize the General Director/Legal Representative: carry out necessary procedures to notify changes in enterprise registration contents in accordance with current laws.

2. Authorization to the BOD:

- To continue reviewing, adjusting, and updating the Company's business lines (if any) to ensure alignment with its actual production and business operations, provided that such adjustments do not alter the nature of the business lines already approved by the General Meeting of Shareholders and comply with the Vietnam Standard Industrial Classification issued together with Decision No. 36/2025/QĐ-TTg.
- To organize and implement procedures related to the notification of changes to enterprise registration contents, and to amend and supplement the Company's

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Charter in accordance with the results of the above review and adjustments (if any).

Issue 9. Amendments to the Charter, Internal Regulations on corporate governance, Regulations on operation of the BOD.

Based on the changes of the Law on Enterprises, the Law on Securities and the actual management and operation of the Company, the BOD respectfully submits to the GMS for approval the amendment and supplementation of internal documents with the following specific contents:

- Approving the amendment and supplementation of the Company's Charter according to Appendix No. 04 attached to this Proposal;
- Approving the amendment and supplementation of the Internal Regulation on corporate governance according to Appendix No. 05 attached to this Proposal;
- Approving the amendment and supplementation of the Regulation on operation of the BOD according to Appendix No. 06 attached to this Proposal.

Respectfully submit to the General Meeting of Shareholders for consideration and approval of each of the issues presented as above./.

Recipients:
- As aboved;
- BOD Members;
- Secretary archived.

O/B. BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 2900338675 C.T.C.P
CÔNG TY CP NAFOODS GROUP
TỈNH NGHỆ AN

DINH THE HIEN

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APPENDIX 01 – THE PLAN TO ISSUE SHARES TO PAY DIVIDENDS IN 2025

I. The plan to issue shares to pay dividends in 2025

- **Name of share:**	The Share of Nafoods Group Joint Stock Company (NAF).
- **Type of share:**	Ordinary share.
- **Par value:**	10.000 dong/share.
- **Number of shares expected to be issued:**	9,177,298 shares, corresponding to 15% of the total number of outstanding shares.
- **Total expected issuance value at par value:**	VND 91,772,980,000.
- **Purpose of issuance:**	Issuing shares to pay dividends in 2025.
- **Execution ratio:**	100:15 (Shareholders owning 100 ordinary shares will receive 15 new shares).
- **Implementation resources:**	Undistributed profit after tax according to the audited financial statements as of December 31, 2025.
- **Eligible receiver:**	Existing shareholders recorded in the shareholder list as of the record date shall be entitled to receive stock dividends through the Vietnam Securities Depository and Clearing Corporation ("VSDC") in accordance with applicable regulations.
- **Rounding and fractional shares principles:**	The number of shares issued to pay dividends to existing shareholders will be rounded down to the number of units. Fractional shares arising from rounding (if any) will be canceled. **Example:** *On the record date for shareholders to exercise the right to receive stock dividends, Shareholder A owns 119 common shares, and will be entitled to receive an additional 119/100*15 = 17.85 shares. According to the rounding down principle, the number of shares that Shareholder A will receive is 17 shares, the odd number of shares of 0.85 shares will be canceled.*
- **Expected issuance period:**	In 2026, after being approved by the State Securities Commission ("SSC").

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- **Registration for addition depository and listing of issued shares:**	The GMS approved the depository registration and additional listing of all additional issued shares as a result of the issuance with VSDC, the Ho Chi Minh City Stock Exchange ("HOSE"), immediately after the completion of the issuance, and authorized the BOD to comply with the provisions of law.
- **Amendment of the Charter and Enterprises Registration Certificate**	Approval of amendments to the Charter (Section Charter Capital) and the Enterprises Registration Certificate according to the actual capital increase as a result of the issuance.

II. Authorization to the Board of Directors

Assign and authorize BOD to decide and perform the necessary tasks to implement the 2025 dividend issuance plan mentioned above, including but not limited to the following tasks:

- Proactively develop, implement and adjust the contents of the issuance plan (if necessary), select the issuance time and carry out procedures for issuance registration with the SSC, depository registration and additional listing registration;
- Amendment to the charter of the organization and operation according to the actual additional capital from the issuance in accordance with the provisions of law;
- Make new enterprises registration certificate with actual capital increased due to the issuance;
- Decide on other tasks related to the issuance of dividend shares as required by competent authorities;
- Select the time to close the list of shareholders exercising the right to receive dividends in shares after receiving the approval of the SSC;
- Decide on all other issues to ensure the implementation of the above-mentioned issuance plan;
- Depending on each specific case, the BOD is authorized to authorize the Chairman of the BOD and/or General Director to perform one or more of the specific work mentioned above.

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M.S.D.N: 2900326375 - C.T.C.P. NAFOODS GROUP TỈNH NGHỆ AN

APPENDIX 02 – THE PLAN TO ISSUE SHARES TO INCREASE SHARE CAPITAL FROM OWNER'S EQUITY

I. The plan to issue shares to increase share capital from owner's equity

- **Name of share:**	The share of Nafoods Group Joint Stock Company (NAF).
- **Type of share:**	Ordinary share.
- **Par value:**	10.000 dong/share.
- **Number of shares expected to be issued:**	3,059,099 shares, corresponding to 5% of the total number of outstanding shares.
- **Total expected issuance value at par value:**	VND 30,590,990,000.
- **Purpose of issuance:**	Issue shares to increase share capital from owner's equity.
- **Execution ratio:**	100:5 (Shareholders owning 100 ordinary shares will receive 5 new shares).
- **Implementation resources:**	Undistributed profit after tax according to the audited financial statements as of December 31, 2025.
- **Eligible receiver:**	Existing shareholders recorded in the shareholder list as of the record date are entitled to receive shares issued for the purpose of increasing share capital from owner's equity through the Vietnam Securities Depository and Clearing Corporation ("VSDC") in accordance with applicable regulations.
- **Rounding and fractional shares principles:**	The number of shares issued to increase share capital from owner's equity will be rounded down to the number of units. Fractional shares arising from rounding (if any) will be canceled. **Example:** *On the record date for shareholders to exercise the right to receive shares issued to increase share capital from owner's equity, Shareholder A owns 119 common shares, and will be entitled to receive an additional 119/100*5= 5.95 shares. According to the rounding down principle, the number of shares that Shareholder A will receive is 5 shares, the odd number of*

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	shares of 0.95 shares will be canceled.
- **Expected issuance time:**	In 2026, after being approved by the State Securities Commission ("SSC").
- **Registration for addition depository and listing of issued shares:**	The GMS approved the depository registration and additional listing of all additional issued shares as a result of the issuance with VSDC, the Ho Chi Minh City Stock Exchange ("HOSE"), immediately after the completion of the issuance, and authorized the BOD to comply with the provisions of law.
- **Amendment of the Charter and Enterprises Registration Certificate**	Approval of amendments to the Charter (Section Charter Capital) and the Enterprises Registration Certificate according to the actual capital increase as a result of the issuance.

II. Authorization to the Board of Directors

Assign and authorize BOD to decide and perform the necessary tasks to implement the plan to issue shares to increase share capital from owner's equity mentioned above, including but not limited to the following tasks:

- Proactively develop, implement and adjust the contents of the issuance plan (if necessary), select the issuance time and carry out procedures for issuance registration with the SSC, depository registration and additional listing registration;
- Amendment to the charter of the organization and operation according to the actual additional capital from the issuance in accordance with the provisions of law;
- Make new enterprises registration certificate with actual capital increased due to the issuance;
- Decide on other matters related to the issuance of shares to increase share capital from owner's equity as required by competent authorities;
- Select the time to close the list of shareholders exercising the right to receive dividends in shares after receiving the approval of the SSC;
- Decide on all other issues to ensure the implementation of the above-mentioned issuance plan;
- Depending on each specific case, the BOD is authorized to authorize the Chairman of the BOD and/or General Director to perform one or more of the specific work mentioned above.

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APPENDIX 03 – PRIVATE PLACEMENT PLAN

I. Private placement plan

- **Name of share:**	The Share of Nafoods Group Joint Stock Company (NAF)
- **Type of share:**	Ordinary share
- **Par value:**	10.000 dong/share
- **Number of shares proposed to be offered:**	Up to 20.000.000 shares
- **Total par value of the proposed offering:**	Up to 200.000.000.000 dong
- **Principles for determining the offering price:**	Not lower than 2 times the Company's book value based on the latest audited/reviewed financial statements
- **Offering price:**	Authorize the BOD to decide on the specific offering price on the basis of the above-mentioned Principles for Determining the Offering Price
- **Purpose of offering:**	▪ Implementing and/or increasing capital in subsidiaries to implement investment projects to expand and improve the production and business capacity of the Company and/or its subsidiaries; ▪ Supplement working capital. Authorize the Board of Directors to decide on the purpose and plan to use the capital raised from the offering at the time of offering, ensuring that it is consistent with the overall purpose mentioned above.
- **Offering method:**	Private placement
- **Investors are offered and selection criteria:**	▪ Professional domestic and foreign securities investors with prestige and financial capacity; ▪ Not in the case of not being allowed to buy shares of the Company as prescribed by law; Authorize the BOD to decide on the selection of investors, the number of shares offered for each investor, ensuring compliance with the provisions of current law;

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	the criteria for selecting investors mentioned above; and ensure the best interests of the Company as well as its shareholders.
- **Regulations on transfer restrictions:**	All privately offered shares are restricted from transfer for at least 01 year from the date of completion of the offering, except for the case of transfer between professional investors or in accordance with legally effective court judgments or decisions, arbitral awards or inheritances in accordance with law.
- **Expected implementation time:**	In 2026 or such other period as decided by the BOD based on actual conditions after obtaining approval from the SSC
- **Plan for handling unsubscribed shares:**	In case the shares offered are not fully subscribed, the GMS authorizes the BOD to approve the cancellation of any unsubscribed shares and to terminate the offering.
- **Plan to cover any shortfall in the expected offering for project implementation:**	In case the BOD decides on the purpose of using the capital obtained from the offering to implement the project, and the actual amount of money collected from the offering is short compared to the capital use plan, the Company will flexibly use other capital sources of the Company or borrow and/or mobilize from other valid sources to make up for the missing capital to implement the project.
- **Plan to ensure that the offering of shares meets the foreign ownership ratio:**	Authorize the BOD to develop a plan to ensure that the issuance of shares meets the regulations on foreign ownership ratio.
- **Registration of depository and additional listing of additionally issued shares:**	Approval of the registration of depository and additional listing of all additional shares according to the results of the offering with VSDC and HOSE, immediately after the completion of the offering, and authorizing the Board of Directors to comply with the provisions of law.
- **Amendment to the Charter and Enterprise Registration Certificate**	Approving the amendment of the Charter (Charter Capital Section) and the Enterprise Registration Certificate according to the actual capital increased as a

	result of the offering.

II. Authorization to the Board of Directors

Assign and authorize the BOD to decide and perform necessary tasks to implement the above-mentioned Private Placement Plan, including but not limited to the following tasks:

- Negotiating and signing specific documents, agreements, terms and conditions with investors participating in the private placement;
- Decide on the adjustment, amendment and supplementation of the detailed contents of the private placement plan and other issues related to the private placement of shares on the basis of agreement with investors in case of necessity, in accordance with actual conditions and/or at the request of competent state agencies;
- Decide and implement necessary procedures at competent State agencies to implement the private placement plan, including but not limited to approving the explanation, supplementation, modification, completion or change of the contents of the private placement plan at the request of agencies State management and/or based on the actual situation;
- Choosing the time of offering, distributing the offered shares and carrying out the procedures for registration of the offering with the SSC, registration of additional depository with VSDC and registration of additional listing of newly issued shares with HOSE;
- Decide and implement the change of the Enterprise Registration Certificate, amend the charter according to the actual offering results;
- To decide on other tasks related to the private placement of shares at the request of competent state agencies;
- The Board of Directors is entitled to authorize the Chairman of the BOD, and/or the General Director to perform one or some of the specific tasks mentioned above.

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APPENDIX 04

EXPLANATORY ON CHARTER AMENDMENTS

NAFOODS GROUP JOINT STOCK COMPANY ("Company")

I. PRINCIPLES AND ORIENTATIONS FOR AMENDING AND SUPPLEMENTING THE CHARTER OF THE COMPANY

1. Review and examine the provisions of the current Charter of the Company, in order to ensure compliance, not contrary to the provisions of the Law on Enterprises, the Law on Securities and other legal provisions related to enterprises, securities, and governance of public companies.

2. Based on the process of application and implementation of the Company's Charter, review, examine and update the contents of the current Charter that are still problematic, unclear or inconsistent with reality, in order to ensure effective support for the Company's operation, concurrently, improve the efficiency of corporate governance on the basis of compliance with current laws and ensure the legitimate rights and interests of shareholders.

II. THE CONTENTS OF THE CHARTER OF THE COMPANY ARE PROPOSED TO BE AMENDED AND SUPPLEMENTED

Notes:

- The contents presented in the form of underlining are the contents of the current Company's Charter that need to be amended and supplemented.
- The contents presented in italics are the contents of the amended and supplemented draft.
- Contents presented with strikethrough formatting indicate the provisions proposed to be removed.
- Any provisions of the existing Company Charter that are not mentioned, or are mentioned without any amendment, supplementation or repeal in the draft amended Charter set out below, shall be deemed to remain in full force and effect.
- As a result of amendments and additions to certain Articles and Clauses in the draft Charter as compared to the existing Charter, the numbering of Articles and Clauses, and/or the numbering of cross-referenced provisions therein, may be revised, adjusted and

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updated accordingly to ensure accuracy. For ease of reference by shareholders, such renumbering may not be separately indicated and/or explained.

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
1.	**Introduction**	Resolution of the General Meeting of Shareholders No. 01/2021/NQĐHĐCĐ dated April 24, 2021, Resolution of the General Meeting of Shareholders No. 01/2022/NQ-ĐHĐCĐ dated April 28, 2022, amended and supplemented by the Resolution of the General Meeting of Shareholders No. 01/2024/NQ-ĐHĐCĐ dated April 22, 2024, Resolution of the Board of Directors No. 06/2024/NQ-HĐQT dated July 19, 2024, Resolution of the Board of Directors No. 05/2024/NQ-HĐQT dated June 27, 2024, Resolution of the Extraordinary General Meeting of Shareholders No. 01/2025/NQ-ĐHĐCĐ dated March 18, 2025; Resolution of the Board of Directors No. 09/2025/NQ-HĐQT dated August 19, 2025; Resolution of the Board of Directors No. 14/2025/NQ-HĐQT dated October 10th 2025; Resolution of the Board of Directors No. 15/2025/NQ-HĐQT dated December 30th 2025	Resolution of the General Meeting of Shareholders No. 01/2021/NQĐHĐCĐ dated April 24, 2021, Resolution of the General Meeting of Shareholders No. 01/2022/NQ-ĐHĐCĐ dated April 28, 2022, amended and supplemented by the Resolution of the General Meeting of Shareholders No. 01/2024/NQ-ĐHĐCĐ dated April 22, 2024, Resolution of the Board of Directors No. 06/2024/NQ-HĐQT dated July 19, 2024, Resolution of the Board of Directors No. 05/2024/NQ-HĐQT dated June 27, 2024, Resolution of the Extraordinary General Meeting of Shareholders No. 01/2025/NQ-ĐHĐCĐ dated March 18, 2025; Resolution of the Board of Directors No. 09/2025/NQ-HĐQT dated August 19, 2025; Resolution of the Board of Directors No. 14/2025/NQ-HĐQT dated October 10th 2025; Resolution of the Board of Directors No. 15/2025/NQ-HĐQT dated December 30th 2025; Resolution of the Annual General Meeting of	Updating the effective date of the Charter according to the actual time of the latest approval

NAFOODS GROUP JSC

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<table>
<tr><th>No.</th><th>Article/Clause</th><th>Contents of the current Company's Charter</th><th>Contents of the draft new Company's Charter</th><th>Reasons for amendments, additions and repeals / Legal basis for the proposal</th></tr>
<tr><td></td><td></td><td></td><td>Shareholders No. ...../2026/NQ-ĐHĐCĐ dated .... Month ..... 2026</td><td></td></tr>
<tr><td>2.</td><td>Clause 1, Article 1</td><td>"~~Strategy, Human Resources, Remuneration Committee"~~, has the meaning specified in ~~Article 32.1~~ of this Charter;
~~"Redeemable Preference Shares"~~ ~~means a refundable preference share in the Company's Charter Capital, which has the rights, privileges and privileges as set out in this Charter and Applicable Law;~~
~~" Redeemable Preference Shareholder"~~ ~~means the owner of a Redeemable Preference Shares;~~
"Shares" means a share in the Company's charter capital, ~~including,~~ as of the date of this Charter, ~~Ordinary Shares and Redeemable Preference Shares;~~</td><td>" Sustainable Development Committee", has the meaning specified in Article 31.1 of this Charter;
"Shares" means an ordinary share in the charter capital of the Company, as of the date of this Charter.</td><td>Amended by Resolution No. 07/2025/NQ-HĐQT dated July 15th 2025

Eliminate the provisions regarding Redeemable Preference Shares due to the completion of the shares buying back and cancellation.</td></tr>
<tr><td>3.</td><td>Clause 1, Article 4</td><td>~~1. The Company's business areas are:~~
~~Food Wholesale (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the~~</td><td>1. The Company's business lines are:<table><tr><th>No.</th><th>Business lines</th><th>Lines Code</th><th>Main lines</th></tr><tr><td>1.</td><td>Installation of other</td><td>4329</td><td></td></tr></table></td><td>Supplementing business lines in accordance with the provisions of the Law on Enterprises and updating and adjusting according to the current</td></tr>
</table>

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
		~~Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade);~~ ~~Installation of other construction systems;~~ ~~Wholesale of raw agricultural and forest products (except wood, bamboo, bamboo) and live animals (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade);~~ ~~Other specialized construction activities (Details: Construction of irrigation industrial works);~~ ~~Information technology services and other computer related services.~~ ~~Other livestock (Details: Raising dairy cows and other livestock);~~ ~~Other retail sales in general business stores~~		construction systems			system of Vietnam's economic sectors, promulgated under Decision No. 36/2025/QĐ-TTG dated 29/09/2025
			2.	□ Wholesale of raw agricultural and forest products (except wood, bamboo, bamboo) and live animals (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade)	4620		
			3.	Other specialized construction activities	4390		

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
		~~(Details: Supermarket business) (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade);~~ ~~General wholesale (Details: Purchase and sale of crops and livestock);~~ ~~Wholesale of other machinery, equipment and machine parts; (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade);~~ ~~Production of fertilizers and nitrogen compounds;~~ ~~Processing and preserving fruits and vegetables;~~		Details: Construction of industrial and irrigation works (except for the construction and operation of multi-purpose hydropower plants and hydropower plants of special socio-economic significance)			
			4.	Other livestock Details: Raising dairy cows and other livestock	0149		
			5.	Other retail sales in general business stores Details: Supermarket	4719		

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
		~~– Other production has not been classified anywhere (Details: Production of probiotics);~~ ~~– Wholesale of beverages; (except for alcohol and alcoholic beverages)~~ ~~– Production of non-alcoholic beverages, mineral water;~~ ~~– Mixed cultivation and animal husbandry;~~ ~~– Wholesale of other household items; (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade);~~ ~~– Production of oils, animal and vegetable fats;~~ – Production of other foods that have not been classified anywhere (Details: Production of functional foods); – Beverage service		business (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade)			
			6.	General wholesale Details: Purchase and sale of crops and livestock	4690		
			7.	Wholesale of other machinery, equipment and machine parts;	4659		

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
				(except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade			
			8.	Production of fertilizers and nitrogen Production of fertilizers and nitrogen (except for the production of NPK fertilizers;	2012		

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
				services related to production include: services related to the production of industrial gases such as oxygen, nitrogen, CO2 (solid or liquid); services related to the production of NaOH corrosive soda (liquid)			
			9.	Processing and preserving fruits and vegetables	1030		
			10.	Food Wholesale (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to	*4632*	X	

No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
				Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade)			
			11.	Other production has not been classified anywhere Details: Production of probiotics	3290		
			12.	Wholesale of beverages (except for alcohol and alcoholic beverages)	4633		
			13.	Other computer and information technology services	6290		

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
				(except for trading in cyber information security products and services)			
			14.	Production of non-alcoholic beverages, mineral water	1105		
			15.	Mixed cultivation and animal husbandry (Except for the cultivation, production or processing of rare and precious crops, breeding of rare wild animals and processing of these animals or crops, including live animals and preparations from	0150		

No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter				Reasons for amendments, additions and repeals / Legal basis for the proposal
				them)			
			16.	Wholesale of other household items; (except for goods that foreign-invested enterprises are not allowed to exercise the right to distribute according to Appendix No. 03 issued together with the Circular No. 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade)	4649		
			17.	Production of oils, animal and vegetable fats	1040		
			18.	Production of other	1079		

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
			foods that have not been classified anywhere (Details: Production of functional foods)	
			19. Beverage service 5630	
			20. Production of brewer's yeast malt 1104	
4.	**Clause 4 Article 6**	The Company's shares as of the date of adoption of this Charter ~~include~~ Ordinary Shares ~~and Redeemable Preference Shares~~. The rights and obligations of shareholders holding ~~each type of shares~~ are specified in this Charter.	The Company's shares on the date of adoption of this Charter <u>are all</u> Ordinary Shares. The rights and obligations of shareholders holding <u>ordinary shares</u> are specified in this Charter.	Delete the provisions regarding Redeemable Preference Shares due to the completion of the buying back and cancel the shares.
5.	**Article 14**	~~A Redeemable Preference Shareholder will have the same rights, preferences and privileges as an Ordinary Shareholder (including but not limited to the right to receive dividends and other distributions of the Company in the same proportion as a Common Shareholder), except: (a) a Redeemable~~	This content shall be deleted	Delete the provisions regarding Redeemable Preference Shares due to the completion of the buying back and cancel

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
		~~Preference Shareholder will have the rights, other incentives and privileges as prescribed in Appendix 2 to this Charter; and (b) Redeemable Preference Shareholders do not have the right to vote, attend the General Meeting of Shareholders, nominate persons to the Board of Directors, except for the cases specified in Clause 5, Article 114 and Clause 6, Article 148 of the Law on Enterprises.~~		the shares.
6.	**Article 15**	3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: c. As the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. The request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;	3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: c. As the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. <u>The request must be in written and must include the following contents: full name, contact address, nationality, number of legal documents of the individual for individual shareholders; name, enterprise code or number of legal documents of the organization, address of the head office for organizations shareholders; the number of shares and the time of registration of shares of</u>	Amended by Clauses 18 and 20, Article 1 of the Law on Enterprises 2025 (Law No. 76/2025/QH15) effective from 01/07/2025

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
			each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the company, the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the seriousness of the violation or the decision beyond its competence. Shareholders or groups of shareholders shall take full responsibility before law for the accuracy and truthfulness of documents and evidences provided to competent agencies when requesting the convening of the General Meeting of Shareholders.	
		4. Convening an extraordinary General Meeting of Shareholders c. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups	4. Convening an extraordinary General Meeting of Shareholders c. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4	

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
		of shareholders who request the requirements specified at Point c, Clause 3 of this Article may represent the Company to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises.	of this Article, within the next thirty (30) days, the shareholders or groups of shareholders who request the requirements specified at Point c, Clause 3 of this Article may represent the Company to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises. Reasonable expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the company.	
7.	**Clause 2, Article 16**	2. The General Meeting of Shareholders discussed and approved the following issues: r. Approving transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities; s. Not yet specified	2. The General Meeting of Shareholders discussed and approved the following issues : r. Approving transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, and implementing regulations. s. Approve the report on the activities of independent members of the Board of	Amending and supplementing Clauses 82 and 84, Article 1, Decree No. 245/2025/NĐ-CP

No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
			Directors and the results of each independent member's evaluation of the activities of the Board of Directors;	
8.	**Point a, Clause 2, Article 19**	Prepare a list of shareholders who are eligible to participate and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the registration date;	Prepare a list of shareholders who are eligible to participate and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the company's shareholder register and securities holder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the registration date;	Amended by Clause 21, Article 1 of the Law on Enterprises 2025 (Law No. 76/2025/QH15) effective from 01/07/2025
9.	**Clause 3 Article 27**	~~1. The structure of members of the Board of Directors is as follows:~~ ~~a. The total number of non-executive or independent members of~~	The number of non-executive members of the Board of Directors and independent members of the Board of Directors of a public company must comply with the following provisions:	Amended by Clause 79, Article 1, Decree No. 245/2025/NĐ-CP

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
		~~the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.~~ ~~b. The total number of independent members of the Board of Directors must ensure the following provisions:~~ ~~At least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;~~ ~~At least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;~~ ~~At least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members.~~	a) At least 01 member in case the company has the number of members of the Board of Directors from 03 to 05 members; b) At least 02 members in case the company has the number of members of the Board of Directors from 06 to 08 members; c) At least 03 members in case the company has the number of members of the Board of Directors from 09 to 11 members.	
10.	**Clause 2, Article 28**	Not yet specified	r. Each independent member of the Board of Directors of the company must make	Supplemented by Clause 80 and Clause 81, Article

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No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
			an evaluation report on the operation of the Board of Directors s. Organize training on corporate governance and necessary skills for members of the Board of Directors, General Directors (Directors), Persons in charge of corporate governance and other managers t. Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.	1, Decree No. 245/2025/NĐ-CP
11.	**Clause 1 Article 32**	The Board of Directors may establish subordinate committees to be in charge of development policy, human resources, compensation, internal audit, risk management, including but not limited to the Audit Committee; Strategy, ~~Human Resources, Remmuneration Committee~~; The Investment Committee is the specialized bodies of the Board of Directors to support the operation of the Board of Directors. The number of members is decided by the	The Board of Directors may establish subordinate committees to be in charge of development policy, human resources, compensation, internal audit, risk management, including but not limited to the Audit Committee; Strategy, Sustainability Committee; The Investment Committee is the specialized bodies of the Board of Directors to support the operation of the Board of Directors. The number	Amended by Resolution No. 07/2025/NQ-HĐQT dated 15/07/2025

No.	Article/Clause	Contents of the current Company's Charter	Contents of the draft new Company's Charter	Reasons for amendments, additions and repeals / Legal basis for the proposal
		Board of Directors.	of members is decided by the Board of Directors.	
12.	**Clause 7, Article 40**	Not yet specified	The General Director must not be a related person of the company's managers, Supervisors of the Company and its parent company, the State capital representative, or the enterprise capital representative at the Company and its parent company, as defined in Point (d), Clause 46, Article 4 of the Law on Securities.	Supplemented under Clause 83. Article 1, Decree No. 245/2025/NĐ-CP
13.	**Appendix 2**	Appendix 2 – Redeemable Preference Shares	This content shall be deleted	Delete the provisions regarding Redeemable Preference Shares due to the completion of the buying back and cancel the shares.

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APPENDIX 05

EXPLANATORY ON THE INTERNAL REGULATION ON CORPORATE GOVERNANCE AMENDMENT NAFOODS GROUP JOINT STOCK COMPANY ("Company")

I. PRINCIPLES AND ORIENTATIONS FOR AMENDING AND SUPPLEMENTING THE INTERNAL REGULATION ON CORPORATE GOVERNANCE

1. Review and examine the provisions of the current Internal Regulation on Corporate Governance **("Regulation")**, in order to ensure compliance and not contrary to the provisions of the Law on Enterprises, the Law on Securities and other legal provisions related to enterprises, securities, and governance of public companies.

2. Based on the process of application and implementation of the Regulation, review, examine and update the contents of the current Regulation that are still problematic, unclear or inconsistent with reality, in order to ensure effective support for the Company's operation, concurrently, improve the efficiency of corporate governance on the basis of compliance with current laws and ensure the legitimate rights and interests of shareholders.

II. THE CONTENTS OF THE INTERNAL REGULATION ON CORPORATE GOVERNANCE OF THE COMPANY ARE PROPOSED TO BE AMENDED AND SUPPLEMENTED

Notes:

- The contents presented in the form of underlining are the contents of the current Company's Regulation that need to be amended and supplemented.
- The contents presented in italics are the contents of the amended and supplemented draft.
- Contents presented with strikethrough formatting indicate the provisions proposed to be removed.
- Any provisions of the existing Company Regulation that are not mentioned, or are mentioned without any amendment, supplementation or repeal in the draft amended Regulation set out below, shall be deemed to remain in full force and effect.
- As a result of amendments and additions to certain Articles and Clauses in the draft Regulation as compared to the existing Regulation, the numbering of Articles and Clauses, and/or the numbering of cross-referenced provisions therein, may be revised,

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adjusted and updated accordingly to ensure accuracy. For ease of reference by shareholders, such renumbering may not be separately indicated and/or explained.

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No.	Article/Clause	Contents of the current Internal Regulations on Corporate Governance	Contents of the draft new Internal Regulation on Corporate Governance	Reasons for amendments, additions and repeals / Legal basis for the proposal
1.	Legal basis	*Pursuant to the Law on Enterprises dated June 17, 2020;* *Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;*	*Pursuant to the Law on Enterprises dated June 17, 2020 and its amendments, supplements, and implementing documents;* *Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law and its amendments, supplements, and implementing documents;*	Supplementation in accordance with the provisions of law from time to time
2.	Legal basis	Not yet specified	*Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ dated April 22, 2026*	Updating the Basis of the Regulation adopted according to the latest reality
3.	**Clause 2, Article 3**	Not yet specified	n. Approval of the Report of the Board of Directors and the results of activities of the Board of Directors and each member of the Board of Directors. o. Approving the Report on activities of independent members of the Board of Directors and the results evaluation of each member of the independent Board of Directors on the activities of the Board of Directors at the Annual General Meeting of Shareholders.	Supplementing in accordance with the provisions of Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated 11/09/2025

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5.	**Clause 2, Article 3**	Not yet specified	p. Approve the Company's signing of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises and Point b, Clause 4, Article 293 of Decree 155/2020/NĐ-CP and and its amendments, supplements, and implementing documents (including contracts, transactions for granting loans or guarantees that are allowed to be implemented in accordance with the provisions of Article 293 of the Decree No. 155/2020/NĐ-CP and its amendments, supplements, and implementing documents) with a transaction value from 35% or a transaction resulting in a total transaction value arising within 12 months from the date of the first transaction with a value from 35% of the total value of the Company's assets recorded in the latest financial statements and contracts, borrowing or lending transactions (within the scope of such contracts, such lending transactions are permitted to be carried out in accordance with the provisions of Article 293 of Decree No. 155/2020/NĐ-CP and its amendments, supplements, and implementing documents), sale of assets with a value greater than 10% of the total value of the Company's assets stated in the latest financial statements between the Company and the shareholders from 51% of the total voting shares or related persons of such shareholders.	Supplementing in accordance with the provisions of Clause 84, Article 1 of Decree No. 245/2025/NĐ-CP dated 11/09/2025

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7.	**Clause 1, Article 5**	Not yet specified	b. The Board of Directors shall convene the General Meeting of Shareholders at the request of the Shareholders or the group of shareholders specified in Clause 3, Article 12 of the Company's Charter requesting the convening of the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must be expressed in writing, and must include the full name, contact address and number of legal papers of the individual for individual shareholders; name, enterprise code/establishment decision number, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; basis, reasons and purposes of the meeting, with sufficient signatures of relevant shareholders or written requests made in many copies and sufficient signatures of relevant shareholders. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the severity of the violations or the decisions beyond their competence. Shareholders or groups of shareholders shall take full responsibility before law for the accuracy and truthfulness of documents and evidences provided to competent agencies when requesting the convening of the General Meeting of Shareholders.	Supplementing in accordance with the provisions of Clause 18, Article 1 of Law No. 76/2025/QH15 dated 17/06/2025

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8.	**Clause 2, Article 7**	Not yet specified	p. Report at the General Meeting of Shareholders on the activities of the Board of Directors in the year	Supplemented in accordance with the provisions of Article 280 of Decree 155/2020/NĐ-CP dated 31/12/2020
9.	**Clause 2, Article 7**	Not yet specified	q. Each independent member of the Board of Directors must make an evaluation report on the operation of the Board of Directors and report at the annual General Meeting of Shareholders.	Supplemented in accordance with the provisions of Clauses 81 and 82, Article 1 of Decree 245/2025/NĐ-CP dated 11/09/2025
10.	**Clause 1, Article 8**	1. The number of members of the Board of Directors is at least five (05) persons and at most eleven (11) persons. The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders	1. The number of members of the Board of Directors is at least five (05) persons and at most eleven (11) persons. The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The structure of the Board of Directors of the Company must ensure the number of non-executive members of the Board of Directors as prescribed in Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP, and at the same time, must ensure the minimum number of independent members of the Board of Directors as prescribed in Clauses 3 and 4, Article 276 of Decree No. 155/2020/NĐ-CP.	Amended in accordance with the provisions of Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025, Decree No. 155/2020/NĐ-CP
11.	**Clause 1, Article 9**	c) A member of the Board of Directors of a company may also be a member ~~of the Board of Directors of~~ another company;	c) A member of the Board of Directors of a company may be a member of the Board of Directors or a member of the Board of Members at up to 05 other companies.	Amended in accordance with the provisions of Clause 78, Article 1 of Decree 245/2025/NĐ-CP dated 11/09/2025

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APPENDIX 06

EXPLANATORY ON AMENDMENTS TO THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS NAFOODS GROUP JOINT STOCK COMPANY ("Company")

I. PRINCIPLES AND ORIENTATIONS FOR AMENDING AND SUPPLEMENTING THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS

1. Review and examine the provisions of the current Regulation on Operation of the Board of Directors (**"Regulation"**), in order to ensure compliance and not contrary to the provisions of the Law on Enterprises, the Law on Securities and other legal provisions related to enterprises, securities, and governance of public companies.
2. Based on the process of application and implementation of the Regulation, review, examine and update the contents of the current Regulation that are still problematic, unclear or inconsistent with reality, in order to ensure effective support for the Company's operation, concurrently, improve the efficiency of corporate governance on the basis of compliance with current laws and ensure the legitimate rights and interests of shareholders.

II. THE CONTENTS OF THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS PROPOSED TO BE AMENDED AND SUPPLEMENTED

Notes:

- The contents presented in the form of underlining are the contents of the current Company's Regulation that need to be amended and supplemented.
- The contents presented in italics are the contents of the amended and supplemented draft.
- Contents presented with strikethrough formatting indicate the provisions proposed to be removed.
- Any provisions of the current Regulation that are not mentioned, or are mentioned without any amendment, supplementation or repeal in the draft amended Regulation set out below, shall be deemed to remain in full force and effect.

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- As a result of amendments and additions to certain Articles and Clauses in the draft Regulation as compared to the existing Regulation, the numbering of Articles and Clauses, and/or the numbering of cross-referenced provisions therein, may be revised, adjusted and updated accordingly to ensure accuracy. For ease of reference by shareholders, such renumbering may not be separately indicated and/or explained.

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No.	Article	Contents of the current Regulation on Operation of the Board of Directors of the Company	Contents of the draft new Regulation on Operation of the Board of Directors of the company	Reasons for amendments, additions and repeals / Legal basis for the proposal
1.	**Clause 1, Article 1**	- The Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly on June 17, 2020 (hereinafter referred to as the Law on Enterprises); - The Securities Law No. 54/2019/QH14 was approved by the National Assembly on November 26, 2019; - Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; - The amended Charter of Nafoods Group Joint Stock Company was approved by the General Meeting of Shareholders ~~on April 24, 2021~~ (hereinafter referred to as the Charter);	- The Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly on June 17, 2020 and its amendments, supplements, and implementing regulations (hereinafter referred to as the Law on Enterprises) ; - The Securities Law No. 54/2019/QH14 was approved by the National Assembly on November 26, 2019 and its amendments, supplements, and implementing documents; - Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, and implementing documents; - The amended Charter of Nafoods Group Joint Stock Company was approved by the General Meeting of Shareholders on April 22, 2026 (hereinafter referred to as the Charter);	Supplement in accordance with the provisions of law time to time and the Regulation adopted according to the latest reality

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2.	**Clause 3, Article 6**	Independent members of the Board of Directors of the company must prepare an evaluation report on the activities of the Board of Directors.	Each independent member of the Board of Directors of the company must make an evaluation report on the operation and the results of the evaluation of the operation of the Board of Directors in accordance with the law.	Amended in accordance with the provisions of Clauses 80 and 82, Article 1 of Decree No. 245/2025/NĐ-CP dated 11/09/2025
3.	**Point a, Clause 1, Article 8**	(ii) The number of members of the Board of Directors is at least five (05) persons and at most eleven (11) persons. The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders.	(ii) The number of members of the Board of Directors is at least five (05) persons and at most eleven (11) persons. The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The structure of the Company's Board of Directors must ensure the number of non-executive members of the Board of Directors and independent members of the Board of Directors as follows: - At least 01 member in case the company has the number of members of the Board of Directors from 03 to 05 members; - At least 02 members in case the company has the number of members of the Board of Directors from 06 to 08 members; - At least 03 members in case the company has the number of members of the Board of Directors from 09 to 11 members.	Amended in accordance with the provisions of Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025, Decree No. 155/2020/NĐ-CP

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4.	**Point d, Clause 1, Article 9**	Members of the Board of Directors of the Company may also be members of the Board of Directors ~~of~~ other companies.	Members of the Board of Directors of the Company can be members of the Board of Directors or members of the Board of Members at up to 05 other companies.	Amended in accordance with the provisions of Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP dated 11/09/2025
5.	**Clause 1, Article 17**	The Board of Directors may establish subordinate committees to be in charge of development policies, human resources, compensation, internal audit, risk management, including but not limited to the Audit Committee; ~~the Strategy, Human Resources, Remuneration Committee~~; and the Investment Committee which are the professional bodies of the Board of Directors to support the activities of the Board of Directors. The number of members is decided by the Board of Directors. The Audit Committee must have at least one (01) independent member of the Board of Directors as its head.	The Board of Directors may establish subordinate committees to be in charge of sustainability policy, human resources, compensation, internal audit, risk management, including but not limited to the Audit Committee; the Sustainability Committee ; the Investment Committee which are the specialized bodies of the Board of Directors to support the activities of the Board of Directors. The number of members is decided by the Board of Directors. The Audit Committee must have at least one (01) independent member of the Board of Directors as its head.	Sửa đổi theo Nghị quyết HĐQT số 07/2025/NQ-HĐQT ngày 15/07/2025
6.	**Clause 1, Article 19**	**Strategy, Human Resources, Remuneration Committee** Organizational structure: The ~~Strategy, Human Resources and Remuneration Committee~~ has 02 or more members, including at least 2 members of the Board of Directors. At least two (02) members of the Strategy, Human Resources and Remuneration Committee are experts or have in-depth experience in HR - Legal.	**Sustainability Committee** Organizational structure: The Sustainable Development Committee has 02 or more members, including at least 2 members of the Board of Directors. At least two (02) members of the Sustainability Committee are experts or have in-depth experience in HR - Legal and Sustainable Development.	Amended by the Resolution of the Board of Directors No. 07/2025/NQ-HĐQT dated 15/07/2025

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7.	**Clause 2, Article 19**	~~The Strategy, Human Resources and Remuneration~~ shall approve the decision by voting at the meeting, collecting opinions in written or other forms prescribed by the company's Charter or the operation regulations ~~of the Strategy, Human Resources and Remuneration Committee~~. Each member of the ~~Strategy, Human Resources and Remuneration Committee~~ has one vote. Unless the company's charter or the operation regulations ~~of the Strategy, Human Resources and Remuneration Committee~~ stipulate a higher ratio, the decision of the ~~Strategy, Human Resources and Remuneration Committee~~ shall be approved if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the Chairman of the ~~Strategy, Human Resources and Remuneration Committee~~.	The Sustainability Committee shall approve the decision by voting at the meeting, collecting opinions in written or other forms prescribed by the company's Charter or the operation regulations of the Sustainability Committee. Each member of the Sustainability Committee has one vote. Unless the company's charter or the operation regulations of the Sustainability Committee stipulate a higher ratio, the decision of the Sustainability Committee shall be approved if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the Chairman of the Sustainability Committee.	Amended by the Resolution of the Board of Directors No. 07/2025/NQ-HĐQT dated 15/07/2025
8.	**Point a, Clause 3, Article 19**	Approve long-term vision, mission, and strategic goals	Approve long-term vision, mission and sustainable development strategic goals.	Supplementing according to the tasks and functions of the Sustainable Committee.
9.	**Point d, Article 31**	Reports of independent ~~members~~ of the Board of Directors.	Report on the activities of each independent member of the Board of Directors and the results of the evaluation of the activities of the Board of Directors.	Amended in accordance with the provisions of Article 280 of Decree No. 245/2025/NĐ-CP dated 11/09/2025

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10.	**Article 40**	The Regulation on Operation of the Board of Directors of Nafoods Group Joint Stock Company consists of 9 chapters, 40 articles and takes effect from April 24, 2021.	The Regulation on Operation of the Board of Directors of Nafoods Group Joint Stock Company consists of 9 chapters, 40 articles and takes effect from April 22, 2026.	Update the effective date of the Regulation.

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