PTM AUTOMOBILE SERVICE, TRADING AND MANUFACTURING JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ha Noi, day 28 month 03 year 2026

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

- *Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam and its guiding subordinate legal documents;*
- *Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, of the National Assembly of the Socialist Republic of Vietnam and its guiding subordinate legal documents;*
- *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 providing guidance on certain provisions regarding corporate governance applicable to public companies under 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 the Charter of PTM Automobile Production, Trading and Services Joint Stock Company;*
- *Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ-PTM dated 28/03/2026*

The Board of Directors issues the Regulations on the Operation of the Board of Directors of PTM Automobile Service, Trading and Manufacturing Joint Stock Company.

The Regulations on the Operation of the Board of Directors of PTM Automobile Production, Trading and Services Joint Stock Company shall include the following contents:

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of Regulation and Applicable Subjects

1. Scope of Regulation: The Regulations on the Operation of the Board of Directors set forth the organizational structure, operating principles, rights, and obligations of the Board of Directors and its members in order to operate in accordance with the provisions of the Enterprise Law, the Company's Charter, and other relevant legal regulations.

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2. Applicable Subjects: These Regulations shall apply to the members of the Board of Directors, members of the Supervisory Board, and members of the Executive Board.

Article 2. Interpretation of Terms

The terms and expressions used in these Regulations shall be understood as follows:

1. **"Company"** means PTM Automobile Production, Trading and Services Joint Stock Company, abbreviated as PTM.
2. **"GMS"** means the General Meeting of Shareholders of the Company.
3. **"BOD"** means the Board of Directors of the Company.
4. **"SB"** means the Supervisory Board of the Company.
5. **"Executive Board"** includes the General Director and Deputy General Directors of the Company.
6. **"Unit"** includes functional departments, production units, and other units directly under the Company.
7. **"Functional Department"** means offices, departments, divisions, and other functional units of the Company.
8. **"Subordinate Unit"** means a branch or other equivalent unit directly under the Company.
9. **"Production Unit"** means factories or production sites.
10. **"Related Party"** means an individual or organization as defined in Clause 46, Article 4 of the Enterprise Law, and Clause 46, Article 6 of the Securities Law.
11. **"Independent Member of the BOD"** means a member of the Board of Directors who meets the conditions set forth in Clause 2, Article 155 of the Enterprise Law.
12. **"Non-executive Member of the BOD"** means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive appointed by the Board of Directors.
13. **"Company Executive"** means the General Director, Deputy General Directors, and Chief Accountant. Depending on the Company's management needs at any given time, the Board of Directors may appoint other executives.

Article 3. Principles of Organization and Operation of the Board of Directors

1. The Board of Directors shall operate on a collective basis. Each member of the Board of Directors shall be individually responsible for their assigned duties and shall be jointly accountable to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors delegates to the General Director the responsibility to organize and manage the implementation of the resolutions and decisions of the Board of Directors.
3.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and Obligations of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors (the "Chairman") shall be elected, dismissed, or removed by the Board of Directors from among its members. The Chairman shall not concurrently hold the position of General Director.
2. The Chairman shall have the following rights and obligations:

a. To develop the programs and operational plans of the Board of Directors;

b. To prepare or organize the preparation of agendas, content, and documents for Board meetings;

c. To convene and preside over meetings of the Board of Directors;

d. To organize the adoption of the Board's resolutions;

e. To supervise the implementation of the Board's resolutions;

f. To preside over the General Meeting of Shareholders;

g. To exercise other rights and perform other duties in accordance with the law and the Company's Charter.

3. The Chairman shall ensure that the Board of Directors provides the annual financial statements, the Company's operational report, the audit report, and the Board's inspection report to the shareholders at the General Meeting of Shareholders.
4. In the event that the Chairman is absent or unable to perform their duties, they shall authorize another member in writing to exercise the rights and obligations of the Chairman. In case no member is authorized, or if the Chairman dies, goes missing, is temporarily detained, serving a prison sentence, undergoing compulsory administrative measures at a rehabilitation center or compulsory educational institution, absconds from residence, has restricted or lost civil capacity, faces difficulties in cognition or controlling behavior, or is prohibited by a court from holding the position, practicing a profession, or performing certain work, the remaining members shall elect one of the members to temporarily assume the position of Chairman by majority vote until a new decision of the Board of Directors is made.
5. In the event that the Chairman resigns or is dismissed/removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal/removal request (Clause 4, Article 7, Circular No. 116/2020/TT-BTC).

Article 5. Duties and Powers of the Vice Chairman of the Board of Directors

The Vice Chairman of the Board of Directors shall have the following rights and duties:

1. To advise the Chairman of the Board of Directors on the governance of the Company and assist the Chairman in managing the activities of the Board of Directors;
2. To replace the Chairman of the Board of Directors in convening and presiding over meetings of the Board, managing the activities of the Board, and performing the Company's governance functions during the Chairman's absence, provided that such replacement has been authorized in writing by the Chairman;

3. To perform other specific duties as set forth in the Board of Directors' assignment documents.

Article 6. Duties and Powers of the Members of the Board of Directors

Members of the Board of Directors shall have the following rights and duties:

1. To exercise their rights and perform their duties within the framework prescribed by law and the Company's Charter;
2. To study and evaluate the situation and results of the Company's operations, and contribute opinions to the formulation of the Company's strategic directions and annual, quarterly, and monthly business plans;
3. To attend all meetings of the Board of Directors, participate directly in discussions and voting, or submit written opinions for voting (in case of absence) on matters under the meeting agenda, and be personally accountable before the law, the General Meeting of Shareholders, and the Board of Directors for their statements;
4. To be assigned by the Board of Directors to take charge of one or more areas of the Board's activities, with delegated authority to make decisions and sign documents related to those areas of responsibility;
5. To replace the Chairman of the Board in convening and presiding over Board meetings, managing the Board's activities, and performing the Company's governance functions during the Chairman's absence, provided that such replacement has been authorized in writing by the Chairman;
6. To disclose to the Board of Directors any remuneration received from subsidiaries, associates, and other organizations in which the member represents the Company's capital contribution;
7. To notify the Board of Directors in writing of any transactions between the Company, its subsidiaries, or any other company in which a public company holds over 50% of charter capital with the same counterparty or with related parties of such counterparty, as prescribed by law, including transactions between the Company and another company within the preceding three (3) years prior to the transaction. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the public company must disclose information about these resolutions in accordance with securities laws on information disclosure;
8. To report to the State Securities Commission and disclose information on transactions relating to the Company's shares between the member and related parties in accordance with the law;
9. Independent members of the Board of Directors of a listed company must prepare an evaluation report on the Board's activities;
10. To perform other specific duties as set forth in the Board of Directors' assignment documents.

Article 7. Right to Information of Members of the Board of Directors

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors, or other managers of the Company to provide information and documents regarding the financial status and business operations of the Company and its units.
2. The requested managers are obliged to provide timely, complete, and accurate information and documents in accordance with the Board member's request. The procedures and process for requesting and providing information shall be governed by the Company's Charter.

Article 8. Term of Office and Number of Members of the Board of Directors

1. Term of Office:

a. The term of office of a member of the Board of Directors shall not exceed five (5) years. Members of the Board of Directors may be re-elected for an unlimited number of terms.

b. In the event that all members of the Board of Directors complete their term simultaneously, they shall continue to serve as members until new members are elected to replace them and take over the work, except as otherwise provided in the Company's Charter.

2. Number of Members:

a. The Board of Directors shall consist of at least three (3) and no more than eleven (11) members, with the exact number for each term to be determined by the General Meeting of Shareholders. The term of office of a member shall not exceed five (5) years, and members may be re-elected for an unlimited number of terms. The total number of independent members must ensure at least one (1) independent member if the Board has three (3) to five (5) members, at least two (2) independent members if the Board has six (6) to eight (8) members, and at least three (3) independent members if the Board has nine (9) to eleven (11) members. The total number of non-executive members must account for at least one-third (1/3) of the total number of members of the Board. The Board shall select one of its members to serve as Chairman. In the event that the Chairman is dismissed or removed, the Board must elect a replacement within thirty (30) days. In the case where all members' terms expire simultaneously, they shall continue to serve until new members are elected and assume office, unless otherwise provided in the Company's Charter.

b. The Board of Directors shall select from among its members one person to serve as the Chairman. In the event that the Chairman is dismissed or removed, the Board shall elect a replacement within thirty (30) days.

Article 9. Standards and Conditions for Members of the Board of Directors

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

a. They must not fall within the subjects specified in Clause 2, Article 17 of the Enterprise Law;

b. They must have professional qualifications and experience in business management or in the Company's field of business, and they are not required to be shareholders of the Company, except as otherwise provided in the Company's Charter;

c. A member of the Board of Directors may concurrently serve as a member of the Board of Directors of other companies, but may not simultaneously serve as a member of the Board of Directors or the Members' Council in more than five (5) other companies (Clause 3, Article 275 of Decree 155/2020/ND-CP, as amended by Clause 78, Article 1 of Decree 245/2025/ND-CP);

2. In addition to the standards and conditions specified in Clause 1 of this Article, an independent member of the Board of Directors must also satisfy the additional standards and conditions provided in Clause 2, Article 155 of the Enterprise Law;

3. An independent member of the Board of Directors must notify the Board if they no longer meet the conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from the date they no longer meet such conditions at the nearest General Meeting of Shareholders, or the Board shall convene a General Meeting of Shareholders to elect a replacement independent member within six (6) months from the date of receiving the notice from the relevant independent member.

Article 10. Nomination, Candidacy, and Election of Members of the Board of Directors

1. The nomination and candidacy of individuals for the Board of Directors shall be carried out as follows:

a. Shareholders or a group of shareholders who voluntarily form a group meeting the conditions prescribed in the Company's Charter to nominate candidates for the Board of Directors must notify the Board of Directors no later than three (3) working days prior to the opening of the General Meeting of Shareholders.

b. Based on the number of Board members determined by the General Meeting of Shareholders, the shareholder or group of shareholders referred to in Clause 1 above shall have the right to nominate one or more candidates for the Board, provided that the total number of nominations does not exceed the maximum number allowed under the Company's Charter.

c. In the event that the number of nominated and applied candidates is still insufficient to meet the required number of Board members, the Board may nominate additional candidates or organize nominations according to the mechanism proposed by the incumbent Board and approved by the General Meeting of Shareholders prior to the nomination process.

d. When candidates have been determined in advance, information relating to the Board candidates shall be published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website to allow shareholders to review the candidates before voting. Each candidate must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to performing their duties honestly, faithfully,

prudently, and in the best interests of the Company if elected. The minimum information to be disclosed shall include:

- Full name, date of birth;
- Professional qualifications;
- Work history;
- Other managerial positions (including Board memberships in other companies);
- Interests related to the Company and its related parties;
- Other information (if any) as prescribed in the Company's Charter.
- The public company shall disclose information regarding companies where the Board candidates hold directorships or other management positions and any interests related to the Company of the candidates (if any).

2. Voting for the Election of Board Members:

a. The election of members of the Board of Directors shall be conducted using the cumulative voting method in accordance with Clause 3, Article 148 of the 2020 Enterprise Law.

b. Under the cumulative voting method, each shareholder or their authorized representative shall have a total number of votes corresponding to the total shares owned or represented, multiplied by the number of Board members to be elected. Shareholders may allocate all their votes to one or more candidates. The cumulative voting method shall be set forth in the Election Regulations established by the Board.

c. The cumulative voting method shall be established by the Board of Directors in the Election Regulations.

d. Elected members shall be determined by the highest number of votes in descending order until the required number of Board members is reached, ensuring the minimum ratio of independent members as prescribed in the Company's Charter. Each elected candidate must receive at least one (1) vote. To ensure the minimum number of independent members, independent candidates shall be selected first (ranked by votes from highest to lowest). Once the required number of independent members is selected, remaining members shall be chosen based on votes in descending order, including both non-independent and remaining independent candidates.

e. In the event that two (2) or more candidates receive an equal number of votes for the last Board seat, a re-election shall be conducted among those candidates or selection shall be made according to the criteria specified in the Election Regulations. If the required number of Board members or independent members is still not met, the General Meeting of Shareholders shall conduct a re-election until the required number is reached.

3. The election, dismissal, or removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through a voting process.

4. The announcement of election results, dismissal, or removal of Board members shall be carried out in accordance with the regulations on information disclosure.

Article 11. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors

1. A member of the Board of Directors shall cease to hold their position in the following cases:

a. Dismissal by the General Meeting of Shareholders:

- The member does not meet the standards and conditions prescribed in Article 155 of the Enterprise Law;
- The member submits a resignation which is accepted.

b. Removal by the General Meeting of Shareholders:

- The member is absent from Board meetings continuously for six (6) months without the Board's approval, except in cases of force majeure;
- The member is removed pursuant to a resolution of the General Meeting of Shareholders.

c. When deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors or dismiss/remove members outside the cases specified in Clause 1(a) and 1(b) above.

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

a. The Board of Directors must convene a General Meeting of Shareholders to elect additional members within sixty (60) days from the date on which the remaining number of Board members falls below the minimum number prescribed by law or below one-third (1/3) of the number of members specified in the Company's Charter;

b. The Board of Directors must convene a General Meeting of Shareholders within ninety (90) days from the date on which the remaining number of independent members falls below the minimum number required by law. This provision does not apply to cases where an independent member of the Board of Directors no longer meets the conditions specified in Clause 2, Article 9 of this Regulation.

CHAPTER III
BOARD OF DIRECTORS

Section 1. Organizational Structure, Functions, and Duties of the Board of Directors

Article 12. Organizational Structure of the Board of Directors

1. The organizational structure and operation of the Board of Directors shall include:

a. **Chairman of the Board of Directors**;

b. **Vice Chairman(s) of the Board of Directors** – depending on the Company's management needs at each given time, the Board may elect one or more members to serve as Vice Chairman(s);

c. **Members of the Board of Directors**.

2. The supporting body for the Board of Directors shall be the Company's Office and the Company Secretary, whose functions and duties are specifically provided in Section 2 of this Chapter.

Article 13. Functions of the Board of Directors

The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company to decide and exercise the Company's rights and obligations, except for those rights and obligations reserved to the General Meeting of Shareholders. The Board of Directors shall have the following functions:

1. Governance Functions:

a. Set the strategic orientation, establish objectives, and propose solutions and policies for the Company's development in the medium and long term;

b. Direct the preparation and approval of the annual business and financial plans;

c. Direct the development and issuance of the regulatory documents of the Company by concretizing the laws of the State, thereby creating a legal framework to govern all Company activities;

d. Develop, maintain, and manage key personnel and succession plans for positions under the Board's authority, while directing the Executives to develop human resources to meet the Company's development requirements;

e. Draft internal corporate governance regulations for submission to the General Meeting of Shareholders; after approval, the Board shall issue and review improvements to the governance structure, mechanisms, methods, and management processes of the Company in accordance with development requirements at each stage;

f. Direct and supervise the implementation of the Company's objectives, development strategies, and annual business plans;

g. Direct and supervise the Executives in executing the resolutions and decisions of the Board;

h. Report to the General Meeting of Shareholders on its activities and on the supervision of the Executives' operations during the fiscal year.

2. Management Functions of the Board:

a. Manage the Company on behalf of the General Meeting of Shareholders and supervise the operational activities of the Executives;

b. Monitor and manage changes or fluctuations in the number, information of shareholders, shares, equity, and assets of the Company, including the process of share transfers;

c. Closely monitor the use of the Company's funds. Manage the Company's investment capital in each period; based on proposals from Board members or the General Director, the Board may decide on measures to allocate such capital safely and efficiently;

d. Monitor, manage, and ensure that the use of funds for the acquisition, construction, or upgrading of the Company's fixed assets is carried out transparently, efficiently, and in compliance with legal regulations and the Company's Charter.

Article 14. Duties and Powers of the Board of Directors

1. The rights and duties of the Board of Directors are stipulated by law, the Company Charter, internal regulations of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:

a. Decide on the Company's strategy, medium-term development plans, and annual business plans;

b. Propose the types of shares and the total number of shares allowed to be offered for each type;

c. Decide on the sale of unsold shares within the authorized limit for each type, and decide on raising additional capital through other forms;

d. Decide the selling price of the Company's shares and bonds;

e. Decide on the repurchase of shares in accordance with Clause 1 and Clause 2 of Article 133 of the Enterprise Law;

f. Approve investment plans and investment projects within the Board's authority and limits as stipulated by law and the Company Charter;

g. Decide on solutions for market development, marketing, and technology;

h. Approve contracts for purchase, sale, borrowing, lending, and other transactions, except in cases where the Company Charter stipulates otherwise or contracts and transactions fall under the authority of the General Meeting of Shareholders in accordance with the Company Charter and Clause d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;

i. Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, execute contracts, or terminate contracts for the General Director and other key managers as stipulated by the Company Charter; decide on salaries, remuneration, bonuses, and other benefits for such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, and decide on their remuneration and other benefits;

j. Supervise and direct the General Director and other managers in the daily business operations of the Company;

k. Decide on the organizational structure and internal management regulations of the Company; approve the establishment of subsidiaries, branches, representative offices, and the contribution of capital or acquisition of shares in other enterprises;

l. Approve the agenda and materials for the General Meeting of Shareholders, convene the meeting, or collect shareholders' opinions to adopt resolutions;

m. Submit the audited annual financial statements to the General Meeting of Shareholders;

n. Propose the dividend rate to be paid, and decide on the timing and procedures for dividend payments or the handling of losses arising from business operations;

o. Propose corporate restructuring, dissolution, or request the bankruptcy of the Company;

p. Approve the issuance of the Board of Directors' Operating Regulations, internal corporate governance regulations after adoption by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;
q. Exercise other rights and perform other duties as prescribed by the Enterprise Law, Securities Law, other applicable laws, and the Company Charter.

2. Duties and Authorities of the Board of Directors in Approving and Executing Contracts and Transactions

a. The Board of Directors (BOD) shall approve contracts and transactions with a value of less than 35%, or transactions that result in the total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total assets recorded in the most recent financial statements, or another smaller percentage or value as prescribed in the Company's Charter, between the Company and any of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of such individuals;
- Shareholders, or authorized representatives of shareholders, who hold more than 10% of the Company's total ordinary shares, and their related parties;
- Enterprises related to the parties specified in Clause 2, Article 164 of the Law on Enterprises.

b. The Company's representative who signs a contract or executes a transaction must notify the members of the Board of Directors and the members of the Supervisory Board of any related parties involved in such contract or transaction, and must attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless a different period is stipulated in the Company's Charter. Members of the Board of Directors who have a conflict of interest with the parties involved in the contract or transaction shall not have the right to vote.

3. The Board of Directors shall approve resolutions and decisions by voting at meetings, by written opinion, or by other forms as stipulated in the Company's Charter. Each member of the Board of Directors has one vote.

4. In the event that a resolution or decision approved by the Board of Directors violates the law, the resolutions of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally personally liable for the resolution or decision and must compensate the Company for the resulting damage; members who opposed the resolution or decision shall be exempt from liability. In such cases, the Company's shareholders have the right to request the Court to suspend the implementation or annul the said resolution or decision.

Article 15. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Directors (BOD) must convene an extraordinary General Meeting of Shareholders (EGM) in the following cases:

a. The BOD deems it necessary for the benefit of the Company;

b. The annual balance sheet, quarterly or semi-annual reports, or the audited financial statements for the fiscal year reflect that the equity has been reduced by half compared to the beginning of the period;

c. The number of remaining members of the BOD or the Supervisory Board is less than the minimum number of members required by law or less than one-third of the number of members stipulated in the Company's Charter;

d. The number of remaining independent members of the BOD is less than the minimum number required by law;

e. At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting must be made in writing, clearly stating the reason and purpose of the meeting, with all relevant shareholders' signatures, or a written request prepared in multiple copies with all necessary shareholder signatures;

f. At the request of the Supervisory Board;

g. Other cases as provided by law and the Company's Charter.

2. Convening the Extraordinary General Meeting of Shareholders

a. The BOD must convene the EGM within 60 days from the date the number of remaining BOD members falls under the threshold specified in Point c, Clause 1 above;

b. The BOD must convene the EGM within 90 days from the date the number of remaining independent BOD members falls under the minimum required as specified in Point d, Clause 1 above, or upon receiving a request as specified in Point e, Clause 1 above. This provision does not apply when an independent member no longer meets the conditions under Clause 2, Article 155 of the Enterprise Law, in which case the BOD may choose one of the actions prescribed in Clause 3, Article 155 of the Enterprise Law.

If the BOD fails to convene the EGM as prescribed in Clauses 2a and 2b, within the following 30 days, the shareholder or group of shareholders who made the request under Point e, Clause 1 above has the right to convene the EGM instead. In such a case, the convening shareholder(s) may request the business registration authority to supervise and conduct the meeting if deemed necessary.

c. The organization of the General Meeting shall follow the provisions of the Company's Charter and Clause 5, Article 140 of the Enterprise Law.

3. The convenor of the General Meeting must perform the following tasks:

a. Prepare the list of shareholders eligible to vote at the Meeting;

b. Provide information and handle complaints related to the shareholder list;

c. Prepare the agenda, content, and meeting documents in accordance with the law and Company regulations;
d. Prepare draft resolutions and meeting materials based on the planned content of the meeting;
e. Determine the time and location of the meeting;
f. Send meeting invitations to each shareholder entitled to attend, as prescribed by the Enterprise Law;
g. Perform other tasks serving the meeting.

Section 2. Company Office and Company Secretary

Article 16. Organizational Structure of the Company Office

The organizational structure of the Company Office includes:

1. Chief of the Company Office / Deputy Chief of the Company Office;
2. Specialists of the Company Office.

Article 17. Operating Mechanism of the Company Office

The Company Office is an agency directly under both the Board of Directors (BOD) and the Chief Executive Officer (CEO) of the Company. In addition to the functions stipulated in the Company's Organizational and Operational Regulations, the Company Office is responsible for consolidating and coordinating activities according to work programs and plans, and providing comprehensive advisory support for all aspects of the Company's operations.

1. The overall operations of the Office are managed by the Chief of the Company Office / Deputy Chief of the Company Office, depending on work requirements.
2. BOD Support Subcommittees: Depending on the needs at each stage of development, the Company Office may propose and advise the BOD to establish Subcommittees to support the activities of the BOD. Personnel of these Subcommittees may be full-time, part-time, or contracted as experts with the Company. The BOD shall provide detailed regulations regarding the establishment, responsibilities of the Subcommittees, and the responsibilities of each member.

Article 18. Functions and Duties of the Company Office

The Company Office has the following functions and duties:

1. Acting as a liaison for activities between:

a. Various bodies: the Board of Directors (BOD), the Supervisory Board, the CEO Board, companies in which the Company has capital contributions (if any), and external agencies;
b. The Chairman of the BOD and the members of the BOD;
c. The BOD and the Company's shareholders as well as subsidiary companies;
d. The BOD and government agencies, departments, associations, organizations, individuals, including foreign entities.

2. Acting as an advisory body to the BOD on corporate governance functions, including:

a. Planning, setting directions, objectives, development policies, and establishing the legal framework;
b. Organizing the organizational structure and staffing arrangements;
c. Monitoring, supervising, and ensuring compliance with regulations and the implementation of the BOD's policies and directives;
d. Acting as the focal point to assist the BOD in monitoring and supervising units in preparing programs, proposals, plans, and projects approved by the BOD;
e. Matters related to the Company's shares, shareholders, and equity;
f. Monitoring, supervising, and ensuring the implementation of the BOD's instructions to subsidiary companies;
g. Receiving and reviewing proposals, issues, and projects submitted by the CEO, and providing advisory support to BOD members;
h. Advising on the organization of regular and extraordinary BOD meetings, as well as annual and extraordinary General Meetings of Shareholders;
i. Supervising the implementation of resolutions of the General Meeting of Shareholders and decisions of the BOD related to corporate strategy, organizational development, human resource development, business development, and financial management;
j. Reviewing business development and financial management issues and making recommendations to the BOD;
k. Advising the BOD on the implementation of governance regulations in business and financial management;
l. Performing other tasks assigned by the BOD from time to time;
m. Overseeing the Company's information disclosure activities.

3. Organizing administrative and secretarial operations within the Office.

Article 19. Functions and Duties of the Chief of the Company Office / Deputy Chief of the Company Office

The Chief of the Company Office / Deputy Chief of the Company Office shall have the following duties and authorities:

1. The Chief / Deputy Chief of the Company Office coordinates all activities of the Office and is personally accountable to the Board of Directors (BOD) and the CEO for the assigned tasks.
2. Organize and implement the functions and duties of the Office as stipulated in this Charter.
3. Be responsible for the organizational and personnel management of the Office.
4. Implement the Office's programs and work plans and apply necessary measures within their authority to fulfill assigned tasks.
5. Assist the BOD in monitoring the activities of councils, committees, or boards established by the BOD, and provide consolidated advice to the BOD to support timely decision-making.
6. Coordinate with Specialists to perform certain tasks as required by the BOD.

7. Perform other tasks that arise as requested by the BOD.

Article 20. Company Office Specialists

Company Office Specialists assist the Board of Directors (BOD) in conducting in-depth research on certain areas related to the Company's operations. The BOD may appoint one or more advisory specialists who work on a full-time or part-time basis. These specialists are entitled to salaries or professional fees according to their working arrangements and the effectiveness of their contributions, as specifically determined by the BOD for each period.

Article 21. Company Secretary in charge of Corporate Governance

1. When deemed necessary, the Board of Directors (BOD) shall appoint at least one person responsible for corporate governance (who may concurrently serve as the Company Secretary) to assist the BOD in performing its duties under the authority prescribed by law and the Company's Charter (Article 32, Clause 1, Circular 116/2020/TT-BTC). The term of the Company Secretary in charge of corporate governance is determined by the BOD, with a maximum of five years.
2. The Company Secretary in charge of corporate governance must have legal knowledge and shall not concurrently work for the independent auditing firm auditing the Company's financial statements.
3. The Company Secretary in charge of corporate governance shall have the following rights and responsibilities:

a. Advise the BOD on organizing the General Meeting of Shareholders (GMS) in accordance with the law and handle matters between the Company and shareholders;
b. Prepare BOD and GMS meetings as required by the BOD;
c. Advise on the procedures of the meetings;
d. Attend meetings;
e. Advise on the procedures for BOD resolutions in compliance with the law;
f. Provide information, documents, and copies of BOD meeting minutes and other relevant information to BOD members;
g. Monitor and report to the BOD on the Company's information disclosure activities;
h. Act as the liaison with relevant stakeholders;
i. Maintain confidentiality in accordance with legal regulations and the Company's Charter;
j. Perform other rights and obligations as stipulated in Clause 5, Article 156 of the Law on Enterprises.

4. The BOD may dismiss the Company Secretary in charge of corporate governance when necessary, provided that such dismissal does not violate current labor laws.

CHAPTER IV
BOARD OF DIRECTORS MEETING

ARTICLE 22. Board of Directors Meeting

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of the completion of the Board election. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting ratio. In the case where there is more than one member with the same highest number of votes or voting ratio, the members shall vote by majority to select one among them to convene the Board meeting, as stipulated in the Company Charter.
2. The Board of Directors must hold a meeting at least once every quarter and may hold extraordinary meetings as necessary. When required, the Board may convene extraordinary meetings to address urgent needs of the Company and other requirements as prescribed in the Company Charter.
3. Participants include Board members, Chief of Office/Deputy Chief of Office, and the Company Secretary. Depending on the meeting agenda, the Board may invite additional members of the Executive Board to attend. Regular meetings are convened and chaired by the Chairman of the Board. In the absence of the Chairman, procedures shall follow Clause 03, Article 11 of this Regulation.
4. Members of the Executive Board who are not members of the Board of Directors have the right to attend Board meetings, participate in discussions, but do not have voting rights.
5. Meeting invitations, agendas, and materials for prior review (if any) must be sent to participants no later than fifteen (15) working days before the meeting. Board members, Head of the Supervisory Committee, and the General Director may propose to the Chairman of the Board additional agenda items deemed important and urgent. Such proposals must be submitted to the Company Office at least one (01) day prior to the meeting.
6. The agenda of a regular Board meeting includes:

a. Evaluating the situation and performance results of the previous period, approving and discussing measures to implement the operational plan for the current period.
b. Discussing and deciding on matters related to the implementation of the Company's long-term development objectives within the Board's authority.
c. Approving regulations, charters, and newly developed or amended rules within the decision-making authority of the Board.
d. Discussing and deciding on other matters related to the responsibilities and authority of the Board of Directors.

Article 23. Extraordinary Meetings

1. The Board of Directors shall hold an extraordinary meeting upon a written request from:

a. The General Director or at least five (05) other management officers;
b. An independent member;
c. At least two (02) members of the Board of Directors.

The request must be in writing, clearly stating the purpose and issues to be discussed and decided within the authority of the Board.

2. The Chairman of the Board or the person convening the meeting must send the meeting notice no later than seven (07) days from the date of receiving the request under Clause 1 of this Article. If the Chairman of the Board refuses to convene the meeting upon such a request, the Chairman shall be responsible for any damages incurred by the Company, and the individuals who submitted the request under Clause 3 of this Article may convene the Board meeting themselves.
3. The meeting invitation, agenda, and materials for prior review (if any) must be sent to Board members, the Head of the Supervisory Committee, and the General Director no later than five (05) working days prior to the meeting date.
4. The meeting notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The notice must include the materials to be used at the meeting and the members' voting ballots. The notice may be sent by paper, telephone, fax, electronic means, or other methods as prescribed in the Company Charter and must ensure delivery to the registered contact address of each Board member.
5. The content of an extraordinary meeting shall be decided by the Chairman of the Board or by the individuals requesting the extraordinary meeting and is typically intended to discuss and decide the most important and urgent matters of the Company.

Article 24. Conditions for conducting a board of directors meeting

1. A meeting of the Board of Directors shall be validly conducted when at least three-fourths (3/4) of the total members are present, including cases where a Board member authorizes another member of the Board to attend and vote on their behalf, and the majority of attending members approve.
2. If a meeting convened under this clause does not meet the required quorum, a second meeting may be convened within seven (07) days from the originally scheduled date. In this case, the meeting is valid if more than half of the Board members are present.
3. If both the first and second meetings fail to meet the quorum requirement, the Chairman of the Board must convene an extraordinary General Meeting of Shareholders within thirty (30) days to review the eligibility of Board members who did not attend the Board meeting.
4. A Board member is considered to have attended and voted at a meeting in the following cases:

   (i) Attending and voting directly at the meeting;

   (ii) Authorizing another person to attend and vote, provided the majority of Board members approve;

   (iii) Sending a voting ballot to the meeting via mail, fax, or email;

   (iv) Other methods as prescribed in the Company Charter and applicable law.

For ballots sent to the meeting, they must be sealed in an envelope and delivered to the Chairman of the Board no later than one (01) hour before the meeting starts. The ballots shall only be opened in the presence of all attending members.

5. Board members must fully attend all Board meetings. Members may authorize another person to attend and vote on their behalf only if approved by the majority of the Board members.

Điều 25. Hình thức họp trực tuyến của HĐQT

1. Cuộc họp của HĐQT có thể tổ chức theo hình thức hội nghị trực tuyến giữa các thành viên HĐQT khi tất cả hoặc một số thành viên đang ở những địa điểm khác nhau với điều kiện là mỗi thành viên tham gia họp đều có thể:

a. Nghe từng thành viên khác cùng tham gia phát biểu trong cuộc họp;

b. Phát biểu với tất cả thành viên tham dự khác một cách đồng thời.

2. Việc trao đổi giữa các thành viên có thể thực hiện một cách trực tiếp qua điện thoại hoặc bằng phương tiện liên lạc thông tin khác (kể cả việc sử dụng phương tiện này diễn ra vào thời điểm thông qua Điều lệ hay sau này) hoặc là hết hợp tất cả các phương thức này. Thành viên HĐQT tham gia cuộc họp như vậy được coi là có mặt tại cuộc họp đó. Địa điểm cuộc họp được tổ chức theo quy định này là địa điểm mà nhóm thành viên HĐQT đông nhất tập hợp lại, hoặc nếu không có một nhóm như vậy thì địa điểm cuộc họp là địa điểm của Chủ tọa cuộc họp hiện diện.

3. Các quyết định được thông qua tại cuộc họp theo hình thức nêu trên, được tổ chức và tiến hành một cách hợp thức có hiệu lực ngay khi kết thúc cuộc họp nhưng phải được khẳng định bằng văn bản có các chữ ký của tất cả thành viên HĐQT tham dự cuộc họp.

Article 25. Online meetings of the Board of Directors

1. In certain urgent cases, instead of convening a Board of Directors meeting, the Chairman of the Board may collect votes to decide on one or more issues using Voting Forms from the members. The Chairman of the Board is responsible for sending all relevant documents related to the matters to be voted on, along with the Voting Form template, to all members.

2. In this case, the decisions of the Board of Directors are only effective if approved by the majority of members submitting affirmative votes. The results of the vote using the Voting Forms shall have the same validity as decisions made at a regular Board meeting, and the vote count must also be recorded in the minutes of the Board of Directors.

Article 27. Voting Procedures in Board Meetings

1. Each member of the Board of Directors has one vote of equal value. Decisions of the Board are made by a majority vote. In the event of a tie, the final decision shall be determined by the opinion of the Chairman of the Board.

2. For important matters relating to personnel, capital, company interests, or the responsibilities of Board members, the Supervisory Board, or the General Director, the chairperson of the Board meeting may conduct voting by secret ballot.

3. Board members are not allowed to vote on contracts, transactions, or proposals in which they or persons related to them have interests that conflict or may conflict with the interests of the Company. Such members are not counted toward the minimum quorum required to hold a Board meeting for decisions in which they are ineligible to vote.
4. The Board may also approve decisions via email or written documents. Such decisions take effect from the moment the Board agrees by email. The Company Secretary is responsible for preparing the official signed version for record-keeping purposes.

Article 28. Minutes of Board of Directors Meetings

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. In case of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
2. The contents of the Board meetings must be accurately and fully recorded by the Company Secretary, and must include the full name and signature of the Chairperson and the minute-taker. The minutes of the meeting shall include at least the following main contents:

a. Name, address of the head office, registration certificate number and date of issue, and place of business registration;
b. Purpose, agenda, and contents of the meeting;
c. Time and location of the meeting;
d. Full names of attending members or authorized representatives, and the manner of attendance; full names of absent members and reasons for absence;
e. Matters discussed and voted on at the meeting;
f. Summary of opinions of each attending member in the order of the meeting's proceedings;
g. Voting results, clearly indicating members in favor, against, and those who abstained;
h. Matters approved and the corresponding voting ratios;
i. Full names and signatures of the Chairperson and the minute-taker, except as provided in Clause 2 of this Article.

3. The Chairperson and the Secretary are responsible for the truthfulness and accuracy of the minutes of the Board meetings.
4. The Chairman of the Board is responsible for distributing the minutes to the members, and such minutes shall be considered authentic evidence of the business conducted in the meetings, unless an objection to the contents is raised within 15 days of distribution.
5. The Company is responsible for announcing the resolutions of the Board of Directors in accordance with the regulations of the State Securities Commission, the Stock Exchange, and other applicable laws.

CHAPTER 5 V

WORKING REGIME AND REMUNERATION OF THE BOARD OF DIRECTORS

Article 29. Working regime of the Board of Directors and submission of annual reports

1. The Chairman, Vice Chairman, and members of the Board of Directors shall work under the following regimes:

a. Annual: Full-year engagement.

b. Semi-annual: Engagement for half of the year.

c. Full-time (specialized): Responsible for monitoring, directing, and supervising specific operational areas according to the assignment of the Board of Directors.

2. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders::

a. Report on the Company's business results;

b. Financial statements;

c. Report evaluating the Company's management and administration;

d. Appraisal report from the Supervisory Board.

- Reports specified in points a, b, and c above must be submitted to the Supervisory Board for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders, unless the Company Charter provides otherwise.
- The reports specified in points 1 and 2 above, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's headquarters no later than 10 days before the opening date of the Annual General Meeting of Shareholders, unless the Company Charter stipulates a longer period. Shareholders who have continuously held shares of the Company for at least one year have the right to directly inspect these reports, either individually or together with a lawyer, certified accountant, or licensed auditor.

Article 30. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the assigned duties of each member and the daily remuneration rate. The Board of Directors shall propose the remuneration level for each member by consensus. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is considered a business expense of the Company in accordance with corporate income tax laws, must be presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions, serve on Board committees, or perform tasks beyond the normal scope of a Board member's duties may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, profit share, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, accommodation, meal, and other expenses incurred in performing their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board committees.
6. The Company may purchase liability insurance for members of the Board of Directors with the approval of the General Meeting of Shareholders. Such insurance does not cover liabilities arising from violations of the law or the Company's Charter by the Board members.

CHAPTER VI
DISCLOSURE OF RELATED PARTY INTERESTS AND CONFLICT OF INTEREST PREVENTION

Article 31. Disclosure of Related Party Interests

1. The Company must compile and update a list of related persons of the Company in accordance with Clause 12, Article 2 of this Regulation and their corresponding transactions with the Company.
2. Members of the Board of Directors (BOD) of the Company must declare to the Company their related interests, including:

a. The name, business registration code, head office address, business lines of enterprises in which they hold equity or shares; the proportion and time of ownership of such equity or shares;

b. The name, business registration code, head office address, business lines of enterprises in which their related persons jointly or individually hold equity or shares exceeding 10% of charter capital.

3. Declarations under this Article must be made within 07 working days from the date the related interest arises; any amendments or additions must be reported to the Company within 07 working days from the date of such amendment or addition.
4. The keeping, disclosure, inspection, extraction, and copying of the list of related persons and declared related interests under Clauses 1 and 2 of this Article shall be conducted as follows:

a. The Company must report the list of related persons and their related interests to the General Meeting of Shareholders at the annual meeting;

b. The list of related persons and related interests shall be kept at the Company's head office; if necessary, part or all of the list may also be kept at the Company's branches;

c. Shareholders, authorized representatives of shareholders, BOD members, the General Director, and other managers have the right to inspect, extract, and copy part or all of the declared content during working hours;

d. The Company must facilitate the above persons to access, view, extract, and copy the list of related persons and related interests quickly and conveniently, without obstruction or difficulty in exercising this right. The procedures for inspection, extraction, and copying of declared related persons and interests must comply with the law.

5. Any BOD member acting on their own behalf or on behalf of another person in any business activities within the scope of the Company must explain the nature and content of such work to the BOD and may only proceed if approved by the majority of the remaining BOD members; if carried out without declaration or without BOD approval, all income derived from such activity belongs to the Company.

Article 32. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors (BOD) and their related persons are prohibited from using business opportunities that could benefit the Company for personal gain; they shall not use information obtained by virtue of their position for personal benefit or to serve the interests of other organizations or individuals.
2. BOD members have the duty to notify the BOD of transactions between the Company or its subsidiaries and themselves or their related persons, in accordance with the law. The Company must disclose such information as required by law.
3. BOD members are obligated to provide written notice to the BOD regarding transactions between the Company, its subsidiaries, or companies in which the public company controls 50% or more of charter capital, and themselves or their related persons, in accordance with legal regulations. For such transactions approved by the General Meeting of Shareholders (GMS) or the BOD, the public company must disclose these resolutions in accordance with securities laws on information disclosure.
4. Except where the GMS decides otherwise, the Company shall not provide loans or guarantees to BOD members, the General Director, managers, or individuals/organizations related to these members, except when the public company and related organizations are companies within the same group or operate as a corporate group, including parent-subsidiary relationships, economic groups, or as otherwise prescribed by specialized laws.
5. The GMS must approve the following contracts and transactions: transactions requiring GMS approval pursuant to Clause 4, Article 293 of Decree No. 155/2020/ND-CP (amended and supplemented by Decree No. 245/2025/ND-CP): granting loans or guarantees to BOD members, members of the Supervisory Board, the General Director, other non-shareholding managers, and related persons; entering into contracts or transactions with a value of 35% or more of total assets with a shareholder or a related person of a shareholder holding 51% or more of voting shares.

6. Contracts or transactions between the Company and one or more BOD members, the General Director, managers, or their related organizations or individuals, or partners, associations, or organizations where one or more BOD members, the General Director, or managers are members or have financial interests, are not invalid in the following cases:

a. For contracts with a value below 35% of total assets reported in the most recent financial statements, the material aspects of the contract or transaction, as well as the relationships and interests of the BOD members, General Director, or managers, have been reported to the BOD. The BOD has approved the contract or transaction in good faith by a majority vote of members without related interests.

b. For contracts with a value equal to or exceeding 35% of total assets reported in the most recent financial statements, the material aspects of the contract or transaction, as well as the relationships and interests of the BOD members, General Director, or managers, have been disclosed to shareholders without related interests who are entitled to vote, and those shareholders have voted in favor of the contract or transaction.

c. The contract or transaction has been assessed as fair and reasonable by an independent advisory organization, considering all aspects relevant to the Company's shareholders, at the time the contract or transaction was approved by the BOD or GMS.

7. BOD members shall not vote on transactions in which they or their related persons are involved, including transactions where the material or non-material benefits of such BOD members are not yet determined. These transactions must be disclosed in the Company's annual report.

8. BOD members and their related persons shall not use undisclosed information of the Company or share it with others to conduct related transactions.

CHAPTER VII
RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 33. Relationship among members of the Board of Directors

1. The relationship among members of the Board of Directors is based on coordination. Members of the Board of Directors are responsible for informing each other of relevant issues during the performance of their assigned duties.

2. When handling assigned tasks, the member primarily responsible must proactively coordinate with other members if the issue relates to areas under their responsibility. In cases where there are differing opinions among members, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within their authority, or organize a meeting, or seek opinions from other Board members in accordance with the law, the Company Charter, and this Regulation.

3. In cases of reassignment of duties among members of the Board of Directors, the members must hand over all related work, records, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors..

Article 34. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a cooperative one. The working relationship between the Board of Directors and the Supervisory Board is based on equality and independence, while maintaining close coordination and mutual support in the performance of their duties.
2. Upon receiving inspection reports or consolidated reports from the Supervisory Board, the Board of Directors is responsible for reviewing them and directing the relevant departments to develop plans and implement timely corrective actions.

Article 35. Relationship with the Executive Apparatus

1. As the governing body of the Company, the Board of Directors (BOD) is responsible for designing an efficient organizational model for the Executive Apparatus, reasonably assigning executive personnel, implementing scientific monitoring, direction, and supervision measures, establishing periodic personnel evaluation regulations for each operational area, and maintaining clear and transparent policies on salaries, bonuses, training, and appointments.
2. The BOD must organize meetings to discuss and exchange information with the Executives, plan participation in monthly briefings with the Executive Apparatus, and regularly visit Subsidiary Companies (if any) to exercise its leadership and supervisory functions, while also listening to and promptly addressing proposals related to policies, mechanisms, and matters within its authority.
3. The BOD must act promptly and fairly in directing the handling of violations by staff and employees at all levels within the Executive Apparatus, thereby maintaining discipline and safeguarding the Company's reputation with customers and shareholders.

Article 36. Working relationship with shareholders

1. The Board of Directors (BOD) and its members must establish, maintain, and uphold a consistently positive relationship with the Company's shareholders. This is reflected through the publication of the Company's periodic financial reports, the regular provision of all information that can be shared, and, above all, ensuring the annual operational efficiency of the Company.
2. The BOD must ensure transparency in managing and operating all aspects of the Company's activities, lead by example in fulfilling obligations under the Company's Charter, and always demonstrate respect toward shareholders, including those holding the smallest number of shares.
3. The Chairman of the BOD and the BOD must address shareholders' proposals promptly and transparently, provide clear and consistent explanations for shareholders' questions, and participate in the swift resolution of complaints or proposals from shareholders (if any). This approach is essential for maintaining and strengthening a positive relationship between the BOD and the shareholders.

Article 37. Relationship with the Trade Union Organization

1. The Board of Directors (BOD) shall provide financial support and allocate time resources to enable the Executive Committee of the grassroots Trade Union and departmental unions to effectively carry out their functions of educating, uniting, and leading the union members.
2. The BOD delegates authority to the CEO to sign labor agreements with the Trade Union Executive Committee and establishes mechanisms for representatives of the grassroots and departmental union executive committees to participate in the annual Awards Council. At the same time, the BOD must develop mechanisms for the grassroots union executive committee to supervise the proper use of the annual bonus and welfare funds derived from the Company's after-tax profits.
3. The BOD shall create opportunities and conditions to listen to the voices of the grassroots Trade Union Executive Committee, representing the legitimate will and aspirations of the majority of union members and employees working at the Company.

Article 38. Working relationships with external organizations and individuals

1. Based on loyalty to the interests of the Company, all relationships between the Company and external organizations or individuals must be conducted with utmost caution and must be carried out by, or authorized by, the Chairman of the Board of Directors or the CEO of the Company.
2. The purpose and content of economic-financial, scientific-technological, or research-training aspects in the working relationships between the Company and external organizations or individuals must be clearly defined, recorded in the work log, and promptly reported to the Chairman of the Board of Directors or the direct superior after each negotiation, whether domestic or international.

Article 39: Working relationships with local regulatory authorities

1. Compliance with the law, adherence to local regulations, and active participation in programs for infrastructure investment, socio-economic development, environmental improvement, and other local stimulus programs are the best ways to establish, maintain, and develop sustainable and long-term working relationships in the localities where the Company's headquarters and branches are located.
2. Ensuring the Company operates stably, safely, and effectively; fostering good relationships between the Company and both organizational and residential customers in the area; voluntarily fulfilling tax obligations and actively participating in local social welfare programs; and preventing complaints or denunciations arising from internal discord are also means to strengthen and enhance the Company's working relationships with local authorities, departments, and organizations.

Article 40: Working relationships with mass media agencies

1. The Board of Directors designates the Chairman of the Board or the General Director as the official spokesperson of the Company, with the responsibility and authority to provide mass media agencies with necessary information within the permitted scope to widely promote the Company's brand.

2. The General Director serves as the sole point of contact accountable to the Board of Directors for all advertising materials in newspapers, radio, and television related to promoting the Company's brand, products, and services, in compliance with state laws and in the interest of the Company's sustainable and transparent development.

CHAPTER VIII
ENFORCEMENT PROVISIONS

Article 41. Violation and Handling of Breaches of the Regulations

1. The Board of Directors, members of the Board of Directors, and related units or individuals within the internal scope of the Company are obliged to strictly comply with the provisions set forth in these Regulations.
2. Any unit or individual that violates the provisions of these Regulations shall be subject to disciplinary measures in accordance with the Company's Emulation and Reward Regulations. In particular, any member of the Board of Directors who commits a violation may be subjected to review by the Board of Directors or submitted to the nearest General Meeting of Shareholders for consideration of disciplinary measures, depending on the nature and severity of the violation.
3. The highest form of disciplinary action against a member of the Board of Directors for violating these Regulations is removal from the position of Board member.

Article 42. Authority to Amend and Supplement the Regulations

The Board of Directors shall have the authority to amend and supplement these Regulations upon approval by the General Meeting of Shareholders, based on proposals from the members of the Board of Directors, the Supervisory Board, and in accordance with legal requirements concerning matters related to the provisions of these Regulations (Article 278, Decree No. 155/2020/ND-CP).

Article 43. Effectiveness

The Regulations on the Operation of the Board of Directors of PTM Automobile Production, Trading and Services Joint Stock Company, comprising 8 chapters and 43 articles, shall take effect from date 28/03/2026

BOARD OF DIRECTOR
CHAIR OF THE BOARD

CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM

VU THI HANH