**TDN: Board Resolution**

On February 22, 2024, Vinacomin - DeoNai Coal JSC announced Resolution No. 04/NQ-HDQT on approving the Prospectus and the dossiers for implementing the registration of share issuance to swap shares according to the Merger Contract between Vinacomin Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC as follows:

‎‎Article 1. The Board of Directors of Vinacomin - DeoNai Coal JSC approves the Resolution with the following contents:

1. The content of the Prospectus

The Board of Directors reviewed the contents according to Proposal No. 848/TTr-TDN dated February 19, 2024; The members of the Board of Directors discussed, agreed and voted to approve the Resolution as follows:

* 1. The Board of Directors agreed, approved the contents of the Prospectus that were completed together with the opinions that had been participated, supplemented/adjusted directly at the meeting;
	2. The related components of the Company organize to sign documents (together with the related components of Vinacomin Coc Sau Coal JSC) after completing the content and issuing the Prospectus according to regulations.
1. The commitment not to be in the case of being prosecuted for criminal liability

The Board of Directors of Vinacomin - DeoNai Coal JSC discussed and unanimously voted to approve the Resolution on committing not to be in the case of being prosecuted for criminal liability with the following contents:

* 1. The Board of Directors agreed, approved the contents that the Company had committed according to the draft attached to the Proposal at the meeting;
	2. The Board of Directors assigned the Manager - The legal representative of the Company to sign and promulgate documents according to regulations.
1. The plan on issuing shares to ensure the foreign ownership rate

The Board of Directors of Vinacomin - DeoNai Coal JSC discussed and unanimously approved the plan to ensure the share issuance to meet the regulations on the foreign ownership rate with some contents as follows:

* 1. Vinacomin - DeoNai Coal JSC (“TDN”) and Vinacomin Coc Sau Coal JSC (“TC6”) have announced the maximum foreign ownership rate to the State Securities Commission (SSC) and have received document No. 130/UBCK-PTTT dated January 05, 2024 of the SSC on the dossier of notice of the maximum foreign ownership rate of Vinacomin - DeoNai Coal JSC and document No. 131/UBCK-PTTT dated January 05, 2024 of the SSC on the dossier of notice of the maximum foreign ownership rate of Vinacomin Coc Sau Coal JSC, in which the SSC has confirmed the maximum foreign ownership rate at 2 Companies is 0%; The maximum foreign ownership rate at the merged company is 0% because the merged company inherits all business lines from TDN and TC6;
	2. Vinacomin Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC swap shares to implement business merger according to the rate of 1:1, so the expected foreign investor ownership rate at the merged company will be the total number of shares of foreign investors at the two companies at the time of swapping shares. Assume that the foreign investor ownership rate at TC6 and TDN does not change compared to the recorded list of shareholders on November 28, 2023, after swapping shares to merge at the rate of 1:1; the expected actual foreign ownership rate at the merged company is 0.79%, completely unchanged compared to the company before the merger. Vinacomin Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC have registered the maximum foreign ownership rate with the SSC to limit the foreign investors ownership rate to maintain the foreign investor ownership rate of the company before the merger. Vinacomin - DeoNai Coal JSC commits that the foreign ownership rate at the enterprise will not increase compared to the current rate, ensuring no increase in the foreign ownership rate at the merged company when swapping shares;
	3. The Merged Company after being registered for business and registered as a public company with the SSC will make a notice of the maximum foreign investor ownership rate at the enterprise according to the regulations in Article 141 of Decree No. 155/2020/ND-CP dated December 31, 2020;
	4. The Board of Directors authorizes the Chair of the Board of Directors to sign and promulgate documents according to regulations.
1. Registration on share issuance for swap under the merger contract

The Board of Directors of Vinacomin - DeoNai Coal JSC discussed and unanimously voted to approve the Resolution on the content of the Registration for share issuance to swap under the merger contract as follows:

* 1. Agree with the commitments of the two Companies when issuing shares to swap according to the merger contract that have been reported/presented at the meeting together with the related documents attached;
	2. Based on the authority, the Manager - The legal representative of the two Companies organizes to sign, and issue this document;
1. The dossier sent to the Offering Management Department under the SSC

The Board of Directors of Vinacomin - DeoNai Coal JSC reviewed the contents of the Company’s dossier prepared before sending to the competent authority; The members of the Board of Directors discussed, agreed and voted to approve the Resolution on the dossier of share issuance to swap shares under the merger contract between Vinacomin Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC (according to the list attached in the Appendix of this Resolution):

* 1. The dossier of registration for issuance submitted to the SSC and/ or the competent authorities to register for issuing shares to swap shares according to the merger contract according to the Issuance Plan approved by the Extraordinary General Meeting of Shareholders of Vinacomin - DeoNai Coal JSC according to General Mandate No. 22/NQ-DHDCD-2023 dated December 28, 2023.
	2. The Board of Directors assigns the Manager based on the specific situation, is responsible for deciding the signing, amending, adjusting and supplementing the documents in the Registration Dossier for Issuance according to the requirements of the SSC and/ or the competent authority (if any) to successfully issue shares to swap shares under the Merger Contract according to the law and approval of the General Meeting of Shareholders/ Board of Directors.

‎‎Article 2. This Resolution takes effect from the date of its signing.

‎‎Article 3. Members of the Board of Directors, the Manager, the Chief Accountant, and Head of related departments of the Company are responsible for implementing this Resolution.