**DRG: Board Resolution**

On March 14, 2024, DakLak Rubber Joint Stock Company announced Resolution No. 04/NQ-HDQT as follows:

Article 1: Agree with Report No. 28/BC-CT dated March 11, 2024 of the Executive Board on the implementation results of Board Resolutions in Q4/2023 (Resolutions from No. 18 to No. 25) and the production and business results in 2023.

The Board of Directors requests that the Executive Board continue to implement the contents that have been given policy by the Board of Directors, but are still unfinished such as: procedures for building Latex Processing Factory Phase I of Dakmoruco; procedures for restructuring investment capital in Dakmoruco to transfer money back to Vietnam; Access and implement sales procedures into the European Union, ensuring regulations of the EU Regulation on Deforestation-free Products (EUDR); recover debt at Cu Dlue M'nong associated rubber farm. At the same time, focus on key tasks in 2024, while waiting for the Board of Directors and the General Meeting of Shareholders to approve the annual plan targets, specifically as follows:

1. Regarding Financial: Continue to implement solutions to overcome the Company's financial difficulties in a flexible, timely and effective manner: Balance cash flow to ensure production and business activities do not stagnate; The securities market is showing signs of improvement when the price of the DRI share code reaches its par value, a consultant will be hired to determine the value of the DRI share to carry out procedures to sell 30.6% of the charter capital owned by Dakruco at DRI; Actively work with departments and the Provincial People's Committee to soon have a policy and implement the sale of hotels and Company Office buildings; continue to work with Vietnam Bank for Agriculture and Rural Development to finance investment capital for rubber projects and other agricultural projects that the Company is implementing...
2. Urgently strengthen the organizational apparatus; Actively support in all aspects to improve the operations of the Elastic Thread Processing Factory Branch, striving to complete the plan of 2024.
3. Actively looking for partners to cooperate in investing in the high-tech agricultural project at Cu Mgar Farm to complete procedures to apply to the Provincial People's Committee for investment policies, both creating jobs for workers and avoiding legal risks when prolonging the application for project investment policy.
4. Closely coordinate with the Department of Natural Resources and Environment to carry out procedures to change names and lease land from the State according to the post-equitization land use plan adjusted by the Provincial People's Committee to handle tax problems; At the same time, land will be transferred to the locality according to the Plan, to completely handle illegal construction of houses on land at Cu M'gar Farm and Latex Processing Factory.
5. Continue to review and amend regulations related to the Company's production and business activities, ensuring sufficient legal framework for consulting units to implement, especially purchasing and selling goods regulations related to the amended Bidding Law; Brokerage commission regulations.
6. Continue to overcome existing problems after the assessment to be certified for sustainable rubber forest management according to the FSC-FM certification plan for 1,100 hectares at 19/8 Farm, Phu Xuan Farm and FSC-CoC exploit plan for Rubber Latex Processing Factory that the Company has been certified.
7. Continue to implement the Company's digital integration plan, within financial capacity.
8. Continue to implement the remaining contents according to Inspection Conclusion No. 7337/KL- UBND and synthesize the report of the Board of Directors at the next meeting of the Board of Directors.

Article 2: Democratic regulation at the workplace;

Agree to promulgate the Regulations on Grassroots Democracy at the Workplace of Daklak Rubber Joint Stock Company, replacing the Regulations on Grassroots Democracy at the Workplace promulgated in 2019 under Decision No. 08/QD-HDQT dated March 19, 2019 (with attached Regulations); Authorize the Chair of the Board of Directors to sign and promulgate.

Article 3: Handle damage to jackfruit plantations at CuBao farm branch

1. Agree for the Executive Board to handle damage and financial settlement in 2023 for the number of 6,536 dead jackfruit trees, amounting to VND 3,236,539,279 (corresponding to VND 495,187/tree); Carry out asset downward revision for the number of dead jackfruit trees as of December 31, 2023.
2. For the remaining jackfruit tree area:

* For jackfruit trees expected to die: Assign the Executive Board annually based on inventory data, to handle damage according to the number of dead trees, record costs according to the time of damage and reflect the remaining value of the asset according to the number of trees alive; The General Manager is responsible for reporting to the Board of Directors of the Company after handling.
* For areas where jackfruit is still alive: The Executive Board actively seeks partners to contract jackfruit plantations in the following years, the contract price is based on the market price at the time.
* The Executive Board also requests investment policies for the 157 hectares the Company is managing; Conduct surveys, evaluate and establish a planting plan to replace jackfruit plantations with durian plantations, and submit to the Board of Directors for policy. After having the investment policy of the Provincial People's Committee, investment in durian planting will be carried out.

Article 4: Agree on the contents for the representative of Dakruco's capital at DRI to vote at the meeting of the Board of Directors and the Annual General Meeting of Shareholders 2024 as follows:

1. Regarding the labor plan and employee salary fund in 2024:

* Number of employees: 2,738 persons (Including 12 Company’s managers);
* Salary fund of employees: VND 207,925.99 million;
* Regarding the labor plan and salary and remuneration fund of managers in 2024:
* The total number of employees who are managers of DRI is 12 persons. In which: The executive managers that are not a representative of state capital: 03 persons; non-executive managers: 09 persons.
* Salary fund of executive managers who are not representatives of state capital (Manager, Deputy Manager, Chief Accountant): VND 1,296 million; Remuneration fund for non-executive managers: VND 777.6 million

1. Regarding profit distribution in 2023:

Distribution of profit after tax in 2023: VND 61,052,444,599; In details:

* Appropriation for funds amounting to VND 12,688,502,320; In which: Bonus and welfare fund: VND 6,105,244,460 (equivalent to 10% profit after tax); investment and development fund: VND 6,105,244,460 (equivalent to 10% profit after tax); Manager reward fund: VND 478,013,400
* Remaining profit after appropriation for funds: VND 48,363,942,279. Dividend was distributed at of 6% of charter capital, an amount of VND 43,920,000,000; Income tax transferred from Laos to Vietnam amounting to VND 4,443,942,279.

1. Regarding changes of independent members of the Board of Directors for the term of 2022-2027 of DRI.

Agree to make an agreement for the Executive Board to issue a document on the policy of dismissing Mr. Tran Le as an independent member of the Board of Directors and additionally electing Mr. Le Dinh Huyen - Manager of Rubber Technical Joint Stock Company (Dakrutech) replacing Mr. Tran Le. The Executive Board carries out procedures to introduce Mr. Le Dinh Huyen so that DRI Company can carry out the election according to regulations.

Article 5: Agree on the contents for the representative of Dakruco's capital at Daknoruco to vote at the meeting of the Board of Directors and the General Meeting of Shareholders for the term of 2024-2029 as follows:

1. Regarding labor and salary for 2024
   1. Labor: The total number of employees is 132 persons. In which: The employee who is the company manager: 03 persons, including: Manager, Deputy Manager, Chief Accountant; Direct labor in exploitation and indirect processing: 78 persons; vegetation phase rubber care workers: 51 persons.
   2. Regarding salary and remuneration fund for 2024:

* Salary fund of employees: VND 7,455.060 million, in which: Salary fund of employees directly exploiting, processing and indirectly: VND 6,518.995 million; vegetation phase rubber care salary fund: VND 936.065 million
* Salary fund of executive managers who are not representatives of state capital, 3 persons (Manager, Deputy Manager, Chief Accountant): VND 521.5 million; Remuneration fund for 05 non-executive managers: VND 141.75 million;

1. Regarding the production and business plans for the period of 2024-2028

* The total area of commercial rubber for the whole period is 367.29 hectares, of which 171.44 hectares will be available for harvesting in 2024, the area of commercial rubber will gradually increase over the years, by 2028 the total area for harvesting will be 367.29 hectares; The area of vegetation phase rubber gradually decreases, corresponding to the area of rubber for harvesting over the years, by 2028 there will be 117.73 hectares.
* Total output for the period of 2024-2028 will reach 2,042.98 tons; Average yield reaches 1.54 tons/hectare; total revenue: VND 133,844,534,105; total cost: VND 131,085,124,183; Profit before tax VND 2,759,409,923.
* Investment plan: VND 26,380,899,184, focusing on investing and caring for vegetation phase rubber.
* Regarding the production and business plan for 2024, assign the Executive Board to consider adjusting the content in Article 2, Resolution No. 02/NQ-HDQT, dated January 11, 2024 of the Board of Directors to agree with the 5-year plan (2024 - 2028) mentioned above.

1. Regarding dividend payment rate in 2023:

* In 2023, Daknoruco's profit after tax is VND -895,317,454, the remaining profit as of December 31, 2023 is VND 3,508,037,727.
* No dividend payment

1. Regarding members of the Board of Directors and the Supervisory Board for the term of 2024-2029

Agree on the agreement for the Executive Board to carry out procedures to introduce personnel to elect the Board of Directors and Supervisory Board of Daknoruco for the term of 2024 - 2029 as follows:

1. The number of candidates Dakruco nominated for election to the Board of Directors is 05 members, including 02 non-executive members, including 01 independent member; The Supervisory Board has 03 members.
2. The list of nominated personnel introduced by the Executive Board for election to the Board of Directors and the Supervisory Board by Daknoruco’s General Meeting of Shareholders is as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Position in the term of 2024 - 2029 | Note |
| I | The Board of Directors |  |  |
| 1 | Nguyen Minh | Chair of the Board of Directors | Deputy General Manager of Dakruco, Representative of Dakruco's capital (new nomination) |
| 2 | Vu Van Sieu | Vice Chair of the Board of Directors, Manager of the Company | Re-election |
| 3 | Nguyen Huu Cuu | Member of the Board of Directors, Chief Accountant of the Company | Re-election |
| 4 | Ngo Tung Lam | Non-executive member | Re-election |
| 5 | Huynh Phuc | Independent member | New election |
| II | The Supervisory Board |  |  |
| 1 | Nguyen Thac Hoanh | Chief of the Supervisory Board | Re-election (changing the position of Chief of the Supervisory Board) |
| 2 | Phan Thanh Tan | Member of the Supervisory Board | Re-election (changing the position of member of the Supervisory Board) |
| 3 | Pham Thi Hai | Member of the Supervisory Board | Re-election |

3. The Executive Board issues documents for Daknoruco to carry out election procedures according to regulations.

Article 6: Regarding the management staff work of the Elastic Thread Factory branch and the Company's Sales - Import-Export Department; Agree with the Executive Board on management staff work as follows:

1. For Elastic Thread Factory branch: Terminate the labor contract according to regulations for Mr. Nguyen Ngoc Nguyen according to personal wishes. At the same time, Mr. Nguyen Van Thong - Head of Sales - Import-Export Department of the Company was appointed to concurrently hold the position of Manager of Elastic Thread Processing Factory Branch in place of Mr. Nguyen Ngoc Nguyen.
2. For the Company's Sales - Import-Export Department: Appoint Ms. Truong Thi Tuyet Loan, employee of the Department, to the position of Deputy Head of the Department.
3. Time to carry out procedures for the above personnel: From March 15, 2024.

Article 7: Regarding the adjustment of the Representative of Dakruco's capital at another enterprise, agree to appoint a capital representative as follows:

1. Mr. Nguyen Minh - Deputy General Manager of Dakruco, to be the Representative of Dakruco capital at Daknoruco Rubber Joint Stock - Company replacing Mr. Nguyen Viet Tuong - Chair of the Board of Directors of Dakruco.
2. Mr. Nguyen Tran Giang - Chief Accountant of Dakruco, to be the Representative of Dakruco's capital contribution at the Dak Lak Rubber People's Credit Fund (Dakrufund) replacing Mr. Bui Quang Ninh - General Manager of Dakruco.

Article 8: Regarding the investment cooperation contract for short-term tree planting, it is agreed as follows:

1. For the land area planned for the High-Tech project at Cu M'gar farm branch, the Executive Board is assigned to balance the remaining area to be able to sign short-term crop investment cooperation contracts, while waiting for project implementation.
2. For the planned industrial park land area, if the Provincial People's Committee has not yet implemented recovery and investment in 2024, the Executive Board will continue to sign a cooperation contract to invest in short-term tree planting.
3. For rubber areas under short-term tree planting contracts, the short-term tree planting cooperation contract can continue to be renewed when the contract expires.
4. Fixed profit, not lower than 2023.

Article 9: This Resolution takes effect from the date of its signing. Members of the Board of Directors, Representatives of Dakruco's capital at DRI, Daknoruco, person in charge of corporate governance and General Manager of Daklak Rubber Joint Stock Company are responsible for implementing this Resolution./.