

COMPARISON TABLE OF CHANGES BETWEEN THE CURRENT AND THE AMENDED REGULATIONS ON ACTIVITIES OF BOARD OF DIRECTORS

Updated on 14/02/2025

Article	Current Regulation	Proposed Amendments	Explanation	Update Team
2.2	The Board of Directors shall assign the Director/General Director to organize the implementation of the resolutions and decisions of the Board of Directors.	The Board of Directors shall assign the CEO to organize the implementation of the resolutions and decisions of the Board of Directors, as well as the Decisions of the Head of the Committees under BOD.	Updated pursuant to Internal Governance Regulations and Resolution 59/2024 of the Board of Directors.	PCTT&QTRR
2.3	Salary and remuneration of BOD, operating expenses of BOD, Functional Committees, BOD's Office/ Divisions are included in PVI's management expenses in accordance with Management Regulations of expenses of BOD, Supervisory Board and Divisions of BOD and the current internal regulations of PVI.	Salary and remuneration of BOD, operating expenses of BOD, Functional Committees, are included in PVI's management expenses in accordance with the current Cost Management Regulations and other relevant regulations.	Updated to align with the organizational structure and current regulations.	PCTT&QTRR
3.3	Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors	Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors. This report is included as part of the BOD's activity report presented at the Annual General Meeting of Shareholders.	In accordance with Clause 4, Article 280 of Decree 155/2020/ND-CP.	PCTT&QTRR
12.2.h	h. Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 20% of the total assets written the company's latest audited financial statement, contracts and transactions within the	h. Approve contracts for purchase, sale, borrowing , lending and other contracts and transactions that are worth at least 20% of the total assets reported in the company's latest audited financial statement, except for contracts and	Clarified based on legal advice from YKVN Law Firm on 14/11/2024.	PCTT&QTRR

	jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises.	transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises.		
15.1.a	BOD's functional Committees and BOD's Office/ Divisions are parts of organizational model of PVI, under BOD, and their establishment and dissolution are decided by BOD, basing on approval of GMS. BOD's functional Committees and BOD's Office/ Divisions have the function of advising, assisting BOD in implementation its authority, responsibility and are responsible to BOD for all activities within the assigned functions and duties.	BOD's functional Committees and functional departments BOD's Office/ Divisions are parts of organizational model of PVI, under BOD, and their establishment and dissolution are decided by BOD, basing on approval of GMS . BOD's functional Committees and BOD's Office/ Divisions have the function of advising, assisting BOD in implementation its authority, responsibility and are responsible to BOD for all activities within the assigned functions and duties. While performing their advisory, consultancy, and assistance functions for the BOD, the Committees have the right to mobilize resources from PVI's functional divisions if necessary.	Updated in accordance with Internal Regulation on Corporate Governance and Revised according to the new Organizational Structure.	PCTT&QTRR
15.1.b	b) BOD's Office/ Divisions include but not limited to: - Internal Audit Division; - BOD's Office	b) BOD's Office/ Divisions include but not limited to: - Internal Audit Division; - BOD's Office	Revised according to the new Organizational Structure.	PCTT&QTRR
15.2	The functions, duties and authorities of the Committees and BOD's Office are prescribed in writing by BOD. The functions, duties and authorities of	The functions, duties and authorities of the Committees and the PVI's functional department are prescribed in writing by BOD. The functions, duties	Revised according to the new Organizational Structure.	PCTT&QTRR

	Internal Audit Division are prescribed in the Internal Audit Regulations of PVI.	and authorities of Internal Audit Division are prescribed in the Internal Audit Regulations of PVI..		
15.3	Decisions of Committee are approved based on the majority approval of members of Committee who are members of BOD. In case the number of approval votes and disapproval votes are equal, Head of Committee will have the casting vote	<ul style="list-style-type: none"> - Decisions of Committee are approved based on the majority approval of members of Committee who are members of BOD. In case the number of approval votes and disapproval votes are equal, Head of Committee will have the casting vote. The Committee may collect opinions through voting at meetings, in writing, email or through other means as stipulated by the company's Board of Directors. - In case of written, email voting, the document must be sent to the Committee Chairperson and the Committee Secretary before the scheduled meeting time or voting period via delivery service, fax, or email. The voting time is determined based on the receipt time of the delivery, fax, or email. Committee decisions based on this voting method have the same validity and effect as decisions approved by Committee members at a duly convened and organized meeting 	Adding regulations regarding the role of the Committee's Chairperson and the method of written voting (in addition to direct voting at meetings). Updated in accordance with Internal Governance Regulations.	PCTT&QTRR
15.4	BOD decides the recruitment, appointment and application of salary, bonus, allowance regime... for personnel of BOD's Office/ Divisions and specifies	The execution of decisions by the Board of Directors or its committees and Committee Chairpersons must comply with applicable laws, company	Removed provisions on recruitment and compensation, as these will be governed by the HR Management Regulations.	PCTT&QTRR

	the relevant contents in regulations issued by BOD	charter, and internal governance regulations.	Replaced with legal provisions for Board decisions per Appendix III of Circular 116/2020/TT-BTC on public company Board regulations.	
20.6	In case of collecting written opinion of BOD members: a BOD's Resolution shall be considered valid only if majority i.e. more than fifty (50) per cent, of the BOD member's votes approved. Such Resolution shall have the same effect and validity as a Resolution adopted at a BOD meeting which is convened and held in accordance with the ordinary procedures. The Vote Counting Board includes: Chairman of the Board of Directors or Standing Vice Chairman of the Board of Directors who is the Head of the Board, the Person in charge of Corporate Governance is a member, the Head of the Supervisory Board supervises the counting of votes, and the Head of the BOD's Office is the secretary	In case of collecting written/email opinion of BOD members: a BOD's Resolution shall be considered valid only if majority i.e. more than fifty (50) per cent, of the BOD member's votes approved. Such Resolution shall have the same effect and validity as a Resolution adopted at a BOD meeting which is convened and held in accordance with the ordinary procedures. The Vote Counting Board includes: Chairman of the Board of Directors or Standing Vice Chairman of the Board of Directors who is the Head of the Board, the Person in charge of Corporate Governance is a member, the Head of the Supervisory Board supervises the counting of votes, and the Company Secretary is the secretary. For the purpose of PVI's operation, BOD is allowed to issue resolution before the deadline of consultation when the majority of BOD members submit approval votes.	Updated pursuant to the new Organizational Structure (the Board Office Chief position has been removed).	PCTT&QTRR
Chapter V	Regulations on regular delegation of authority	Removed.	The Civil Code 2015 stipulates that the Board of Directors is neither an individual nor a legal entity, thus it cannot delegate authority.	PCTT&QTRR

			Additionally, the Board of Directors has already delegated specific authority to committees and the CEO through specialized regulations, so there is no need to reiterate the details.	
23	<p>Article 23. Remunerations, bonuses and other benefits of members of the Board of Directors</p> <p>1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.</p> <p>2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.</p> <p>3. Remunerations of each member of the Board of Directors shall be recorded as the company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of PVI's annual financial statement and reported at the annual GMS.</p>	<p>Article 22. Remunerations, salary bonuses and other benefits of members of the Board of Directors</p> <p>1. The company is entitled to pay remunerations, salary and bonuses and other benefits to members of the Board of Directors according to business performance.</p> <p>2. Members of the Board of Directors are entitled to remunerations, salary and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations, salary and bonuses for the Board of Directors shall be decided by the annual GMS.</p> <p>3. Remunerations and salary of each member of the Board of Directors shall be recorded as the company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of PVI's annual</p>	The term "salary" has been added to align with actual practice and ensure compliance with tax deduction requirements.	PCTT-QTRR

		financial statement and reported at the annual GMS.		
24.2	BOD Office/ Divisions draft(s) and formulate(s) documents in Vietnamese and English in accordance with relevant regulations of PVI and are responsible for the accuracy of the documents.	BOD Office/ Divisions draft(s) and formulate(s) documents in Vietnamese and English in accordance with relevant regulations of PVI and are responsible for the accuracy of the documents.	Updated Divisions names.	PCTT-QTRR
24.4	Official letters, transaction documents sent to BOD, after recorded in tracking book must be transferred/ delivered to BOD Chairman and BOD Office for handling.	Official letters, transaction documents sent to BOD, after recorded in tracking book must be transferred/ delivered to BOD Chairman and Secretariat and Public Relations Division for handling.		
33	The Regulations on Activities of the Board of Directors of PVI consists of 8 chapters, 34 articles and take effect from.	The Regulations on Activities of the Board of Directors of PVI consists of 7 chapters, 33 articles and take effect from.	Updated revision date and number of articles.	PCTT-QTRR