

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



**REGULATIONS ON ACTIVITIES OF
BOARD OF DIRECTORS
PVI HOLDINGS**

Hanoi – April 2025

TABLE OF CONTENTS

Chapter I	5
GENERAL PROVISIONS	5
Article 1. Scope and applicable subjects	5
Article 2. Operating principles	5
Chapter II	5
MEMBERS OF THE BOARD OF DIRECTORS	5
Article 3. Rights and obligations of members of the Board of Directors.....	5
Article 4. Rights to be provided with information of members of the Board of Directors.....	6
Article 5. Office tenure and number of members of the Board of Directors	6
Article 6. Requirements and conditions for members of the Board of Directors	7
Article 7. Chairman of the Board of Directors.....	8
Article 8. Authority and responsibility of the BOD's Standing Vice Chairman.....	9
Article 9. Dismissal, replacement and addition of members of the Board of Directors.....	9
Article 10. Method for election, dismissal and discharge of members of the Board of Directors	10
Article 11. Announcement of election, dismissal and discharge of members of the Board of Directors	11
Chapter III	12
BOARD OF DIRECTORS	12
Article 12. Rights and obligations of the Board of Directors	12
Article 13. Duties and entitlements of the Board of Directors in approving and signing transaction contracts	13
Article 14. Responsibility of the Board of Directors for convening extraordinary GMS	14
Article 15. Assisting apparatus of BOD	15
Chapter IV	16
MEETINGS OF THE BOARD OF DIRECTORS	16
Article 16. Meetings of the Board of Directors	16
Article 17. BOD meetings participants	18
Article 18. Online meetings or other forms.....	18
Article 19. Minutes of meetings of the Board of Directors	19
Article 20. Resolution of the BOD.....	20
Chapter V	21
REPORTING AND DISCLOSURE OF INTERESTS	21
Article 21. Submission of annual reports.....	21
Article 22. Remunerations, salary, bonuses and other benefits of members of the Board of Directors	22
Article 23. Disclosure of related interests	22
Article 24. Documents related to the operation of BOD.....	23
Chapter VI	24

RELATIONSHIPS OF THE BOARD OF DIRECTORS.....	24
Article 25. Relationship between members of the Board of Directors	24
Article 26. Relationship with the Supervisory Board	24
Article 27. Relationship with the Board of Management.....	24
Article 28. Relations with the Party Committee, Trade Union and Youth Union	25
Article 29. Relations with shareholders	25
Chapter VII.....	25
IMPLEMENTATION CLAUSES.....	25
Article 30. Violations and the handling of violations of this Regulation.....	25
Article 31. Authority for amendments, supplements to this Regulation.....	25
Article 32. Implementation	26
Article 33. Validity.....	26



REVISION TRACKING LOG

Date of Revision	Revised content	Revised by
April 2025	<ul style="list-style-type: none"> - Update operation principles of Committees in Article 15.3. - Include salary of BOD members in Article 22. 	Legal, Compliance and Risk Management Division



Chapter I

GENERAL PROVISIONS

Article 1. Scope and applicable subjects

1. Scope: the Regulations on Activities of the Board of Directors stipulate the organizational structure, operating principles, rights and obligations of the Board of Directors and its members to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws.

2. Applicable subjects: Board of Directors and its members.

Article 2. Operating principles

1. The Board of Directors shall operate on collective principle. Each member of the Board of Directors shall be personally responsible for his/her own tasks and be jointly responsible before 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 shall assign the responsibility to the CEO to organize the implementation of Board of Directors' resolutions and decisions, as well as decisions of Chairmen of Committees under BOD.

3. Operating expenses of BOD, Functional Committees, are covered in PVI's management expenses in accordance with PVI's current Regulation on Cost Management and other relevant regulations.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the financial situation and business performance of PVI and its units.

2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:

- a) Perform their duties in an honest and prudent manner for the best interests of PVI and its shareholders;
- b) Attend all meetings of the Board of Directors and comment on the raised issues;
- c) Promptly and fully report to the Board of Directors the remunerations received from

subsidiaries, affiliates and other organizations;

d) Inform the Board of Directors at the most recent meeting of transactions between PVI, subsidiaries, other companies in which PVI controls over 50% charter capital with members of the Board of Directors and their related persons; transactions between PVI with companies whose founders or executive officers are members of PVI's Board of Directors over the last 03 years before the transaction date;

dd) Disclose information when trading the PVI shares in accordance with the law.

e) Members of the BOD shall be personally responsible before the GMS and the law for their comments, assessments, statements and voting content.

f) Each member of the BOD is assigned to monitor several areas and other specific tasks by the BOD and have to report the result of implementation at the BOD meetings; implement periodic or ad hoc reporting at the BOD's request on assigned matters .

3. PVI's independent members of the Board of Directors shall prepare assessment reports on the Board of Directors' performance. The reports are included as part of the Board of Directors' activity report submitted to the annual General Meeting of Shareholders.

Article 4. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have all the rights to request the CEO, Deputy CEO, other executives of PVI to provide information and documents about the financial situation and business performance of PVI and its units.

2. The requested executives shall timely, fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the Company's Charter.

Article 5. Office tenure and number of members of the Board of Directors

1. The Board of Directors shall comprise five (05) to eleven (11) members.

2. The office tenure of the Board of Directors is five (05) years. The office tenure of a member of the Board of Directors shall not exceed 05 years, follow the BOD's office tenure and can be re-elected for an unlimited number of terms. An individual may only be elected as independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In case all BOD members end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. At least one third (1/3) of the members of PVI's Board of Directors shall be non-executive members. PVI shall minimize the number of the Board of Directors' members that concurrently hold executive positions in PVI to ensure the independence of the Board of Directors.



The total number of independent members of the Board of Directors shall satisfy the following requirements:

- a) At least 01 independent member if the Board of Directors has 05 members;
- b) At least 02 independent members if the Board of Directors has 06 – 08 members;
- c) At least 03 independent members if the Board of Directors has 09 – 11 members.

Article 6. Requirements and conditions for members of the Board of Directors

1. A member of the Board of Directors shall satisfy the following requirements and conditions:

- a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
- b) He/she has professional qualifications and experience in business administration or in the field, industry or business lines of PVI. A member is not necessarily a shareholder of PVI, unless otherwise provided in the Company's Charter;
- c) A member of PVI's Board of Directors may concurrently hold the position of member of another company's Board of Directors;
- dd) He/she satisfies other requirements and conditions specified in the Company's Charter.

2. An independent member of the Board of Directors shall satisfy the following requirements and conditions:

- a) He/she is not working for PVI, parent company or subsidiaries of PVI; he/she is not a person who used to work for PVI, parent company or subsidiaries of PVI over at least the previous 03 consecutive years;
- b) He/she is not a person who is receiving salary or remuneration from PVI, except the allowances to which members of the Board of Directors are entitled to according to regulations;
- c) His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of PVI; are not executives of PVI or its subsidiaries;
- d) He/she does not directly or indirectly hold at least 01% of PVI's total voting shares;
- dd) He/she does not hold the position of member of PVI's Board of Directors or PVI's Supervisory Board over at least the previous 05 consecutive years, unless he/she is designated for 02 consecutive terms;
- e) Other requirements and conditions specified in the Company's Charter.

3. The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest GMS or convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed and discharged among the members of the Board of Directors by the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the CEO position.

3. Rights and obligations of the Chairman of the Board of Directors:

a) Formulate agenda, operating plans of the Board of Directors;

b) Prepare agenda, contents and documents of meetings; convene, host and chair the Board of Directors' meetings;

c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the implementation process of resolutions and decisions of the Board of Directors;

dd) Chair the GMS;

e) To sign, on behalf of the BOD, all Resolutions, Decisions and other documents within the authority of the BOD;

f) To monitor, push up the implementation of the BOD's Resolutions and Decisions;

g) To approve the annual working plan and/ or sudden business trips of BOD's members related to companies within PVI system.

h) Other rights and obligations in accordance with the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the resignation or dismissal date. The Standing Vice Chairman of the Board of Directors shall have the same rights and obligations as the Chairman where authorized by the Chairman, only if the Chairman has notified the Board of Directors of his/her absence or of his/her having to be absent for reasons of force majeure or his/her inability to carry out his/her duties.

In the event that there is no authorized person, or the Chairman of the Board of Directors deceases, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a mandatory rehabilitation facility or a compulsory correction

institution, has fled his place of residence, has limited or lost civil capacity, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions, practicing a profession or doing certain work, the remaining members of the Board of Directors shall appoint the Standing Vice Chairman. In case both the Chairman and Vice Chairman or permanent members are temporarily unable to perform their duties for any reason, the Board of Directors may appoint, on the principle of majority, another person among members of the Board to perform the duties of the Chairman.

5. When necessary, the Board of Directors may assign a company secretary, who has the following rights and obligations:

- a) Assist in convening the GMS, the Board of Directors' meetings; take minutes of meetings;
- b) Assist members of the Board of Directors in executing their rights and obligations;
- c) Assist the Board of Directors in application and implementation of company administration rules;
- d) Assist PVI in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
- dd) Other rights and obligations stated in the Company's Charter.

Article 8. Authority and responsibility of the BOD's Standing Vice Chairman

1. In the case that the BOD Chairman does not reside in Vietnam during the term of the Chairman, the BOD shall elect a Standing Vice Chairman to handle the daily tasks of the BOD. Specific tasks of the Standing Vice Chairman are authorized by the Chairman.

2. BOD's Stading Vice Chairman shall perform his/her authority and responsibility as stipulated in PVI's Charter, other relevant laws and other assignments by the BOD.

3. If authorized by the Chairman, the BOD's Standing Vice Chairman shall have the authority and responsibility similar to those of the BOD's Chairman.

Article 9. Dismissal, replacement and addition of members of the Board of Directors

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:

- a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases specified in the Company's Charter.

2. A member of the Board of Directors will be discharged by the GMS in the following

cases:

- a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
- b) Other cases specified in the Company's Charter.

3. When necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases except those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within 60 days from the said date;
- b) Except in the cases specified in Point a) of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged at the latest meeting.

Article 10. Method for election, dismissal and discharge of members of the Board of Directors

1. The shareholder or group of shareholders that holds at least 6% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Candidates shall be nominated as follows:

- a) The group of shareholders that nominate candidates to the Board of Directors must inform the participants of the meeting before the opening of the GMS;
- b) A shareholder or a group of shareholders who own from 6% to less than 10% of the ordinary shares shall have the right to nominate a candidate; from 10% to less than 30% two candidates; from 30% to less than 50% three candidates; from 50% to less than 65% four candidates and 65% or more full number of the candidates. In case the number of nominated candidates is smaller than the number entitled to in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, Regulation on Company Administration and Regulation on Activities of Board of Directors. This incumbent Board of Directors' nomination must be announced before the GMS starts to vote for members of the Board of Directors as stipulated by law.

3. The voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their



shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the company's charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the company's charter.

4. The election, dismissal and discharge of members of the Board of Directors shall be decided by the GMS by voting principle.

Article 11. Announcement of election, dismissal and discharge of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, PVI shall publish information about these candidates at least 10 days before the opening date of the GMS on the PVI's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is accurate and to shall perform his/her duties in an honest and prudent manner for the best interests of PVI should he/she be elected to be a member of the Board of Directors. Information about candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- dd) Interests relevant to PVI and PVI's related parties;
- e) Other information (if any) specified in the Company's Charter;
- g) PVI shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The results of the election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of PVI and has the full authority to make decisions, exercise the rights and obligations of PVI in the name of PVI, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be stipulated by law, the Company's charter and the GMS. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of PVI;
- b) Propose types of shares authorized to be offered and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide selling prices for shares and bonds of PVI;
- dd) Decide to repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- e) Decide investment plans and investment projects within their jurisdictions and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- 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 PVI's latest audited financial statement, except for contracts and transactions within the jurisdiction of the GMS as stipulated in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i) Elect, dismiss, discharge the Chairman of the Board of Directors; designate, discharge, sign and terminate contracts with the CEO and other key executives stipulated by PVI's Charter; decide salaries, remunerations, bonuses and other benefits of these executives; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
- k) Supervise, direct the CEO and other executives, managers operating everyday business of PVI;
- l) Decide the organizational structure, internal regulations of PVI, establishment of subsidiaries, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and documents of the GMS; convene the GMS or collect



comments for the GMS to ratify its resolutions;

n) Submit audited annual financial statements to the GMS;

o) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

p) Propose re-organization, dissolution of PVI; request bankruptcy of PVI;

q) Decide promulgation of Regulations on Activities of the Board of Directors, Internal Regulations on Company Administration after they are ratified by the GMS; decide promulgation of Operating regulations of the Audit committee affiliated to the Board of Directors, regulations on information disclosure;

r) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the company's charter.

3. The Board of Directors shall ratify resolutions and decisions by voting at meetings, request forms or other methods prescribed by the Company's charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision is ratified by the Board of Directors against regulations of law, resolution of the GMS or the company's charter and thus causes damage to PVI, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation PVI; the members who vote against the unconformable resolution or decision are exempt from responsibility. In this case, shareholders of PVI are entitled to request the court to suspend the unconformable resolution or decision.

Article 13. Duties and entitlements of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors approves contracts and transactions between PVI and the following entities in the event that the contract or transaction has value of less than 20% of total assets or that leads to a total transaction value of less than 20% of total assets, according to the latest audited financial statements, over 12 months from the date of the first transaction:

- Members of the Board of Directors, members of the Supervisory Board, the CEO, other executive officers and their related persons;

- Shareholders, authorized representatives of shareholders that hold over 10% of PVI's ordinary shares and their related persons;

- Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.

2. PVI's representatives, who sign contracts and conduct transactions, shall report to members of the Board of Directors and the Supervisory Board on the entities related

to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from receipt of the report, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties in the contract or transaction must not vote.

Article 14. Responsibility of the Board of Directors for convening extraordinary GMS

1. The Board of Directors shall convene extraordinary GMS in the following cases:

- a) It is considered necessary for PVI's interests by the Board of Directors;
- b) The number of remaining members of Board of Directors or Supervisory Board is smaller than the minimum number prescribed by law;
- c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the GMS convening request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
- d) It is requested by the Supervisory Board;
- dd) Other cases prescribed by law and the Company's Charter.

2. Convening the extraordinary GMS

The Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, members of the Supervisory Board falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:

- a) Compile a list of shareholders having the right to participate in the meeting;
- b) Provide information and settle complaints relevant to the list of shareholders;
- c) Prepare the meeting agenda and contents;
- d) Prepare meeting documents;
- dd) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors and the Supervisory Board;
- e) Determine the meeting time and location;
- g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;



h) Other tasks serving the meeting.

Article 15. Assisting apparatus of BOD

1. BOD's functional Committees are parts of PVI's organizational structure, under BOD, and their establishment and dissolution are decided by BOD. BOD's functional Committees have the function of advising, consulting and 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.

a) Functional Committees (Committees) include but not limited to:

- Strategy and Development Committee;
- Audit and Risk Management Committee;
- Investment Committee;
- Remuneration and Appointment Committee.

b) Divisions/ Offices include but not limited to:

- Internal Audit Division

2. The functions, duties and authorities of the Committees and the PVI functional divisions are prescribed in writing by BOD. The functions, duties and authorities of Internal Audit Division are prescribed in the Internal Audit Regulations of PVI.

3. Operating principles of Committees:

- Head of Committee is responsible for overall activities of Committee, decide operation schedule, work plan and assign tasks to members of Committee based on the consensus of the members of the Committee.
- Head of Committee organizes meetings of Committee, including deciding the meeting contents, participants, directs the preparation of meeting documents, and agrees the meeting minutes and other issues. Meeting documents must be sent to members of the Committee at least five (05) working days prior to the meeting date.
- The meetings of the Committee are held quarterly before the meetings of BOD.
- In addition to regularly scheduled Committee meetings, upon written request specifying the content of work to be discussed by a member of BOD or Head of Committee, a private meeting between the Head of the Committee and the members of the Committee may also be held in some necessary cases.
- Meeting minutes are recorded in detail, clearly, signed and sent to members of the Committee and must be fully archived.

- In case of necessity, the Committee may invite representatives of Board of Managements of companies in PVI system, other guests to attend the meetings of the Committee.
 - Members of Committees as well as representatives invited to the meetings of Committees must keep documents confidentially, as well as the meeting content and all confidential information, especially information about business activities of PVI.
 - Decisions of Committee are approved based on the majority of votes from 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. In case the Committee does not approve a proposal, the Head of the Committee is still obliged to report the content to the Board of Directors for consideration. The Committee may collect votes at meetings, in writing, email or through other means as stipulated by the company's Board of Directors.
 - In case of voting in writing or email, the document must be sent to the Head of Committee 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.
4. The execution of decisions by the Board of Directors or committees under Board of Directors, Head of Committees must comply with applicable laws, the Company's Charter, and Internal Regulation on Company Administration.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.
2. The Board of Directors shall have at least 01 meeting per quarter and may have extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) The meeting is requested by the Supervisory Board or independent members of the Board of Directors;



- b) The meeting is requested by the CEO or at least 05 other executives, managers;
- c) The meeting is requested by at least 02 members of the Board of Directors
- d) Other cases stipulated in the Company's Charter.

4. The request for a meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage caused to PVI; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitations at least 03 working days before the meeting. The invitation shall be available in both Vietnamese and English, specifying the time, location, agenda, issues that need to be discussed and decided. Proposed meeting content that are not mentioned in the meeting invitation will be approved by the Board of Directors to be included in the meeting agenda if approved by all the Board members attending the meeting. The invitation shall be enclosed with documents to be used at the meeting and voting ballots of the members.

The invitations to the meeting of the Board of Directors may be sent by invitation, phone, fax, email or other methods prescribed by the Company's Charter and guaranteed to deliver to the contact address of each member of the Board of Directors registered at PVI.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the same invitations and enclosed documents to members of the Supervisory Board.

Members of the Supervisory Board are entitled to participate and discuss in meetings of the Board of Directors but must not vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. It is considered that a member of the Board of Directors participates and votes in a meeting when he/she:

- a) Participates and votes in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with

Clause 11 of this Article;

- c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;
- d) Sends his/her votes by mail, fax or email;

10. Votes that are sent to the meeting by mail must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of all participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

Article 17. BOD meetings participants

1. Participants at a BOD meeting shall include the BOD's Chairman, members of the BOD, Supervisory Board members and the CEO. Those who are not members of the BOD may be invited to attend the meeting as guests.

2. Other executives, managers, representatives of PVI's Party Committee, Trade Union, Youth Union and experts etc. may be required or invited to attend BOD meetings if necessary.

3. In the event of discussions on any issue subject to the State authoritative decision-making, the BOD may invite a representative of the relevant State body to attend the meeting. In the event of discussions on matters related to benefits and obligations of PVI's employees, the BOD may invite representatives of PVI's Party Committee, Trade Union Executive Board to attend the meeting.

4. Guests may raise their opinions and join discussions but shall not be entitled to voting.

Article 18. Online meetings or other forms

1. A BOD meeting may be conducted in the form of an online conference among members of the BOD at different places provided that each attending member is able:

- a) Hear each members of the BOD expressing their opinions during the meeting;
- b) Express his/her opinions at the same time as other attending members if he/she wishes to do so. The members may communicate directly, via telephone, by other means of communication or by all communication means combined. Members of the BOD who attend a meeting via this communication mean(s) shall be deemed "present" at such meeting. The place to be deemed "location" for those meetings held in accordance with this provision shall be where the largest number of BOD members gathers, otherwise where the chairperson of the meeting is physically present.

2. Resolutions which are passed at a meeting duly held online and other forms shall

take effect immediately after the end of the meeting, but must be confirmed by the signatures of all attending BOD members on the minutes of the meeting.

Article 19. Minutes of meetings of the Board of Directors

1. Minutes of all meetings of the Board of Directors shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and English with the following contents:

- a) The enterprise's name, headquarters address, business registration number;
- b) The meeting time and location;
- c) Purposes, agenda and contents of the meeting;
- d) Full name of every participating member and their authorized participants; full names of absent members and reasons;
- dd) Issues to be discussed and voted at the meeting;
- e) Summaries of opinions of each participating member in chronological order;
- g) The voting result, including specific members that cast approval votes, disapproval votes and abstentions;
- h) Approved issues and ratio of approval votes;
- i) Full names and signatures of the chair and minutes writer, except in the case specified in Clause 2 of this Article.

2. In case the chair or minutes writer refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, dd, e, g and h Clause 1 this Article.

3. The chair, the minutes writer and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.

4. The minutes of meeting of the Board of Directors and other documents used in the meeting shall be archived at the Company's headquarters.

5. The minutes in Vietnamese and English have equal legal value. In case of discrepancies between the Vietnamese version and the English version, the Vietnamese shall be applied.

6. The Chairman of the Board of Directors shall be responsible to deliver the minutes of a meeting of the Board to members, and such minutes shall be deemed to be proof that the work mentioned in the minutes was actually carried out at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the Board of

Directors shall be prepared in Vietnamese & English and bear the signatures of the persons preparing the minutes and all members of the BOD members attending the meeting. The minutes must be archived in accordance with the law and the Charter.

Article 20. Resolution of the BOD

1. Resolution of the BOD shall include matters that have been discussed and decided at a BOD meeting. The BOD's Chairman or authorized person shall sign the BOD's Resolution.

2. Contents of BOD's Resolutions shall be passed before the end of the meeting and fully recorded in the Minutes.

3. BOD's Resolutions shall be passed on the basis of majority rule. Each member of the BOD present in person or by his/her duly authorized representative shall have one vote, which has equal power with other members' votes. The BOD's Resolution shall pass matters approved by the majority of BOD members present in person or by his/her duly authorized representative (more than 50 per cent). In case the number of approval voting and that of disapproval voting are equal, BOD Chairman will have the casting vote.

For Resolution or Decision on the matters set forth in Articles 27.2 (a), (b), (c) and (o) of PVI's Charter and on amendment to the Regulation on Activities of the BOD in respect of or relating to a Resolution or Decision on the matters set forth in Articles 27.2 (a), (b), (c) and (o) of PVI's Charter, the majority rule shall be implemented as follows:

a) The matter shall be discussed to achieve consensus among all attending members of the BOD in up to three (03) consecutive meetings if required; and

b) If a Resolution discussed at any BOD meeting related to a matter which cannot reach a consensus of the BOD after three (03) consecutive meetings as regulated in paragraph (a), it shall be passed based on approval of the majority of attending BOD members i.e. more than fifty (50) per cent. In case the number of approval voting and that of disapproval voting are equal, BOD Chairman will have the casting vote.

4. Under particular circumstances, following consensus of the BOD, Resolutions of the BOD may be adopted by ballot or raising hand at the BOD's meetings.

5. Members of the BOD who do not attend a meeting shall have the right to vote by sending a written document. The written vote must be a sealed envelope and delivered to the BOD's Chairman prior to the meeting. Opening the written votes must be witnessed by all BOD members attending the meeting.

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 Company Secretary is the secretary.

In case the majority (over 50%) of the members of the Board of Directors have different opinions, the Chairman or the Vice Chairman of the Board of Directors shall consider, decide or continue to collect the opinions of the Board of Directors with different content or immediately direct to issue a Resolution with suitable content.

7. If a member of the BOD votes against, he/she is entitled to recording his/her own opinions in the BOD's Meeting Minutes or Request Form for the BOD member's opinion; however he/she must strictly abide by the BOD's Resolutions, Decisions once they are passed.

8. PVI's CEO shall organize the implementation of the BOD's Resolutions, Decisions, Instructions and related documents of the BOD. If difficult matters are detected while implementing the above-mentioned documents, PVI's CEO, CEO of subsidiaries, representatives of PVI's capital in other enterprises and individuals who are concerned shall promptly report to the BOD for solutions.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 21. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:

- a) PVI's income statements;
- b) Financial statements;
- c) The report on management and administration of PVI;
- d) Verification report by the Supervisory Board.

2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Supervisory Board for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.

3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Supervisory Board and audit reports shall be archived at PVI's headquarters at least 10 days before the opening date of the GMS unless a longer time is prescribed by the Company's Charter. The shareholders that have consecutively held the PVI's shares for at least 01 years are entitled to directly examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have

practicing certificates.

Article 22. Remunerations, salary, bonuses and other benefits of members of the Board of Directors

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.

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.

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 financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding executive positions or working in committees under the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, accommodation and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its Committees.

6. Members of the Board of Directors may have liability insurance purchased by the company if this is approved by the GMS. This insurance does not cover the liability of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 23. Disclosure of related interests

If the Company's Charter does not have tighter restrictions, the disclosure of interests and related persons of the company shall be as follows:

1. Members of the Board of Directors shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they have stakes or shares; their holdings and time of holdings;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.

2. The information declaration mentioned in Clause 1 of this Article shall be declared

within 07 working days from the occurrence date of related interests; any revision shall be informed to the company within 07 working days from its occurrence date.

3. Any member of the Board of Directors who, on his/her own behalf or on behalf of another person, perform any task within the scope of PVI's business operation must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to PVI.

Article 24. Documents related to the operation of BOD

1. Generally, BOD circulates the following document types:

- a) Resolution, which is a type of document issued by BOD regarding matters approved by BOD.
- b) Decision, which is a type of document issued based on resolution(s) of BOD.
- c) Directive, which is a type of document imparting guidelines, management measures and with the nature of direction of BOD Chairman/BOD.
- d) Regulation, which is a type of document in which BOD determines principles, responsibilities, rights and obligations of the relevant corporate governance matters within BOD authorities.
- e) Other document types including but not limited to, Official Letter, Proposal, Report, Announcement, etc.

2. Documents used for BOD operation must be presented in Vietnamese and English. Documents in both Vietnamese and English versions are effective equally. In case of any discrepancy content between Vietnamese and English versions, the content in Vietnamese version of a document shall prevail.

Committees/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.

3. BOD uses PVI's stamps to issue documents on corporate governance of PVI and/or to conduct transactions with external organizations/ individuals.

4. 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.

The Secretariat and Public Relations Division is the focal point of receiving and coordinating documents sent to BOD to ensure the timeliness and smoothness of BOD workflow. Documents coordination must comply with regulations on task assignment of BOD, functions, duties and authorities of BOD Committees and/ or the

opinion of BOD Chairman. The Secretary and Public Relations Division is responsible for managing and archiving incoming and outgoing documents of BOD in compliance with relevant regulations of PVI.

Documents, official letters, reports or other documents sent by PVI's subsidiaries/affiliates to the Board of Directors are received and coordinated by the Secretariat and Public Relations Division for processing, the Secretariat and Public Relations Division can send the documents to Board of Management for handling before consulting the Board of Directors.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 25. Relationship between members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperative. Members of the Board of Directors are responsible for informing each other of the issues that arise during the performance of their assigned tasks.
2. During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the member in charge shall submit a report to the Chairman of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this Regulation.
3. In the event of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Chairman of the Board of Directors.

Article 26. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is cooperative. The Board of Directors shall work with the Supervisory Board on equality and independence principles; cooperate and assist one another in performing of their tasks.
2. When receiving inspection records or consolidated reports of the Supervisory Board, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

Article 27. Relationship with the Board of Management

With the administration role, the Board of Directors shall promulgate resolutions, which will be implemented by the CEO, supervise and inspect the implementation of such resolutions.

1. The CEO is responsible for organizing and managing the implementation of BOD

resolutions, decisions and relevant documents. During the implementation process, if any inappropriateness is detected, the CEO is responsible for immediately reporting to BOD for consideration of adjustment. If BOD decides no adjustments, the CEO shall continue the implementation but have the right to reserve his/her own opinions.

2. BOD members are entitled to attend meetings of Board of Management, meetings to review investment projects, cooperation plans, etc. chaired by the CEO and Deputy CEO. Every year, BOD members set up working plans with companies within PVI system in order to inspect and supervise the implementation of business plans and BOD resolutions, decisions, and to timely handle related recommendations within BOD's authorities.

3. Members of the Board of Directors and Committees may request functional divisions and/or personnel of PVI to assist the BOD to review and provide advice on relevant matters.

Article 28. Relations with the Party Committee, Trade Union and Youth Union

BOD shall cooperate with and support the Party Committee, Trade Union and Youth Union of the company in fulfilling their charters at PVI.

Article 29. Relations with shareholders

1. BOD shall maintain relations with shareholders of PVI by periodically making disclosures of documents and financial statements as stipulated in PVI's Charter which update important information on PVI's operations.

2. BOD shall be responsible for the transparency in corporate governance of PVI as well as fulfillment of obligations toward shareholders in accordance with the Charter.

3. BOD shall be responsible for directing the handling recommendations and claims (if any) of shareholders in a timely and transparent manner.

Chapter VII

IMPLEMENTATION CLAUSES

Article 30. Violations and the handling of violations of this Regulation

1. Members of the BOD and relevant organizations, individuals of PVI shall strictly comply with provisions of this Regulation.

2. Any organization or individual who violates any provision of this Regulation shall, depending on the degree and nature of the violation, be penalized in accordance with the relevant existing regulations.

Article 31. Authority for amendments, supplements to this Regulation

This Regulation shall be amended, supplemented in accordance with the GMS's Resolutions on the basis of recommendations of the BOD and/or the SB.

Article 32. Implementation

Members of the BOD and the Board of Management, executives, managers of PVI, and PVI's representatives at other entities shall be responsible for implementing this Regulation. During the implementation process, issues or entanglement (if any) need to be reported to the BOD for timely solution.

Article 33. Validity

The Regulations on Activities of the Board of Directors of PVI consists of 7 chapters, 33 articles and take effect from 22nd April 2025.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



PHÓ CHỦ TỊCH TT HĐQT

Dương Thanh Danh Francois