

SOCIALIST REPUBLIC OF VIETNAM

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**VINATEX INTERNAL CORPORATE
GOVERNANCE REGULATIONS**



VINATEX

HANOI, JUNE 16 2025

SOCIALIST REPUBLIC OF VIETNAM

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VINATEX INTERNAL CORPORATE GOVERNANCE REGULATIONS

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents;

Pursuant to the Charter on the Organization and Operation of Vietnam National Textile and Garment Group;

Pursuant to the Resolution of the General Meeting of Shareholders No. 09/NQ-DHĐCĐ dated June 16, 2025

The Board of Directors hereby issues the VINATEX Internal Corporate Governance Regulations of the Vietnam National Textile and Garment Group, which includes the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Significance, Scope, and Subjects of Regulation

1. Scope of regulation: The Internal Corporate Governance Regulations of VINATEX set out provisions on the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and conducting the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, Supervisors, and the General Director; and other activities in accordance with the Charter of VINATEX and applicable laws and regulations.

2. Subjects of application: This regulation applies to the members of the Board of Directors, the Supervisory Board, the General Director, and other related parties

Article 2. Definitions

1. The terms used in this Regulation, if defined in the VINATEX Charter, shall be understood and applied in the same manner as in the VINATEX Charter.

2. "VINATEX Charter" refers to the Charter on the Organization and Operations of the Vietnam National Textile and Garment Group in effect, including any amendments or supplements made from time to time after being duly approved.

3. In this Regulation, references to one or more provisions of the VINATEX Charter or legal documents shall include any amendments, supplements, or replacement documents to those documents.

Article 3. Governance Principles

This Regulation is established based on the following fundamental governance principles:

1. Ensuring a reasonable governance structure;
2. Ensuring the effectiveness of the operation of the Board of Directors and the Board of Supervisors;
3. Ensuring the rights and interests of shareholders and VINATEX;
4. Ensuring fair treatment among shareholders;
5. Ensuring transparency in VINATEX's activities.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 4. Provision of Information to Shareholders

1. The moment the rights and obligations of a shareholder arise is when the shareholder's securities account with the depository member records the balance of VINATEX's shares. For non-depository shares, the rights and obligations of the shareholder arise when the shareholder's name and information are recorded in the VINATEX Shareholder Register.

2. Exercising the right to receive information:

a) All shareholders must be treated equally. Major shareholders should not exploit their advantages to harm the rights and legitimate interests of other shareholders.

b) Procedures for shareholders to request information:

- Shareholders or groups of shareholders have the right to request to review, inspect, copy, or photograph information specified in clauses (e) and (f) of Section 2, Article 11 of the VINATEX Charter, following the procedures below:

+ Shareholders requesting correction of inaccurate information must submit their request to the depository organization where their account is opened. For shareholders who have not deposited shares, the request should be sent directly in writing to the VINATEX Board of Directors through the shareholder relations department.

+ Shareholders requesting to review, inspect, copy, or photograph the VINATEX Charter, resolutions of the General Meeting of Shareholders, minutes, resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports from the Supervisory Board, contracts, transactions requiring Board of Directors approval, and other documents, can submit a written request or directly contact the shareholder relations department to receive documents. They must also ensure confidentiality of the information provided by VINATEX. Shareholders requesting documents by mail must pay VINATEX's postal charges in advance before receiving the documents.

- Shareholders or groups of shareholders as defined in Section 3, Article 11 of the VINATEX Charter shall exercise their right to request information according to the following procedure:

+ Shareholders or groups of shareholders must submit a written request to the Chairman of the Board of Directors by mail or directly at the VINATEX headquarters' reception. The request must include information about the shareholder, the number of shares held, the issues to be considered, and the signature of the shareholder or all members of the shareholder group.

+ The Chairman of the Board of Directors will review, assign explanation (if necessary), and provide the requested information within fifteen (15) working days from the date the request is received. If the request is refused, the shareholder or group of shareholders will be informed in writing.

+ Shareholders or groups of shareholders have the right to request the Supervisory Board to work with the Chairman of the Board of Directors if they disagree with the Chairman's decision on the matter.

+ Shareholders or groups of shareholders must pay VINATEX for any document copies, including postal fees if applicable.

- Shareholders wishing to meet directly with the Board of Directors or the General Director must follow the procedure below:

+ Shareholders wishing to meet with the Board of Directors or the General Director to discuss, make suggestions, complaints, or report violations must register with the VINATEX shareholder relations department. The shareholder relations department is responsible for reporting to the Chairman of the Board of Directors or the General Director to arrange a suitable meeting schedule. Based on the schedule and the importance of the requested topic, the Chairman of the Board or the General Director will decide whether to meet directly with the shareholder or assign a competent person to attend. The shareholder relations department will notify the shareholder of the meeting schedule and prepare any necessary documents.

+ The shareholder relations department is responsible for documenting the meeting between the Board of Directors or the General Director (or the authorized representative) and the shareholder, and for storing the records in VINATEX's files.

Article 5. General Shareholders' Meeting

1. Role, Rights, and Obligations of the General Shareholders' Meeting.

a) The General Shareholders' Meeting consists of all shareholders with voting rights and is the highest decision-making body of VINATEX. It has the authority to decide on matters within the scope and authority specified by the law and VINATEX's Charter;

b) The rights and obligations of the General Shareholders' Meeting are specified in Article 14 of VINATEX's Charter;

2. Procedures for Holding the General Shareholders' Meeting to Approve Resolutions by Voting at the Meeting.

The approval of resolutions by voting at the General Shareholders' Meeting includes the following main contents:

a) Authority to Convene the General Shareholders' Meeting.

- Responsibility for convening the annual General Shareholders' Meeting: The Board of Directors is responsible for convening the annual General Shareholders' Meeting and selecting a suitable time and location for the meeting within Vietnam.

- Responsibility for convening an extraordinary General Shareholders' Meeting:

- + In addition to convening the annual General Shareholders' Meeting, the Board of Directors must convene an extraordinary General Shareholders' Meeting in cases specified in Clause 3, Article 13 of VINATEX's Charter and the Enterprise Law.

- + The Board of Directors must convene a General Shareholders' Meeting within thirty (30) days from the date the number of members of the Board of Directors, Supervisory Board members, and non-executive Board members do not meet the requirements specified in point (b), or upon receiving a request as outlined in points (c), (d) of Clause 3, Article 13 of VINATEX's Charter.

- + If the Board of Directors fails to convene the General Shareholders' Meeting as specified, the Supervisory Board must convene the meeting within the next thirty (30) days according to Clause 4, Article 13 of VINATEX's Charter.

- + If the Board of Supervisors does not convene the meeting, the shareholders or group of shareholders specified in Clause 3, Article 11 of VINATEX's Charter have the right to represent VINATEX and convene the General Shareholders' Meeting according to the law.

b) Preparing the List of Shareholders Entitled to Attend the Meeting.

- The person convening the General Shareholders' Meeting must prepare a list of shareholders entitled to attend the meeting no later than ten (10) days before the notice of the meeting is sent out.

- The list of shareholders entitled to attend the General Shareholders' Meeting must include the full name, contact address, nationality, legal document number of individual shareholders; name, business registration code or legal document number of institutional shareholders; the number of shares of each type, and the registration number and date for each shareholder.

c) Notification of the Closure of the Shareholder List for the Meeting.

The Board of Directors must announce the closure of the list of shareholders entitled to attend the General Shareholders' Meeting at least twenty **(20) days** before the final registration date.

d) Notice of the General Shareholders' Meeting.

- The invitation to the General Shareholders' Meeting must be sent to all shareholders in the list of shareholders entitled to attend the meeting via mail, email, text messages, fax, and/or other communication methods to ensure delivery to the contact address registered by the shareholder; the notice must also be published on the VINATEX website, the State Securities Commission, and the Stock Exchange.

- The notice of the meeting must be sent no later than twenty-one (21) days before the meeting date (calculated from the date the notice is validly sent, postage is paid, or dropped into the mailbox).

e) Agenda and Contents of the General Shareholders' Meeting.

- The person convening the General Shareholders' Meeting must prepare the agenda and content of the meeting.

- The agenda, along with relevant documents for the matters to be voted on at the meeting, must be sent to shareholders (accompanying the invitation to the meeting) and/or posted on VINATEX's website. If posted on the website, the invitation to the meeting must specify where and how the documents can be downloaded, and VINATEX must send the meeting materials to shareholders if requested

- Shareholders or groups of shareholders as specified in Clause 3, Article 11 of VINATEX's Charter have the right to propose items for inclusion in the meeting agenda. Proposals must be submitted in writing to VINATEX at least five (05) working days before the General Shareholders' Meeting is scheduled to begin. The proposal must include the shareholder's name, the number and type of shares owned, and the issue proposed for inclusion in the agenda.

f) Authorization for a Representative to Attend the General Shareholders' Meeting.

- The authorization for an individual or organization to attend the General Shareholders' Meeting on behalf of a shareholder must be made in writing. The authorization document must comply with civil law, the VINATEX Charter, and must clearly state the authorized individual or organization and the number of shares being authorized. The authorized person must present and submit the authorization document to VINATEX when registering for the meeting, prior to entering the meeting room/participating in the meeting, or may send the authorization information to the Organizing Committee before the meeting date.

g) Methods of Registering to Attend the General Shareholders' Meeting.

- Shareholders or authorized representatives may register to attend the General Shareholders' Meeting through one of the following methods: direct registration, telephone, fax, mail, or email, and must present identification documents, authorization letters, and other relevant documents (if any) to the Organizing Committee at the meeting venue.

- If the meeting invitation specifies the registration time and method, shareholders shall follow the registration method stated in the invitation.

h) Conditions for Convening the General Shareholders' Meeting.

The conditions for convening the General Shareholders' Meeting shall comply with the provisions of Article 18 of VINATEX's Charter.

i) Forms of Adopting Resolutions of the General Shareholders' Meeting.

The forms of adopting resolutions of the General Shareholders' Meeting shall

follow the provisions in Article 20 of VINATEX's Charter.

j) Voting Method.

- Unless otherwise stipulated, when registering for the meeting, VINATEX shall issue each shareholder or authorized representative with voting rights one (01) voting ballot, which includes a code number, the full name of the shareholder or authorized representative, and the number of shares owned and/or represented. The voting ballot shall be used for voting on all matters at the General Shareholders' Meeting.

- At the meeting, the Chairperson and the Vote Counting Committee will guide the shareholders or authorized representatives on how to use the voting ballot for each item on the agenda.

- The General Shareholders' Meeting shall discuss and vote on each item on the agenda. Voting is conducted by counting the votes in favor, against, and abstentions.

- Shareholders may send their voting ballots to the General Shareholders' Meeting by mail/fax/email (collectively referred to as "remote voting"). Shareholders are assured that voting through remote voting methods has the same legal effect as direct voting at the General Shareholders' Meeting.

k) Voting Counting Method.

- The General Shareholders' Meeting shall elect individuals responsible for vote counting and supervising the vote counting process, as nominated by the Chairperson. The Organizing Committee shall prepare supporting personnel or the Vote Counting Committee may decide on its own supporting team.

- For remote voting, the verification of these voting ballots shall include checking for seal integrity, completeness of accompanying documents, and such ballots shall be verified and consolidated together with the ballots distributed directly at the meeting.

- The results for "in favor," "against," and "abstention" shall be tallied separately (blank/invalid ballots shall be grouped under "abstention"). The total result of each voting status will be divided by the total number of ballots issued at registration to determine the percentage of each category.

- VINATEX may apply electronic vote-counting software and barcode-based identification of voting ballots to minimize errors.

- The Vote Counting Committee shall have personnel monitoring the process and outcome of the vote count. All members of the committee must sign to confirm the vote counting result.

l. Conditions for a Resolution to Be Passed.

The conditions for a resolution of the General Shareholders' Meeting to be passed shall comply with Article 20 of the VINATEX Charter.

m) Announcement of Vote Counting Results.

- The Chairperson shall announce the voting result for each matter immediately after

vote counting is completed.

- The Head of the Vote Counting Committee shall read the results after finishing the counting.

n) Procedure for Objecting to a Resolution of the General Shareholders' Meeting.

- In case a shareholder objects to a resolution of the General Shareholders' Meeting, the objection must be made in writing, clearly stating the shareholder's name, registration code for the meeting, content and reason for objection, and must be submitted to the Secretary of the meeting to be recorded in the minutes of the General Shareholders' Meeting.

- A shareholder voting against a resolution regarding the reorganization of VINATEX or amendments to shareholder rights and obligations as stipulated in the VINATEX Charter may request VINATEX to repurchase their shares. The request must be in writing, stating the name, contact address, types and quantity of shares, proposed selling price, and reasons for the repurchase. The request must be sent to VINATEX's head office within ten (10) days from the date the resolution is passed.

- Requests for full or partial cancellation of the content of a resolution of the General Shareholders' Meeting shall follow the provisions of Article 24 of the VINATEX Charter. All related costs shall be borne by the requesting party.

- In all cases, shareholders must comply with the resolution of the General Shareholders' Meeting until there is a legally effective ruling by a court or arbitration body on the annulment of the resolution, except in cases where provisional urgent measures are applied by a competent authority.

o) Preparation of Minutes of the General Shareholders' Meeting.

- The General Shareholders' Meeting must be recorded in minutes. The Secretary of the General Shareholders' Meeting is responsible for documenting the entire proceedings, preparing the minutes, and submitting them for approval by the General Shareholders' Meeting before the meeting concludes. The minutes must be prepared in both Vietnamese and English, with equal legal validity; in case of discrepancies between the two versions, the Vietnamese version shall prevail.

- The minutes of the General Shareholders' Meeting must contain the following main contents:

- + Name, address of the head office, and enterprise registration number;
- + Time and venue of the General Shareholders' Meeting;
- + Meeting agenda and contents;
- + Full names of the Chairperson and Secretary;
- + Summary of the meeting proceedings and opinions expressed on each agenda item;
- + Number of shareholders and total voting shares of attending shareholders, with an appendix listing registered shareholders, shareholder representatives attending the

meeting, and corresponding shares/votes;

- + Total votes for each voting matter, specifying the voting method, total valid/invalid votes, votes in favor, against, and abstentions; the percentage corresponding to total votes of attending shareholders;

- + Matters approved and the corresponding voting ratios;

- + Signatures of the Chairperson and Secretary;

The Chairperson and Secretary of the General Shareholders' Meeting shall be jointly responsible for the truthfulness and accuracy of the minutes. In the event the Chairperson and/or Secretary refuse to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required content as mentioned above. The minutes must clearly state the refusal to sign by the Chairperson and/or Secretary.

- The minutes of the General Shareholders' Meeting serve as conclusive evidence of what transpired during the meeting, unless an objection is raised in accordance with proper procedures within ten (10) days from the date of publication of the minutes.

- The meeting minutes, the appendix listing registered shareholders with their signatures, proxy documents, resolutions passed, and related documents must be archived at the head office of VINATEX.

p) Announcement of Resolutions of the General Shareholders' Meeting

The meeting minutes and resolutions of the General Shareholders' Meeting must be published on VINATEX's website, the State Securities Commission, and the Stock Exchange within twenty-four (24) hours from the closing of the meeting.

3. Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Shareholders' Meeting.

Approval of resolutions by the General Shareholders' Meeting through written consultation of shareholders includes the following key contents:

- a) Cases where shareholders' written opinions are collected to approve resolutions of the General Shareholders' Meeting.

All matters under the authority of the General Shareholders' Meeting as prescribed in the Charter of VINATEX and the Law on Enterprises may be approved via written consultation, except for the following matters which must be approved by voting at a General Shareholders' Meeting:

- i) Election, dismissal, or removal of members of the Board of Directors and Board of Supervisor members;

- ii) Reorganization or dissolution of VINATEX.

- b) Procedure for written consultation to approve resolutions of the General Shareholders' Meeting.

- The process of collecting shareholders' written opinions to approve resolutions shall follow the provisions of Article 23 of the Charter of VINATEX.

- In such cases, the Board of Directors shall establish a Vote Counting Committee.

4. Procedures for Holding the General Shareholders' Meeting via Online Meeting or Combined Online and In-Person Meeting Format.

- In addition to in-person meetings, the annual or extraordinary General Shareholders' Meeting may be held in the form of an online meeting (e-GMS), a combination of online and in-person meeting, or other equivalent formats in the following cases:

+ Force majeure events, including but not limited to: natural disasters, war, epidemics, riots, terrorism, prohibitive or restrictive orders from competent state authorities and/or;

+ Other objective circumstances in which the Board of Directors deems it inconvenient and/or inappropriate to organize an in-person General Shareholders' Meeting.

- If the Board of Directors decides to convene the General Shareholders' Meeting via online meeting (e-GMS), or a combination of online and in-person meeting or other equivalent forms, the Board of Directors must issue a Regulation on the Organization of the General Shareholders' Meeting and disclose it on VINATEX's website at least twenty-one (21) days prior to the scheduled meeting date. The Regulation must include the following basic contents:

- + Notice of convening the General Shareholders' Meeting;
- + Method of registering for attendance;
- + Authorization of representatives to attend the meeting;
- + Conditions for holding the meeting;
- + Forms of approving resolutions;
- + Methods of voting, vote counting, and announcement of voting results;
- + Preparation of meeting minutes;
- + Disclosure of resolutions of the General Shareholders' Meeting;

The Regulation on the Organization of the General Shareholders' Meeting in these formats may be amended or adjusted as appropriate for each meeting, as decided by the Board of Directors at the relevant time.

CHAPTER III. BOARD OF DIRECTORS

Article 6. Role, Rights and Obligations of the Board of Directors, Responsibilities of Members of the Board of Directors

1. The Board of Directors is the managing body of VINATEX and has full authority to act on behalf of VINATEX to decide and exercise VINATEX's rights and obligations, except for matters that fall under the authority of the General Meeting of Shareholders.

2. Right to access information of the Board of Directors.

a) Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other Executives of VINATEX to provide information and documents regarding the financial status and business operations of VINATEX and its member units;

b) The requested executives must promptly, fully, and accurately provide the information and documents as requested by members of the Board of Directors;

c) The procedures for requesting and providing information to the Board of Directors shall follow the provisions set out in the Regulation on the Operations of the Board of Directors.

3. Other rights and obligations of the Board of Directors shall be implemented according to Article 26 of the VINATEX Charter.

4. Responsibilities of members of the Board of Directors shall be executed according to Chapter X of the VINATEX Charter.

Article 7. Nomination, Election, Dismissal, and Removal of Members of the Board of Directors

1. Term and number of Board members.

a) The number of members of the Board of Directors shall be no fewer than five (05) and no more than eleven (11), with the specific number for each term to be decided by the General Meeting of Shareholders;

b) The term of a Board member shall not exceed five (05) years and re-election is permitted for an unlimited number of terms. If all Board members simultaneously reach the end of their term, they shall continue to serve until new members are elected and take over their responsibilities.

2. Structure, standards, and qualifications of Board members.

a) The structure of the Board of Directors must ensure that non-executive members constitute at least one-third (1/3) of the total number of Board members.

b) The standards and qualifications of Board members shall comply with Clause 1, Article 25 of the VINATEX Charter.

3. Nomination of members to the Board of Directors.

Shareholders or groups of shareholders are entitled to nominate candidates for membership on the Board of Directors in accordance with Point (a), Clause 4, Article 11 of the VINATEX Charter by submitting a nomination dossier to VINATEX's head office.

a) The nomination dossier shall include the following information and documents:

- Candidate information:

+ Full name, date of birth;

+ Educational background;

- + Professional qualifications;
- + Companies where the candidate is currently serving as a Board member and/or holding other managerial positions;
- + The candidate's relationship with VINATEX's key business partners;
- + The candidate's relationship with related persons of VINATEX;
- + Information concerning the candidate's financial status and any other matters that may affect the performance of their duties if elected as a Board member;
- + Any other relevant information necessary for assessing the candidate's qualifications under the Law on Enterprises and the VINATEX Charter.

- A written commitment from the candidate confirming the truthfulness, accuracy, and reasonableness of the personal information provided; and a commitment to perform their duties with honesty, loyalty, diligence, and in the best interests of VINATEX if elected as a member of the Board of Directors;

b) For shareholder groups: In case of nomination by a group of shareholders, a list of the nominating shareholders and a written agreement among them regarding the nomination of a candidate for election to the Board of Directors must be submitted.

4. Method of electing members of the Board of Directors.

a) The election of Board members shall be conducted by cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of Board members to be elected, and shareholders may accumulate all of their votes for one or several candidates;

b) Ballots are pre-printed by the organizing committee, listing the candidates, including shareholder information and total votes, and bear the VINATEX seal. Shareholders must verify the information on the ballot and immediately report any errors upon receiving the ballot;

c) Shareholders have the right to vote for themselves if they are listed as candidates on the ballot;

d) Based on the approved number of Board members to be elected, successful candidates shall be those with the highest number of votes, ranked in descending order until the required number of members is reached. If two (02) or more candidates receive the same number of votes for the final seat, a re-election will be held among those candidates or selection will be made based on the criteria stated in the Election Regulations. A candidate must receive at least one (01) vote to be elected;

e) If the required number of Board members is not reached, the General Meeting of Shareholders shall continue voting until the number is sufficient.

5. Cases of dismissal and removal of members of the Board of Directors.

a) The cases of dismissal and removal of members of the Board of Directors as stipulated in Point (e), Clause 2, Article 25 of the VINATEX Charter shall be carried out as follows:

- The cases of dismissal and removal specified in Point (e), Clause 2, Article 25 of the VINATEX Charter shall be implemented as follows;

- For the cases specified in Items (i), (iii), and (iv) of Point (e), Clause 2, Article 25, the Chairperson of the Board of Directors shall be responsible for collecting evidence and information, preparing reports and proposals, and submitting them to the Board of Directors for voting and passing a resolution in writing.

b) The Board of Directors shall report and submit to the General Meeting of Shareholders at the nearest meeting the matter of dismissal or removal of the said Board member.

6. Notification of election, dismissal, and removal of Board members.

All changes related to the election, dismissal, or removal of members of the Board of Directors must be reported and publicly disclosed by the Board of Directors in accordance with securities regulations.

7. Method of introducing candidates for the Board of Directors.

a) Shareholders or groups of shareholders may nominate candidates for the Board of Directors who meet the qualifications and conditions specified in Clause 1, Article 25 of the VINATEX Charter. Nomination dossiers shall be sent to the Investor Relations Department at the VINATEX headquarters or to another department designated by the Board of Directors from time to time;

b) Based on the nomination dossiers submitted by shareholders or groups of shareholders and the accompanying documents of the candidates, the Chairperson of the meeting shall present the qualified candidates to the General Meeting of Shareholders for approval and election to the Board of Directors;

c) In the event that the number of nominated candidates is still insufficient, the incumbent Board of Directors shall announce the procedure for introducing additional candidates to be approved by the General Meeting of Shareholders before nominations may be made by the Board of Directors, the Board of Supervisors, or other shareholders or groups of shareholders.

8. Election, dismissal, and removal of the Chairperson of the Board of Directors.

a) The Board of Directors shall select one (01) of its members to be elected as the Chairperson and one (01) as the Vice Chairperson. The candidate for Chairperson of the Board must not only meet the qualifications and conditions under Clause 1, Article 25 of the VINATEX Charter but also those specified in Clause 1, Article 27 of the Charter

b) The Chairperson and the Vice Chairperson of the Board of Directors may be dismissed or removed by a resolution of the Board of Directors. If the Chairperson submits a resignation or is dismissed/removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or from the date the Chairperson is dismissed/removed. If the Vice Chairperson resigns or is dismissed/removed, the Board of Directors may decide whether or not to elect a replacement. If a replacement is to be elected, the Board must do so within ten (10) days from the date of receiving the resignation or from the date the Vice Chairperson is

dismissed/removed

Article 8. Remuneration and Other Benefits of Members of the Board of Directors

1. The remuneration of the Board of Directors, once approved by the General Meeting of Shareholders, shall be distributed among members of the Board of Directors by mutual agreement or equally if no agreement is reached.

2. Other benefits of members of the Board of Directors shall be implemented in accordance with Article 26 of the VINATEX Charter and the Law on Enterprises.

3. The remuneration of members of the Board of Directors shall be accounted for as a business expense of VINATEX in accordance with laws on corporate income tax and other relevant legal regulations. It shall be separately presented in the annual financial statements of VINATEX and reported to the General Meeting of Shareholders at the annual meeting.

Article 9. Order and Procedures for Organizing Meetings of the Board of Directors

1. Meetings of the Board of Directors shall be convened by the Chairman when deemed necessary, but at least once (01) every quarter. If the Chairman has notified the Board of Directors of their absence or inability to perform their duties due to force majeure or incapacity, the Vice Chairman shall convene and preside over the meeting.

2. The Chairman/Vice Chairman must convene a Board meeting without undue delay, unless there is a valid reason, upon a written request stating the purpose and agenda from one of the following:

- a) The General Director or at least five (05) other managers;
- b) At least two (02) members of the Board of Directors;
- c) The Board of Supervisors;
- d) The Independent Auditor.

3. Notice of Meeting of the Board of Directors.

a) Notice of the Board meeting shall be sent to members at least seven (07) days before the meeting date via postal mail, fax, email, and/or other appropriate means, provided it reaches the registered address of each member;

b) The notice must clearly state the time, venue, agenda, matters to be discussed and decided upon. It must include relevant documents and voting ballots for members unable to attend;

c) A member may decline the invitation or any part of the agenda by sending a written notice to the Board of Directors;

4. Supervisors have the right to attend and discuss at Board meetings but do not have voting rights.

5. Conditions for Holding a Meeting.

a) A meeting is valid if at least three-quarters (3/4) of the Board members attend. A member is considered present if:

- They attend and vote in person;
- They authorize another person to attend and vote (subject to majority approval by the Board);
- They attend and vote via online conference, e-voting, or other electronic means;
- They send a voting ballot by mail, fax, email, or other means accepted by the majority of the Board;

b) If the first meeting fails to meet the quorum, a second meeting shall be convened within seven (07) days. The second meeting is valid if over half (1/2) of the Board members attend;

c) If the second meeting still lacks quorum, a third meeting shall be convened within seven (07) days and may proceed regardless of the number of attendees;

6. Voting Methods.

a) Voting is conducted in person;

b) In addition to Clause 11, Article 28 of the Charter, members may send their votes via fax, email, or other means allowed by law and VINATEX's circumstances. Ballots shall only be opened in the presence of all attendees;

c) In direct or telephonic/virtual meetings, votes may be cast orally, by hand-raising, or by another lawful method and cannot be changed once submitted, unless the Board agrees to a re-vote;

7. Adopting Resolutions and Decisions.

a) The Board adopts resolutions and decisions based on a majority vote of the attending and voting members. In case of a tie, the final decision shall rest with the opinion of the Chairman;

b) Resolutions/decisions may also be adopted by written consent or other means as stated in the Charter, provided they are approved by a majority of voting members. Such resolutions carry the same legal weight as those adopted in a formal meeting;

c) Members with dissenting opinions may record their reservations.

8. Members may authorize another person in writing to attend the meeting, as per civil law, if approved by the majority of the Board.

9. Meeting Minutes.

a) All meetings must be minuted by the meeting secretary. Minutes must be in Vietnamese, clear, detailed, and may be prepared in multiple copies. Audio or other electronic recordings may be used to ensure accuracy;

b) Minutes must include:

- Name, head office, business registration number of VINATEX;
- Purpose, agenda, and content of the meeting;
- Time and venue of the meeting;

- Names of attendees, authorized representatives, absentees and reasons;
- Topics discussed and voted on;
- Summary of each attendee's comments;
- Voting results including those in favor, against, and abstentions;
- Resolutions passed and corresponding approval ratios;
- Names and signatures of the Chairman and Secretary;

c) The minutes and related documents shall be stored at VINATEX's headquarters.

10. If the Chairman and/or Secretary refuse to sign the minutes, the minutes remain valid if signed by all other attending Board members and meet the requirements stated in Clause 9(b). The minutes must note the refusal.

11. Notification of Resolutions and Decisions.

a) Based on approved contents, the Chairman shall sign the official Board resolutions/decisions. In special cases, another member may sign on behalf of the Board but must promptly report to the Chairman;

b) Resolutions and decisions shall be communicated to all Board members, the Board of Supervisors, and the General Director;

c) Resolutions/decisions subject to disclosure shall be published in accordance with securities laws.

Article 10. Committees under the Board of Directors

1. The Board of Directors may establish affiliated Committees in charge of development policy, human resources, remuneration, and internal audit in accordance with Clause 10, Article 26 of the VINATEX Charter.

2. The roles, responsibilities, and powers of the Committees under the Board of Directors, as well as those of each member of such Committees, shall be specifically stipulated in the Board of Directors' Rules of Operation.

Article 11. Selection, Appointment, and Dismissal of the Person in Charge of Corporate Governance at VINATEX

1. Qualifications of the Person in Charge of Corporate Governance at VINATEX.

a) Must have legal knowledge and must not concurrently work for the independent auditing firm auditing VINATEX's financial statements;

b) Must have at least a university degree and be knowledgeable about VINATEX's operations;

c) Must have received training in corporate governance;

d) Must not have any family relationship with the managers of VINATEX.

2. Appointment and Dismissal of the Person in Charge of Corporate Governance at VINATEX.

a) The Person in Charge of Corporate Governance at VINATEX may concurrently serve as the Secretary of VINATEX. The number of such persons shall be decided by the Board of Directors;

b) The Board of Directors shall issue a resolution to appoint the Person in Charge of Corporate Governance at VINATEX for a five (05) year term or another duration as decided by the Board from time to time;

c) The Board of Directors may dismiss the Person in Charge of Corporate Governance at VINATEX at any time, provided such dismissal does not violate current labor laws;

d) The Board of Directors shall notify the Board of Supervisors, the General Director, and other managers of VINATEX of the appointment or dismissal.

3. The rights and obligations of the Person in Charge of Corporate Governance at VINATEX shall be implemented in accordance with Article 31 of the VINATEX Charter.

CHAPTER IV. BOARD OF SUPERVISORS

Article 12. Roles, Rights, and Duties of the Board of Supervisors, Responsibilities of Supervisors

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in managing and operating VINATEX to protect the lawful rights and interests of VINATEX shareholders.

2. Right to Access Information of the Board of Supervisors.

a) Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as those sent to members of the Board of Directors, including:

- Meeting invitations, Voting ballots of Board members and accompanying documents;

- Resolutions and minutes of the General Meeting of Shareholders; resolutions, decisions, and minutes of meetings of the Board of Directors;

- Reports of the General Director submitted to the Board of Directors or other documents issued by VINATEX;

b) A Supervisor has the right to access records and documents stored at VINATEX's headquarters, branches, and other locations; and has the right to visit the workplace of VINATEX's managers and employees during working hours;

c) The Board of Directors, its members, the General Director, and other managers of VINATEX must fully, accurately, and promptly provide information and documents on management, operations, and business activities of VINATEX upon the request of any Supervisor or the Board of Supervisors.

3. Other rights and obligations of the Board of Supervisors shall comply with applicable laws and Article 32 of the VINATEX Charter.

4. Responsibilities of Supervisors shall comply with Chapter X of the VINATEX Charter.

Article 13. Term, Number, Composition, and Structure of the Board of Supervisors

1. Term, Number, Composition, and Structure.

a) The Board of Supervisors shall have between three (03) and five (05) members. The specific number of Supervisors for each term shall be determined by the General Meeting of Shareholders, including one (01) Head of the Board of Supervisors;

b) The term of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms;

In the event that Supervisors' terms expire simultaneously and the new-term Supervisors have not been elected, the outgoing Supervisors shall continue to fulfill their duties until the new-term Supervisors are elected and assume their roles;

c) At least one-half (1/2) of the members of the Board of Supervisors must reside in Vietnam;

d) The Head of the Board of Supervisors shall be elected among the Supervisors, and the election, dismissal, or removal shall follow the majority principle.

2. Qualifications and Conditions of Supervisors.

Supervisors must meet the qualifications and conditions as prescribed in Clause 6, Article 32 of the VINATEX Charter.

3. Nomination and Candidacy for Membership in the Board of Supervisors.

Shareholders or groups of Shareholders shall have the right to nominate candidates for the position of Supervisor in accordance with Clause 4, Article 11 of the VINATEX Charter by submitting nomination documents to VINATEX's head office.

a) The nomination dossier shall include the following information and documents:

- Information related to the candidate:

- + Full name, date of birth;
- + Educational background;
- + Professional qualifications;
- + Companies where the candidate currently holds the position of Supervisor and/or other managerial roles;
- + Candidate's relationships with persons related to VINATEX;
- + Candidate's relationships with VINATEX's major business partners;
- + Financial information and other matters that may affect the candidate's ability to perform the duties of a Supervisor if elected;
- + Other relevant information for the assessment of the candidate's

qualifications and conditions in accordance with the Law on Enterprises and the VINATEX Charter.

- A written commitment by the candidate affirming the truthfulness, accuracy, and rationality of the personal information provided; and a commitment to perform duties honestly, loyal, prudently, and in the interest of VINATEX if elected;

b) For a group of Shareholders: A list of the shareholders within the group and a written agreement on the nomination must be attached;

c) For a group of Shareholders: A list of the shareholders within the group and a written agreement on the nomination must be attached.

4. Voting Method for Electing Supervisors.

a) The election of Supervisors shall be conducted by cumulative voting, similarly to the election of members of the Board of Directors as stipulated in Clause 4, Article 7 of this Regulation;

b) In the event that the number of candidates nominated for the Board of Supervisors remains insufficient, the incumbent Board of Supervisors shall publish the procedure for nominating candidates to be approved by the General Meeting of Shareholders before the Board of Supervisors or other shareholders or groups of shareholders proceed with nominations.

5. Dismissal and Removal of Supervisors.

Supervisors shall be dismissed or removed in the cases stipulated in Clause 8, Article 32 of the VINATEX Charter, as follows:

a) In the cases specified at Points (a), (c), and (d) of Clause 8, Article 32 of the VINATEX Charter, the Head of the Board of Supervisors shall be responsible for collecting evidence and information, preparing a report and proposal, and submitting it to the Board of Supervisors for voting and issuing a written decision;

b) In the case specified at Point (b) of Clause 8, Article 32 of the VINATEX Charter, the Board of Supervisors shall issue a written acknowledgment and carry out information disclosure procedures in accordance with the law. In this case, the Supervisor in question shall not be allowed to participate in discussions or vote on the decisions of the Board of Supervisors from the date of signing the resignation letter;

c) The Board of Supervisors shall report the dismissal or removal of the above-mentioned Supervisor to the General Meeting of Shareholders at the nearest meeting.

6. Notification of the Election, Dismissal, and Removal of Supervisors.

In all cases of changes involving Supervisors, including election, dismissal, and removal, the Board of Supervisors shall carry out information disclosure procedures in accordance with securities laws.

7. Salary and Other Benefits of Members of the Board of Supervisors.

a) Supervisors shall receive salaries, remuneration, bonuses, and other benefits as approved by the General Meeting of Shareholders. The General Meeting of

Shareholders shall decide the total annual budget for salaries, remuneration, bonuses, other benefits, and operating expenses of the Board of Supervisors;

b) Supervisors shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and such expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

c) Salaries and expenses of the Board of Supervisors shall be recorded as business expenses of VINATEX in accordance with the regulations on corporate income tax and other relevant laws, and must be itemized in a separate line in VINATEX's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER V. GENERAL DIRECTOR

Article 14. Role, responsibilities, rights, and obligations of the General Director

1. The General Director is responsible for the day-to-day management of VINATEX's business operations; subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.

2. The responsibilities of the General Director are stipulated in Chapter VIII of the VINATEX Charter.

3. The rights and obligations of the General Director are specified in Clauses 3 and 4, Article 30 of the VINATEX Charter.

Article 15. Appointment, dismissal, signing, and termination of labor contract with the General Director and other executives of VINATEX

1. Term, qualifications, and conditions for the General Director.

a) The term of the General Director is aligned with the term of the Board of Directors, not exceeding five (05) years, and may be reappointed for an unlimited number of terms. The appointment may become invalid based on provisions of the General Director's labor contract (if any);

b) The General Director must meet the qualifications and conditions stipulated in Clause 1, Article 30 of the VINATEX Charter.

2. Appointment and signing of labor contract with the General Director.

a) The Board of Directors shall appoint one (01) of its members or another person as the General Director;

b) Signing of the labor contract with the General Director: the Chairman of the Board of Directors shall, on behalf of the Board of Directors, sign the labor contract with the General Director in accordance with current labor laws;

c) The procedures for appointment and labor contract signing with the General Director shall comply with Article 30 of the VINATEX Charter, the Regulation on

appointment, dismissal, and removal of personnel under the management of the Board of Directors, and current labor laws.

3. Dismissal, removal, termination of labor contract with the General Director and other executives of VINATEX.

a) The Board of Directors shall hold a meeting to vote on the dismissal or removal of the General Director. Such dismissal or removal shall be documented in a resolution or decision of the Board of Directors;

b) The Chairman of the Board of Directors shall, on behalf of the Board of Directors, terminate the labor contract with the General Director in accordance with current labor laws (in case of contract termination);

c) The procedures for dismissal, removal, and labor contract termination with the General Director shall comply with Article 30 of the VINATEX Charter, the Regulation on appointment, dismissal, and removal of personnel under the management of the Board of Directors, and current labor laws.

4. Salary and other benefits of the General Director and other executives of VINATEX.

a) The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors;

b) The salary of the General Director shall be accounted for as business expenses of VINATEX in accordance with laws on corporate income tax, recorded as a separate item in VINATEX's annual financial statements, and reported at the Annual General Meeting of Shareholders.

5. Notice on appointment, labor contract signing, dismissal, removal, and termination of labor contract with the General Director.

All cases of appointment, labor contract signing, dismissal, removal, and termination of labor contract with the General Director shall comply with information disclosure procedures as prescribed by securities laws, internal notifications within VINATEX, notification to relevant authorities, and posting on VINATEX's official website.

CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR

Article 16. Working Principles

1. Members of the Board of Directors, Supervisors, and the General Director must be responsible for their assigned tasks, actively and seriously coordinating activities to protect the legal rights and interests of Shareholders and VINATEX.

2. All members of the Board of Directors, Supervisors, and the General Director have the right to express their dissenting or non-conforming opinions on one or more issues and are responsible for explaining those opinions when requested.

Article 17. Coordination of Activities Between the Board of Directors, the Board of Supervisors, and the General Director

The coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director includes the following:

1. Procedures for convening meetings, notifying meeting invitations, recording minutes, and informing of meeting results between the Board of Directors, the Board of Supervisors, and the General Director.

a) The General Director and Supervisors have the right to attend meetings of the Board of Directors; the procedures and sequence for calling meetings are conducted according to the regulations in this Charter and the Regulations on the operation of the Board of Directors;

b) The agenda of the meeting between the Board of Directors, the Board of Supervisors, and the General Director will be integrated into the meeting agenda of the Board of Directors.

2. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director: This will be carried out in accordance with the provisions of Clause 11, Article 9 of this Charter.

3. Circumstances in which the General Director and the Board of Supervisors propose to convene a meeting of the Board of Directors and issues that require the Board of Directors' opinion:

a) Conflicts of rights and duties between the Board of Directors and the General Director;

b) Crises where the resolution exceeds the authority of the General Director;

c) Transactions and contracts where the General Director is a party involved;

d) Significant developments in the implementation of the resolutions and decisions of the Board of Directors;

e) Matters beyond the authority delegated by the Board of Directors to the General Director.

4. Reports of the General Director to the Board of Directors on the performance of assigned tasks and powers.

The report content of the General Director to the Board of Directors regarding the performance of assigned tasks and powers must be integrated into a separate item in the meeting agenda of the Board of Directors.

5. Review of the implementation of resolutions, decisions, and other delegated matters from the Board of Directors to the General Director. This must be integrated into a separate item in the meeting agenda of the Board of Directors.

6. Matters the General Director must report, provide information, and the method of informing the Board of Directors, the Board of Supervisors.

a) The General Director must provide information in an appropriate manner when a member of the Board of Directors or a Supervisor requests information or documents about the financial situation, business operations of VINATEX, and its subsidiaries according to the legal provisions, this Charter, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Board of Supervisors;

b) In the case where subcommittees of the Board of Directors (if any) request information in writing or by email, the General Director must provide information in writing or via email.

7. Coordination of control, operation, and supervision activities between members of the Board of Directors, **Supervisors**, and the General Director according to the tasks assigned to each member.

This must be carried out in accordance with the legal provisions, the VINATEX Charter, this Charter, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Board of Supervisors.

CHAPTER VII. INTERNAL MANAGEMENT REGULATION SYSTEM

Article 18. VINATEX's Internal Management Regulation System

VINATEX's internal management regulations are generally binding documents, applicable repeatedly to one or more subjects, issued by competent authorities. They include: The Regulation Level, issued by the Board of Directors after approval by the General Meeting of Shareholders, if required by law; The Rule and Procedure Levels, issued by the General Director who also acts as the legal representative, according to the delegation by the Board of Directors or as required by law.

1. Regulations: These are documents governing matters related to organizational operations, human resources, assignment and delegation of duties, authorities, norms, and unit prices applied within VINATEX and/or subsidiaries wholly owned by VINATEX, and/or representatives of VINATEX's capital in other enterprises. Regulations set forth the required outcomes and provide a framework based on principles.

2. Rules: These documents provide guidance on implementing legal regulations, the Charter of VINATEX, or VINATEX's Regulations. They contain technical and professional instructions to support VINATEX's management and operations.

3. Procedures: These documents outline the sequence of tasks, resources to be used (if necessary), and the responsibilities of relevant departments or individuals in coordinating and performing a specific activity or task.

CHAPTER VIII. EVALUATION, REWARDS, AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS OF VINATEX

Article 19. Annual Performance Evaluation

1. The Board of Directors is responsible for establishing performance evaluation criteria for members of the Board of Directors, the General Director, and other executive

officers of VINATEX.

2. The evaluation criteria must align individual interests with the long-term interests of VINATEX and its shareholders. Financial and non-financial indicators used in the evaluation must be carefully considered and determined by the Board of Directors based on the specific timing.

3. Annually, based on assigned functions, duties, and established criteria, the Board of Directors shall organize evaluations of each member of the Board of Directors, the General Director, and other executive officers of VINATEX.

4. The Head of the Board of Supervisors shall organize the performance evaluation of each Supervisor based on their assigned responsibilities.

Article 20. Rewards

1. The Board of Directors is responsible for establishing a reward system for members of the Board of Directors, the General Director, and other executive officers of VINATEX. The Head of the Board of Supervisors is responsible for establishing the reward system for Supervisors. Rewards shall be based on the results of the annual performance evaluation as specified in Article 21 of this Regulation.

2. Forms of rewards may include.

- a) Cash, and/or
- b) Shares, and/or
- c) Other forms (if any).

3. Sources of reward funding.

a) For members of the Board of Directors and the Board of Supervisors: the Board of Directors and the Board of Supervisors shall decide within the scope of the remuneration and bonus fund approved by the General Meeting of Shareholders.

b) For the General Director and other executive officers of VINATEX: reward funds shall be sourced from the Reward Fund, the reward fund of the executive management team, the capital representative at other enterprises, and other lawful sources, or may be accounted as pre-tax expenses in accordance with relevant laws. The reward level shall be determined based on the actual situation of each year.

Article 21. Disciplinary Actions

1. In the event of violations of VINATEX's internal management regulations or related laws, depending on the severity of the infraction, the VINATEX Reward and Discipline Council shall consider and issue appropriate disciplinary measures.

2. Any member of the Board of Directors, Supervisor, General Director, or executive officer of VINATEX who commits legal or internal regulation violations while performing their duties shall, depending on the severity, be subject to disciplinary action, administrative penalties, or criminal prosecution as prescribed by law. In cases of damage to the interests of VINATEX, shareholders, or other parties, the individual shall be liable for compensation in accordance with the law.

CHAPTER IX. IMPLEMENTING PROVISIONS

Article 22. Effectiveness and Amendments to the Regulation

1. Any matters not specified in this Regulation shall be governed by the Charter of VINATEX and the provisions of applicable laws. In cases where this Regulation contains provisions that differ from or conflict with the Charter of VINATEX or applicable laws, the provisions of the Charter and/or applicable laws shall prevail

2. Amendments, supplements, or replacements of the provisions of this Regulation shall be decided by the General Meeting of Shareholders.

Article 23. Implementation Provisions

1. The Internal Corporate Governance Regulations of VINATEX consist of 9 chapters and 23 articles, and shall take effect from June 16, 2025, replacing the Internal Corporate Governance Regulations of VINATEX issued under Resolution No. 08/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated June 29, 2021.

2. Shareholders, the Board of Directors, the Board of Supervisors, the General Director, other executive officers, and all officers and employees of VINATEX are responsible for implementing this Regulation./.

ON BEHALF OF THE BOARD OF DIRECTORS



Le Tien Trung