

VIETNAM NATIONAL
INDUSTRY - ENERGY GROUP
PETROVIETNAM ENGINEERING
CONSULTANCY - JSC

No: 80/TTr-DHDCD-TKDK

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, May 30, 2025

PROPOSAL

Re: Promulgation of the Operating Regulations of the Board of Directors

To: The 2025 Annual General Meeting of Shareholders

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

Pursuant to the Law on Securities No. 59/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, and its guiding documents;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance providing guidance on certain corporate governance provisions applicable to public companies under Decree No. 155/2020/ND-CP dated December 31st, 2020, of the Government detailing the implementation of several provisions of the Law on Securities;

Pursuant to the Charter of the PetroVietnam Engineering Consultancy - JSC ("PVE Charter") issued on June 29th, 2018;

The Board of Directors respectfully submits to the General Meeting of Shareholders for review and approval the Operating Regulations of the Board of Directors of the PetroVietnam Engineering Consultancy – JSC, which has been developed in accordance with Article 278 of Decree No. 155/2020/ND-CP, with terms as set out in the attached draft.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

ON BEHALF OF THE BOARD OF
DIRECTORS

CHAIRMAN



TA DUC TIEN

**INTERNAL REGULATIONS ON THE OPERATION OF THE BOARD OF
DIRECTORS OF
PETROVIETNAM ENGINEERING CONSULTANCY JOINT STOCK
COMPANY**

Ho Chi Minh City, June 24, 2025



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CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on the operation of the Board of Directors of PetroVietnam Engineering Consultancy Joint Stock Corporation (“Regulations”) stipulate the organizational structure, principles of operation, powers, and duties of the Board of Directors (“BOD”) and its members to ensure compliance with the Law on Enterprises, the Law on Securities, the Charter of the Company, and other relevant legal provisions.
2. Subjects of application: This Regulations apply to the BOD and BOD Members of the Company.

Article 2. Definitions and terms

Unless otherwise provided by the context, the terms defined and abbreviated in the Charter of the Company and the Internal Regulations on Corporate Governance shall have the same meaning as prescribed in this Regulation.

Article 3. Principles of operation of the BOD

1. The BOD operates on the principle of collective decision-making, with resolutions adopted by majority vote. Each BOD Member is individually responsible for their assigned duties and collectively responsible before the GMS and under the law for the resolutions and decisions of the BOD regarding the development of the Company.
2. The BOD assigns responsibility to the General Director (“GD”) to organize and implement the resolutions and decisions of the BOD.
3. All activities of the BOD, BOD Members, and supporting apparatus of the BOD must comply with the provisions of law, the Charter of the Company, and serve the interests of the Company.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of BOD Members

1. BOD Members shall have all rights as prescribed by the Law on Enterprises, the Law on Securities, the Charter of the Company, these Regulations, and other applicable laws and internal regulations, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its subsidiaries/affiliated entities.
2. BOD Members shall have the obligations as prescribed by law, the Charter of the Company, and the following obligations:
 - a) To perform their duties honestly and prudently for the best interests of shareholders and the Company;
 - b) To fully attend BOD meetings and give opinions on issues raised for discussion;
 - c) To promptly and fully report to the BOD any remuneration received from subsidiaries, affiliates, and other organizations;

- d) To report to the BOD at the nearest meeting on any transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of charter capital, and themselves or their related persons; and on transactions between the Company and any company where the BOD Member is a founding member or has served as a manager within the last three (03) years prior to the transaction;
- e) To make public disclosure when conducting transactions in the Company's shares as required by law.

Article 5. Right to access information of BOD Members

- 1. BOD Members have the right to request the GD, DGDs, other managers of the Company, and the Company's representatives at subsidiaries/affiliates to provide information and documents on the financial status and business operations of the Company and its subsidiaries/affiliates.
- 2. Managers upon request must provide timely, complete, and accurate information and documents as requested by the BOD Member.

Article 6. Term and number of BOD Members

- 1. The number of BOD Members shall be five (05);
- 2. The term of office of a BOD Member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all BOD Members simultaneously conclude their terms of office, such members shall continue to serve as BOD Members until new members are elected and assume their duties.

Article 7. Standards and conditions for BOD Members

- 1. The standards and conditions for BOD Members shall be as specified in Clause 4, Article 24 of the Charter of the Company.
- 2. An Independent BOD Member must satisfy the following standards and conditions:
 - a) Not currently working for the Company, its parent company, or its subsidiaries; not having worked for the Company, its parent company, or its subsidiaries for at least three (03) consecutive years prior to the current time;
 - b) Not currently receiving a salary or remuneration from the Company, except for allowances to which BOD Members are entitled under regulations;
 - c) Not being a person whose spouse, biological parent, adoptive parent, biological child, adopted child, or sibling is a major shareholder of the Company or a manager of the Company or its subsidiaries;
 - d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;
 - e) Not having previously served as a BOD Member or Supervisor of the Company for at least five (05) consecutive years prior to this term, except in cases of continuous appointment for two (02) consecutive terms.

Article 8. Chairman of the BOD

- 1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among the BOD Members.

2. The Chairman of the BOD may not concurrently serve as the GD.
3. The Chairman of the BOD has the following rights and obligations:
 - a) To establish the work programs and plans of the BOD;
 - b) To prepare the agenda, contents, and materials for meetings; to convene, preside over, and act as chairperson of BOD meetings;
 - c) To organize the adoption of resolutions and decisions of the BOD;
 - d) To supervise the implementation of BOD resolutions and decisions;
 - e) To preside over meetings of the GMS;
 - f) Other rights and obligations as provided by law and the Charter of the Company.
4. In the event the Chairman of the BOD resigns or is dismissed or removed, the BOD must elect a replacement within ten (10) days from the date of resignation or dismissal/removal.
5. In the event the Chairman of the BOD is absent or unable to perform their duties, they must authorize in writing another BOD Member to perform the rights and obligations of the Chairman of the BOD.
6. If there is no authorized person, or if the Chairman of the BOD is deceased, missing, under temporary detention, serving a prison sentence, subject to compulsory education or rehabilitation measures, has fled residence, is limited or incapable of civil acts, is experiencing cognitive or behavioral difficulties, or is prohibited by a court from holding office, practicing, or performing certain jobs, the remaining BOD Members shall elect one among themselves to serve as Chairman of the BOD by majority vote, until a new decision is made by the BOD.
7. When deemed necessary, the BOD may appoint a company secretary. The company secretary shall have the following rights and obligations:
 - a) To assist in organizing the convening of the GMS and BOD meetings, and record meeting minutes;
 - b) To support BOD Members in performing their assigned rights and obligations;
 - c) To support the BOD in implementing corporate governance principles;
 - d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders, and in complying with information disclosure and administrative procedures;
 - e) Other rights and obligations as stipulated by the Charter of the Company.

Article 9. Dismissal, removal, replacement, and supplementation of BOD Members

The dismissal, removal, replacement, and supplementation of BOD Members shall be carried out in accordance with Clause 5, Article 10 of the Company's Internal Regulations on Corporate Governance.

Article 10. Procedures for election, dismissal, and removal of BOD Members

1. A shareholder or group of shareholders holding 10% or more of the total number of ordinary shares has the right to nominate candidates for the BOD, as follows: Shareholders or groups

of shareholders holding from 10% to less than 15% of the total ordinary shares may nominate one (01) candidate; from 15% to less than 25% may nominate two (02) candidates; from 25% to less than 35% may nominate three (03) candidates; from 35% to less than 50% may nominate four (04) candidates; and from 50% or more may nominate the full number of candidates.

2. In the event that the number of BOD Member candidates nominated and self-nominated is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD shall nominate additional candidates or organize nominations in accordance with the mechanism provided in the Company's Internal Regulations on Corporate Governance. The nomination of additional candidates by the incumbent BOD must be publicly disclosed prior to the GMS voting on the election of BOD Members as prescribed by law.
3. The election of BOD Members shall be conducted by cumulative voting in accordance with Clause 3, Article 148 of the Law on Enterprises.
4. The dismissal and removal of BOD Members shall be decided by the GMS by ballot.

Article 11. Disclosure of election, dismissal, and removal of BOD Members

1. Where candidates for the BOD have been identified, the Company must disclose information relating to the candidates at least ten (10) days prior to the opening date of the GMS meeting on the Company's website so that shareholders can review such information before voting. Each candidate for the BOD must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must also commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a BOD Member. The information on BOD candidates to be disclosed includes:
 - a) Full name, date, month, year of birth;
 - b) Professional qualifications;
 - c) Employment history;
 - d) Other management positions (including BOD positions at other companies);
 - e) Interests related to the Company and related parties of the Company;
 - f) Other information (if any) as stipulated in the Charter of the Company.

The Company is also responsible for disclosing information on companies where the candidate is currently holding the position of BOD Member, other managerial titles, and any interests related to such companies (if any).

2. Notice of the results of election, dismissal, and removal of BOD Members shall be made in accordance with the laws on information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 12. Rights and duties of the BOD

1. The BOD is the management body of the Company, vested with full authority to act on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for those rights and obligations that fall within the authority of the GMS.
2. The rights and duties of the BOD are specified in Article 26 of the Charter of the Company.
3. The BOD adopts resolutions and decisions by voting at meetings or by collecting written opinions. Each BOD Member has one vote.
4. In the event that a resolution or decision of the BOD is passed in violation of the law, resolutions of the GMS, or the Charter of the Company, causing damage to the Company, the BOD Members who voted in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for any resulting damage; those who voted against the resolution or decision shall be exempt from liability. In such cases, shareholders of the Company have the right to request the Court to suspend the implementation or annul such resolution or decision.

Article 13. Duties and powers of the BOD in approving and executing contracts and transactions

1. The BOD shall approve contracts or transactions with a value of less than 35%, or transactions resulting in an aggregate value arising within 12 months from the date of the first transaction being less than 35% of the total asset value stated in the most recent financial statements of the Company, entered into between the Company and any of the following entities:
 - BOD Members, Supervisors, GD, other Managers, and their related persons;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
 - Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.
2. In such cases, the representative of the Company signing the contract or transaction must notify the BOD and the SB of the related parties to such contract or transaction and submit a draft contract or the principal terms of the transaction. The BOD shall decide whether to approve the contract or transaction within 5 working days or a longer period if deemed necessary by the Chairman of the BOD, but in any case no more than 15 working days from the date the BOD receives the notification. The date of receipt by the BOD is the date on which the Secretary of the BOD signs the delivery receipt from the postal service provider or the acknowledgment receipt if received directly. BOD Members with related interests to the parties involved in the contract or transaction shall not have voting rights.

Article 14. Responsibilities of the BOD in convening an extraordinary GMS

1. The BOD convenes an extraordinary GMS in the following cases:
 - a) The BOD deems it necessary for the benefit of the Company;
 - b) The number of BOD members or Supervisors remaining is less than the statutory minimum;

- c) At the request of shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises. A request to convene a GMS must be made in writing, clearly stating the reasons and purposes of the meeting, and bear the signatures of all relevant shareholders, or be prepared in multiple copies and compiled with the signatures of all relevant shareholders;
- d) At the request of the SB;
- e) Other cases as stipulated by law and the Company Charter.

2. Convening an extraordinary GMS

The BOD must convene an extraordinary GMS within thirty (30) days from the date when the number of BOD Members or Supervisors falls below the statutory minimum, or upon receipt of the request as stipulated at Points (c) and (d), Clause 1 of this Article..

3. The convener of the GMS is responsible for performing the following tasks:

- a) Preparing the list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS must be made no more than ten (10) days before the date of sending the meeting invitation. The Company must disclose information on the record date for the GMS at least twenty (20) days prior to the last registration date;
- b) Preparing the agenda and content of the meeting;
- c) Preparing materials for the meeting;
- d) Drafting the GMS resolution in accordance with the expected content of the meeting; and, in the case of election of BOD Members or Supervisors, preparing the list and detailed information of candidates;
- e) Determining the time and venue of the meeting;
- f) Notifying and sending the meeting invitation to all shareholders eligible to attend the GMS;
- g) Carrying out other tasks necessary for the organization of the meeting.

Article 15. BOD committees

- 1. The BOD may establish committees to be responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of committee members shall be determined by the BOD, with a minimum of three (03) members, including BOD Members and external members. Independent BOD Members and non-executive BOD Members should constitute the majority of any committee, and one of these members shall be appointed as the Head of the committee by decision of the BOD. The activities of each committee must comply with the regulations of the BOD. Resolutions of a committee shall only be effective if adopted by a majority of the committee members present and voting at the committee meeting.
- 2. The implementation of decisions of the BOD or of any BOD committee must comply with applicable laws, the Charter of the Company, and this Regulations.

CHAPTER IV. MEETINGS OF BOARD OF DIRECTORS

Article 16. BOD meetings

1. The BOD shall meet at least once every quarter or may hold extraordinary meetings or meetings by way of written opinions.

The BOD shall pass resolutions and decisions by voting at meetings or by collecting written opinions. Each BOD Member shall have one vote.

2. The Chairman of the BOD shall convene a BOD meeting in the following cases:
 - a) At the request of the SB or an independent BOD member;
 - b) At the request of the GD or at least 05 other Managers;
 - c) At the request of at least 02 BOD Members;
 - d) When the Chairman of the BOD deems it necessary for the benefit of the Company.

The request under this item must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the BOD.

3. The Chairman of the BOD must convene a BOD meeting within seven (07) working days from the date of receiving a request as stipulated in Point a, b, c of Clause 2 of this Article. In case of failure to convene the BOD meeting as requested, the Chairman of the BOD shall be liable for any damage caused to the Company, and the requesting party shall have the right to convene the BOD meeting in place of the Chairman.
4. The Chairman of the BOD or the person convening the BOD meeting must send the meeting invitation to the meeting at least 03 working days prior to the meeting date. If deemed necessary, the Chairman of the BOD may convene the meeting and send the meeting invitation within a shorter period. The notice must specify the time and venue of the meeting, the agenda, matters for discussion and decision, and must be accompanied by meeting materials and the voting ballot of BOD members.

BOD Members and the GD may, depending on the actual situation of the Company, propose to add other items to the meeting agenda. Such proposals must be submitted to the BOD at least two (02) days prior to the meeting, using Form 01 attached as an Appendix to these Regulations. In the case where the proposed item requires a resolution, the proposer must submit a written proposal along with relevant information and documents (if any).

The BOD meeting invitation may be delivered by written invitation, telephone, fax, electronic means, or other methods and must ensure delivery to the contact address of each BOD Member and Supervisor registered with the Company. Each BOD Member and Supervisor must register their telephone number, contact address, and email address with the BOD Secretary within one (01) working day from the start of their term of office. In the event of any change to the registered information, the BOD Member or Supervisor must notify the BOD Secretary in writing. The most recently registered contact information maintained by the Company shall continue to be used for communication purposes until the BOD Secretary receives written notice of the change.

5. The Chairman of the BOD or the person convening the meeting shall send the meeting invitation and attachment to the Supervisors in the same manner as to the BOD Members.
Supervisors have the right to attend and discuss at BOD meetings but do not have voting rights.
6. A meeting of the Board of Directors shall be valid when at least three-fourths (3/4) of the total BOD Members are present.

If the meeting is convened in accordance with the above, but the required quorum is not met, a second meeting may be convened within two (02) working days from the date of the first intended meeting. In this case, the meeting shall proceed if more than half of the total BOD Members attend.
7. BOD Members are considered to be present and entitled to vote at the meeting in the following cases:
 - a) Attending and voting in person at the meeting;
 - b) Appointing another BOD Member as proxy to attend and vote, in accordance with Clause 10 of this Article;
 - c) Attending and voting via online conference, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting by mail, fax, or email.
8. BOD meetings may be conducted in the form of online conferences or by other means, whereby some or all BOD Members are in different locations, provided that each Member participating in the meeting is able to:
 - a) Hear each other BOD Member speak at the meeting; and
 - b) Speak to all other BOD Members participating simultaneously, if desired. BOD Members participating in such a meeting are deemed "present" at that meeting.

Resolutions adopted at meetings held in the form of online conferences or other forms are effective as if adopted at an in-person meeting, provided that they are approved by the majority of BOD Members present.
9. A BOD Member may submit their voting ballot to the meeting by mail, fax, or email. In the case of submitting a ballot by mail, the ballot must be placed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour prior to the commencement of the meeting. The ballot shall only be opened in the presence of all attendees.
10. BOD Members must attend all BOD meetings. A BOD Member may authorize another BOD Member to attend the meeting on their behalf in accordance with Clause 8, Article 12 of the Company's Internal Regulations on Corporate Governance.
11. Discussion and voting at the meeting:

BOD Members have the right to discuss and express their opinions on matters on the meeting agenda and shall be individually responsible for their comments, assessments, statements, and votes.

BOD Members may reserve their opinions and request that such reservations be recorded in the meeting minutes.

To ensure adequate information for voting, upon the proposal of a BOD Member or as otherwise deemed necessary, the Chairman of the BOD may invite relevant parties who are not BOD Members to attend the meeting and present their opinions upon request. The costs of inviting such parties shall be paid in accordance with the regulations.

12. Receipt, processing, and execution of BOD documents:

Documents sent to the BOD or the Chairman of the BOD: The administrative office of the Executive Boards is responsible for recording and forwarding to the Chairman of the BOD for consideration and handling. After receiving instructions from the Chairman, the BOD Secretary is responsible for forwarding the documents to BOD Members, Supervisors, departments, offices, units, and relevant individuals for implementation.

Outgoing documents of the BOD or the Chairman of the BOD: The BOD Secretary is responsible for logging, assigning numbers, and recording the date of issuance. The administrative office is responsible for dispatching and delivering outgoing documents to the recipients as indicated. The storage of BOD documents is handled by the administrative office and the BOD Secretary of the Company.

13. Resolutions and decisions of the BOD are adopted if approved by the majority of BOD Members present at the meeting.

Article 17. Minutes of BOD meetings and BOD resolutions

The preparation of minutes of BOD meetings and the adoption and disclosure of BOD resolutions shall be carried out in accordance with Clauses 9 and 10, Article 12 of the Company's Internal Regulations on Corporate Governance.

Article 18. Adoption of resolutions by written opinions

1. For matters that the Chairman of the BOD deems unnecessary to convene a BOD meeting, the Chairman of the BOD may organize written opinions with BOD Members to decide on matters within its authority. The organization of written opinions and the review and approval process shall be completed within ten (10) working days from the date of receipt of the submission from the GD or from the competent authority, unless an extension is granted in accordance with Clause 2 of this Article.
2. The written opinions form, draft resolution, and related documents shall be sent to each BOD Member and Supervisor. BOD Members shall respond to the form within five (05) working days from the date of receipt. The voting period may be extended at the request of a BOD Member and with the consent of the Chairman of the BOD.
3. BOD Members have the right to request the GD, relevant units, or individuals to provide information, clarification, or further explanation on matters related to the written opinions. If deemed necessary, the Chairman of the BOD may organize a discussion session or meeting involving relevant parties before voting. Opinions expressed at such sessions do not substitute for the officially issued Written Voting Forms.
4. BOD Members shall vote by signing the written consultation form as prescribed in Form 02 of the Appendix attached to these Regulations.
5. Collection of voting opinions form and adoption of BOD resolution:

- a) The BOD Secretary is responsible for receiving and counting the completed opinions forms and preparing a summary minutes of the voting results as prescribed in Form 03 of the Appendix attached to this Regulation.
- b) The summary minutes of voting results shall be submitted to the Chairman of the BOD within two (02) working days from the time of receipt of all opinions forms from BOD Members or the expiration of the voting period, whichever comes first.
- c) A matter is considered approved when it receives a majority of affirmative votes. In the event of a tie, the final decision belongs to the side supported by the Chairman of the BOD.
- d) Resolutions passed by written opinions have the same effect as those adopted at BOD meetings. The resolution must be issued by the BOD no later than two (02) days from the date of receipt of the summary minutes of voting results.
- e) The minutes of the vote counting and the resolutions adopted by written opinions shall be disclosed, circulated, and archived in accordance with the relevant regulations.

CHAPTER V. REPORT AND DISCLOSURE OF INTERESTS

Article 19. Submission of reports

- 1. At the end of each fiscal year, the BOD must submit the following reports to the GMS:
 - a) The business results report of the Company;
 - b) The financial statements;
 - c) The management and operation assessment report of the Company;
 - d) The appraisal report of the SB.
- 2. The reports specified in Points a, b, and c of Clause 1 of this Article must be sent to the SB for appraisal no later than thirty (30) days before the date of the annual GMS meeting.
- 3. The reports specified in this Article, the appraisal report of the SB, and the audit report must be kept at the Company's head office no later than ten (10) days before the date of the annual GMS meeting. Shareholders who have continuously held shares of the Company for at least one (01) year have the right to personally, or together with a lawyer, accountant, or certified auditor, directly review the reports specified in this Article.

Article 20. Remuneration, bonus, and other benefits of BOD Members

Remuneration, bonus, and other benefits of BOD Members shall be implemented in accordance with Article 27 of the Charter and applicable laws.

Article 21. Disclosure of related interests

- 1. BOD Members must declare to the Company any related interests, including:
 - a) The name, enterprise code, head office address, business lines of the enterprise in which the BOD Member acts as the owner or holds contributed capital or shares; the percentage and time of becoming the owner or of acquiring such contributed capital or shares;

- b) The name, enterprise code, head office address, business lines of any enterprise in which related persons of the BOD Member act as the owner, co-owner, or sole owner of contributed capital or shares accounting for more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 22. Relationship among BOD Members

1. The relationship among BOD Members is a cooperative one. BOD Members are responsible for informing one another about matters related to the tasks assigned to them.
2. During the execution of their assigned tasks, the BOD Member primarily responsible must proactively coordinate with others, especially if the issue involves areas overseen by other BOD Members. In case of differing opinions among BOD Members, the member with primary responsibility shall report to the Chairman of the BOD for consideration and decision in accordance with their authority, or for organizing a meeting or collecting opinions from BOD Members as stipulated by law, the Charter of the Company, the Internal Regulations on Corporate Governance, and these Regulations.
3. In the event of a reassignment of duties among BOD Members, the involved members must hand over relevant work, files, and documents. This handover must be documented in writing and reported to the Chairman of the BOD.

Article 23. Relationship of the BOD with the executive board

1. As the governing body, the BOD issues resolutions for implementation by the GD and the Executive Board, and supervises the execution of such resolutions and decisions.
2. The relationship between the BOD and the GD and the Executive Board shall be governed by applicable laws, the Charter of the Company, the Internal Regulations on Corporate Governance, and these Regulations.
3. The BOD ensures all necessary conditions regarding mechanisms, policies, and resources for the GD to fulfill assigned tasks.
4. The resolutions and decisions of the BOD are binding. In the event of differences of opinion between the BOD and the GD regarding a particular matter, the resolution or decision of the BOD shall prevail, and the GD must comply. The GD may reserve their opinion and be exempt from liability for any consequences (if any) related to the above resolution or decision.
5. The GD and the Executive Board are responsible for providing full and timely information upon request of BOD Members to fulfill their assigned duties.

Article 24. Relationship of the BOD with the SB

1. The relationship between the BOD and the SB is one of coordination. The working relationship between the BOD and the SB is based on the principles of equality and independence, while

maintaining close coordination and mutual support in the performance of their duties. The coordination activities between the BOD and the SB shall be conducted in accordance with applicable laws, the Charter of the Company, and the Internal Regulations on Corporate Governance.

2. The BOD respects the SB's authority to review the reasonableness and legality of management activities and facilitates the SB's inspection of business operations, accounting records, and the financial statements of the Company.
3. The BOD provides all necessary support to Supervisors in performing their functions and authorities; upon receipt of inspection reports or summary reports from the SB, the BOD is responsible for directing relevant departments to promptly address any issues raised.
4. The Chairman of the BOD ensures that meeting invitations, voting ballots for BOD Members, and accompanying materials are sent to the SB at the same time and by the same method as to BOD Members.
5. In addition to regular reporting information, Supervisors may request the BOD to provide information and documents regarding the management and operation of the Company's business activities.

Article 25. Relationship of the BOD with the Party Organization, Trade Union, Veterans Association, and Youth Union

The BOD shall coordinate with and facilitate the Party Organization, Trade Union, Veterans Association, and Youth Union in performing their functions, duties, and authorities in accordance with the law, the Charter of the Company, the charters of these organizations at the Company, and other coordination regulations of the Company.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 26. Implementation provisions

1. These Regulations consists of 07 Chapters and 26 Articles, which was unanimously approved by the GMS of PetroVietnam Engineering Consultancy Joint Stock Company on June 24, 2025, at the 2025 Annual general meeting of shareholders, and takes effect from the date of approval, replacing the "Regulations on Operations of the Board of Directors of PetroVietnam Engineering Consultancy JSC" issued together with Decision No. 32/QĐ-HĐQT dated December 25, 2018.
2. The BOD is responsible for amending and supplementing this Regulation and reporting to the GMS for approval in accordance with current regulations.
3. This is an English version, if there is any discrepancy or different understanding between the Vietnamese version and the English version, the Vietnamese version shall prevail.
4. In the event of any inconsistency between these Regulations and the Charter of the Company or the Internal Regulations on Corporate Governance of the Company, the provisions of the Charter and the Internal Regulations on Corporate Governance of the Company shall prevail in order of priority. Matters not specified in these Regulations shall be governed by the law, the Charter of the Company, and resolutions of the GMS.

5. Copies or extracts of the Regulations on operations of the Board of Directors shall be valid when signed by the Chairman of the BOD or at least one half (1/2) of the total BOD Members or the legal representative of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



TA DUC TIEN

APPENDIX

Issued together with the Regulations on the operation of the Board of Directors of PetroVietnam Engineering Consultancy – Joint Stock Company, adopted on June 24, 2025

VIETNAM NATIONAL INDUSTRY –
ENERGY GROUP

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

PETROVIETNAM ENGINEERING
CONSULTANCY – JSC

No:/.....

.....

PROPOSAL FORM

Add agenda items to the Board of Directors' meeting

To: Chairman of the Board of Directors of the PetroVietnam Engineering Consultancy

Full name of Board Member:.....

Pursuant to the Charter and the Internal Regulations on Corporate Governance of the Company, based on the agenda attached to the Meeting Invitation of the Board of Directors No. ____/____ dated ____/____/____, I propose to add the following items to the agenda of the Board of Directors' meeting:

1/

Purpose: ☐ discussion

☐ decision(*)

2/

Purpose: ☐ discussion

☐ decision(*)

Respectfully submitted./.

Recipients:

- As above;
- Members of BOD;
- Supervisory Board;
- Archived: Secretary to the BO.

BOARD MEMBER

(Signature, full name)

Attached documents:

-.....

* Note: In cases where the proposed item is to be submitted to the meeting for a decision, the proposer must attach a Drafted resolution and relevant information or documents (if any).

VIETNAM NATIONAL INDUSTRY –
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**PETROVIETNAM ENGINEERING
CONSULTANCY – JSC**

No:/.....

WRITTEN OPINIONS FORM

Regarding:

To: Members of the Board of Directors

CC: Supervisory Board

PetroVietnam Engineering Consultancy – JSC (PVE)

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, effective from January 1, 2021;

Pursuant to the Charter and the Internal Regulations on Corporate Governance of the PetroVietnam Engineering Consultancy – JSC

On....., the Board of Directors (BOD) received document(s) regarding

In accordance with the rights and obligations of the Chairman of the BOD, the Chairman issues this Written opinions Form to the BOD Members for voting on the following matter:

Item for consultation: Approval [Adoption] on

| Voting | BOD Member sign and write their full name in the box corresponding to their opinion: |
|---|--|
| Agree with the Item for consultation | |
| Disagree with the Item for consultation | |

| Voting | BOD Member sign and write their full name in the box corresponding to their opinion: |
|---|--|
| Abstain from voting | |
| <p><i>Comments (if any): (comments in this section are for reference only and will be recorded in the Minutes of Vote Counting. They are not counted towards the voting ratio as prescribed.)</i></p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> | |

Reason for consultation: To enable the Board of Directors to issue a Resolution [Decision].

Method of expressing opinion: Choose one (01) of the voting options (Agree, Disagree, Abstain) for each item and sign in the corresponding box.

Deadline for submission: Before... hours..., / ... /

Attached documents:

-
- Draft Resolution [Decision] of the Board of Directors.

Submission and address for responses: The original Written Opinions Form must be sealed in an envelope and sent to the Board of Directors by one of the following methods::

- Delivered directly to the Board Secretary: [...] – Phone number:
- Sent by registered mail to: PetroVietnam Engineering Consultancy – JSC, [...]. Recipient: [...] – Phone number: [...].

Recipients:

- As above;
- Archived: Office, Board Secretary.

ON BEHALF OF THE BOD
CHAIRMAN

VIETNAM NATIONAL INDUSTRY –
ENERGY GROUP

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

**PETROVIETNAM ENGINEERING
CONSULTANCY – JSC**

No:/.....

MINUTES

COLLECTION OF WRITTEN OPINIONS FORMS OF BOD MEMBERS

Regarding:

Company Name: PetroVietnam Engineering Consultancy – JSC
Address: [...]
Business Registration Certificate: No. 0301479273 issued by the Department of Planning and Investment of Ho Chi Minh City, first issued on September 14, 2005, amended for thetimed on [dated].....
Time of compilation: [hours],[dated].../.../....
Date of compilation: Office of the Company at [...]

BOD Members who received the Written opinions Form::

| | |
|-------------|-----------------------------------|
| – Mr. [...] | – Chairman of the Board |
| – Mr. [...] | – Member of the Board |
| – Mr. [...] | – Member of the Board |
| – Ms. [...] | – Member of the Board |
| – Mr. [...] | – Independent Member of the Board |

Compiled by: – Ms. [...] – Board Secretary
Supervised by:: – Mr.... –

On.../.../..., the Chairman of the Board of Directors issued Written Opinions Form No./PLYK-HDQT to collect opinions from the Members of the Board of Directors regarding:

Items for Consultation and Voting Results:

I. Items for Consultation:

.....

II. Vote Counting Results:

2.1. Number of forms issued

The Board of Directors issued [...] **Written opinions Forms**, sent to the following Members:

- | | |
|-------------|-----------------------------------|
| – Mr. [...] | – Chairman of the Board |
| – Mr. [...] | – Member of the Board |
| – Mr. [...] | – Member of the Board |
| – Ms. [...] | – Member of the Board |
| – Mr. [...] | – Independent Member of the Board |

2.2. Number of forms received

The Board of Directors received **Written opinions Forms** returned to the Board Secretary in accordance with the time and place requirements, from the following Members:

- + Mr/Ms..... – Member of the Board;
- + Mr/Ms..... – Member of the Board;
- + Mr/Ms..... – Member of the Board;
- + Mr/Ms..... – Member of the Board;

2.3. Voting results

- Votes without voting rights: **forms**, from the following Members:

+ Mr/Ms..... – Member of the Board;

Lý do:

- Votes in favor: **forms**, from the following Members:

+ Mr/Ms..... – Member of the Board;

+ Mr/Ms..... – Member of the Board;

- Votes against: **forms**, from the following Members:

+ Mr/Ms..... – Member of the Board;

+ Mr/Ms..... – Member of the Board;

- Votes abstained: **forms**, from the following Members:

+ Mr/Ms..... – Member of the Board;

+ Mr/Ms..... – Member of the Board.

III. Resolution:

With...../..... votes in favor, representing%, the item [has/has not] met the majority requirement and [has/has not] been approved by the Board of Directors.

Accordingly, pursuant to the Charter and the Regulations on the operation of the Board of Directors, the item in Written opinions Form No. /PLYK-HĐQT dated .../.../... is [approved/not approved] by the Board of Directors.

Specifically: [Approved/Not approved]

IV. Suggestions recorded from Members:

- Mr/Ms..... – Member of the Board, submitted the following suggestion:
“ ”

V. Summary:

These Minutes consist of ... (...) pages, made in 02 (two) originals of equal legal validity and kept by the Board Secretary.

Attached to these Minutes are the Written opinions Forms of the Board of Directors' Members of PetroVietnam Engineering Consultancy – JSC.

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signature and full name)

TA DUC TIEN

COMPILER

(Signature and full name)

SUPERVISOR

(Signature and full name)

[...]

[...]

Recipients:

- Supervisory Board, Board of Directors;
- Archived: the Board Secretary.