

Ho Chi Minh City, May 30, 2025

PROPOSAL

Re: Promulgation of the Internal Corporate Governance Regulation

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 Internal Corporate Governance Regulation of the PetroVietnam Engineering Consultancy - JSC, which has been developed based on the model Internal Governance Regulation provided in Appendix II issued together with Circular No. 116/2020/TT-BTC, 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**

A red circular official stamp of PetroVietnam Engineering Consultancy - JSC. The text inside the stamp includes 'M.S.D.N: 0301479273-C', 'TỔNG CÔNG TY TƯ VẤN THIẾT KẾ DẦU KHÍ', 'CÔNG TY CỔ PHẦN', and 'HƯNG BÉ - TP. HỒ CHÍ MINH'. A blue ink signature is written across the stamp.

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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE 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: This Internal Regulations on Corporate Governance (“Regulations”) provide for the roles, rights, and obligations of the General Meeting of Shareholders, Board of Directors, and General Director; the procedures for convening and conducting the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, Supervisors, General Director, and other activities as stipulated in the Company Charter and other prevailing laws.
2. Subjects of Application: These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related parties.

Article 2. Definitions

1. Unless otherwise provided by context, terms defined in the Company Charter shall have the same meaning as used in these Regulations.
2. The definitions and abbreviations used in these Regulations include:

Corporate Governance: A system of rules to ensure that the Company is directed, managed, and effectively controlled in the interests of shareholders and stakeholders of PetroVietnam Engineering Consultancy - Joint Stock Company;

GMS: General Meeting of Shareholders;

BOD: Board of Directors;

BOD Member: Member of the Board of Directors;

GD: General Director;

DGD: Deputy General Director;

CA: Chief Accountant;

SB: Supervisory Board;

Supervisor: Member of the Supervisory Board.
3. In these Regulations, any reference to one or more articles or legal documents shall include amendments, supplements, or replacements thereof.

Article 3. Principles of corporate governance

The principles of corporate governance include:

1. Compliance with applicable laws and regulations;
2. Ensuring an effective governance structure;
3. Protection of shareholders’ rights;
4. Equitable treatment of shareholders;
5. Ensuring no conflicts of interest with stakeholders of the Company;
6. Transparency in the Company’s operations;

7. The effective leadership and oversight role of the BOD and the Executive Board in managing and controlling the Company.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 4. Role, rights, and obligations of the GMS

1. The GMS consists of all shareholders with voting rights and is the highest decision-making body of the Company.
2. The rights and obligations of the GMS are as provided in Article 15 of the Company Charter.

Article 5. Sequence, procedures for convening and passing resolutions at the GMS by voting at the GMS meeting

1. Authority to convene the GMS
 - a) The BOD convenes the annual GMS.
 - b) The BOD convenes an extraordinary GMS in the following cases:
 - The BOD deems it necessary for the benefit of the Company;
 - The number of BOD members or Supervisors remaining is less than the statutory minimum;
 - At the request of shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises;
 - At the request of the SB;
 - Other cases as stipulated by law and the Company Charter.

The convening of an extraordinary GMS shall be conducted in accordance with Clause 4, Article 14 of the Company Charter.

2. List of shareholders entitled to attend the GMS

The convener of the GMS shall prepare a list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of invitation to the GMS.

3. Notice of record date for attending the GMS

The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days before the record date.

4. Notice of convening the GMS

The convener of the GMS must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the GMS no later than twenty-one (21) days prior to the date of the meeting. The invitation may be sent by any means that ensures it reaches the contact address of the shareholder, and must also be published on the Company's website, as well as with the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. In the case of electronic mail (email), the address used will be that registered with the Vietnam Securities Depository and Clearing Corporation or otherwise provided by the shareholder to the Company.

The notice of invitation, agenda, and related documents to be voted on at the meeting must be

sent to shareholders and/or posted on the Company's website. In case the documents are not attached to the notice, the notice must specify a link to all meeting documents for shareholders' access, including:

- a) The meeting agenda and documents used at the meeting;
 - b) List and detailed information of candidates for election as BOD members or Supervisors;
 - c) Voting ballots;
 - d) Draft resolutions for each item on the agenda.
5. Agenda and contents of the GMS
- a) The convener of the GMS is responsible for preparing the agenda, contents of the GMS, and other tasks as prescribed in Article 17 of the Company Charter.
 - b) Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company Charter have the right to propose items for inclusion in the GMS agenda. Such proposal must be made in writing and submitted to the Company no later than seven (07) working days prior to the opening date of the GMS. The date of submission is determined by the date the Company acknowledges receipt (by postal receipt or company acknowledgment in case of direct delivery). The proposal must state the name of the shareholder, the number of each type of shares held, and the issue proposed for inclusion.
 - c) The convener may refuse proposals as set out in point b above in the following cases:
 - The proposal was not submitted in accordance with point b above;
 - At the time of the proposal, the shareholder or group does not hold at least 5% of ordinary shares as stipulated in Clause 2, Article 12 of the Company Charter;
 - The proposed issue is not within the competence of the GMS;
 - Other cases as prescribed by law or the Company Charter.
 - d) The convener must accept and include the proposal specified in Point b above in the proposed agenda and contents of the meeting, unless refused under Point c above; the proposal shall be officially added to the agenda and meeting contents if approved by the GMS.
6. Authorization for representation at the GMS
- a) Shareholders and authorized representatives of institutional shareholders may directly attend the meeting, authorize one or several other individuals or organizations to attend the meeting, or attend the meeting by one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.
 - b) Authorization for an individual or organization to represent a shareholder at the GMS as prescribed in Point a of this Clause must be made in writing. The power of attorney shall be prepared in accordance with the Company's template or in compliance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content, scope, and duration of the authorization, and bear the signatures of both the authorizing and authorized parties. If the power of attorney does not clearly specify the content, scope, and

number of shares authorized, the authorization shall be deemed to be full authorization.

7. Procedures for registration to attend the GMS
 - a) Shareholders shall confirm their attendance at the GMS in the manner specified in the notice of invitation.
 - b) Prior to the commencement of the meeting, the GMS Organizing Committee ("Organizing Committee") must carry out the registration procedures for attending shareholders. The Organizing Committee shall assign one or several individuals to verify the status of shareholders ("Shareholder status verification committee"). Shareholders or their authorized representatives attending the GMS shall register at the registration desk prior to entry and sign the prepared list of attending shareholders.
 - c) The Shareholder status verification committee shall verify shareholder status when shareholders or their authorized representatives carry out the registration procedures. Based on the list of shareholders entitled to attend, the Shareholder status verification committee shall verify the personal documents of shareholders or their authorized representatives and the power of attorney. In the event that the shareholder or authorized representative does not meet the requirements regarding shareholder status, the Shareholder status verification committee has the right to refuse such shareholder's or representative's attendance at the GMS.
 - d) Shareholders or their authorized representatives who arrive after the meeting has commenced may still register to attend and shall have the right to vote immediately after registration. The chairperson is not required to suspend the meeting to allow latecomers to register, and the validity of any resolutions adopted prior to their registration remains unaffected.
 - e) Upon registering to attend the GMS, based on the meeting documents sent with the notice of invitation or published on the Company's website, shareholders are responsible for truthfully and accurately declaring their related interests regarding the GMS agenda items for the vote-counting committee's consideration and exclusion of such shareholder's votes (in case the shareholder still votes) during vote counting. If a shareholder fails to declare or declares inaccurately or dishonestly their related interests with respect to the GMS agenda, causing damage to other shareholders or the Company, such shareholder shall bear full legal responsibility and compensate all damages suffered by the Company or other shareholders (if any).
8. Conditions for conducting the GMS
 - a) The GMS may be conducted when the number of attending shareholders meets the quorum specified in Article 18 of the Company Charter.
 - The GMS is valid when shareholders and authorized representatives attending represent more than 50% (fifty percent) of the total voting shares.
 - If, after thirty (30) minutes from the scheduled start time, or such other period as decided by the convener if deemed necessary, the above condition for holding the GMS is not met, the convener must cancel the meeting. The second notice of invitation must be sent within thirty (30) days from the scheduled date of the first meeting. The second GMS may be held when

shareholders and authorized representatives attending represent at least 33% of the total voting shares.

- If, after thirty (30) minutes from the scheduled start time, or such other period as decided by the convener if deemed necessary, the above condition for the second meeting is still not met, the convener must cancel the meeting. The third notice of invitation must be sent within twenty (20) days from the scheduled date of the second meeting. The third GMS may be convened regardless of the total voting shares represented by attending shareholders and authorized representatives.

9. Forms of adoption GMS resolutions

The GMS shall discuss and vote on each matter in the meeting agenda and contents.

The GMS shall adopt resolutions within its competence either by voting at the meeting or by collecting written opinions.

10. Voting procedures

a) Voting by ballot shall be carried out as follows::

- The voting contents shall be recorded on the ballot form, and shareholders or authorized representatives of shareholders shall vote by selecting the option “agree,” “disagree,” or “abstain” for each matter requiring a vote.
- Shareholders shall cast their votes according to the following principles:
 - Voting shall commence at the request of the chairperson and end when the last shareholder has placed their ballot in the ballot box or after 30 minutes from the start of voting, whichever occurs first. Once voting concludes, the ballot box shall be sealed;
 - Vote counting shall be conducted immediately after the ballot box has been sealed at the conclusion of voting;
- The following ballots shall be deemed invalid and not counted:
 - Ballots not in the prescribed form issued by the Organizing Committee and not bearing the Company’s seal;
 - Torn, crossed-out, erased, or amended ballots;
 - Ballots without the signature of the shareholder or authorized representative;
 - Ballots containing additional information or markings such that the vote-counting committee cannot determine the intention of the voter;
 - Ballots showing multiple choices for the same voting matter shall be considered invalid for that specific item;
- Voting on each item on the ballot is independent, and the validity of the vote on one item shall not affect the validity of other votes on the ballot;
- If a shareholder makes a mistake in marking the ballot, provided the ballot has not yet been placed in the ballot box and the voting period has not expired, the shareholder may approach the chief of the vote-counting committee to request a replacement ballot.

- b) Voting by direct voting method (where the ballot method is not used) shall be conducted as follows: shareholders or their authorized representatives vote on the matter by raising their voting card or by other means as directed by the chairperson. The vote-counting committee shall record the number of “agree,” “disagree,” and “abstain” votes and announce the results to the GMS.
- c) To ensure the avoidance of conflicts of interest, shareholders with related interests shall not participate in voting on matters in which they or their related persons are determined to have rights and interests, so as to ensure the transparency and fairness of the meeting. For other matters, such shareholders shall retain their ordinary voting rights.
- d) The election of members of the BOD and Supervisors shall be conducted in accordance with the election regulations for members of the BOD and Supervisors as approved by the GMS.

11. Vote counting procedures

- a) The vote-counting committee shall be proposed by the chairperson and approved by the GMS to conduct the vote counting at the meeting.
- b) The vote-counting committee shall carry out vote counting in accordance with the following provisions:
 - The vote-counting committee shall work in a separate room or area.
 - The vote-counting committee may use electronic or technical means for vote counting.
 - Verify the validity of the ballots.
 - Review each ballot in sequence and record the vote-counting results.
 - Calculate and exclude the number of shares not eligible to vote due to related shareholder interests (if any, for each item to be voted upon).
 - Seal all ballots and hand them over to the chief of the vote-counting committee.
- c) Preparation and announcement of the vote-counting minutes:
 - Upon completion of the vote counting, the vote-counting committee shall prepare the minutes of vote counting;
 - The minutes of vote counting must contain the following principal information:
 - Time and venue of the vote counting;
 - Members of the vote-counting committee;
 - Total number of shareholders with voting rights present at the meeting;
 - Total number of shareholders with voting rights participating in the vote;
 - Number and percentage of valid ballots, invalid ballots;
 - Number and percentage of ballots for each issue;
 - The vote-counting minutes must bear the signatures of all members of the vote-counting committee.

12. Conditions for adoption of resolutions

The matters on the agenda of the GMS shall be approved if they satisfy the adoptions ratios stipulated in the Charter of the Company.

13. Announcement of vote-counting results

The results of vote counting shall be announced immediately prior to the closing of the GMS meeting.

14. Procedures for challenging GMS resolutions

Within ninety (90) days from the date of receipt of a resolution or the minutes of the GMS meeting or the minutes of the vote-counting results from a written opinions form of the GMS, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or arbitration tribunal to consider and annul the resolution or a part thereof of the GMS in the following circumstances:

- a) The procedures for convening the meeting and adopting resolutions of the GMS have been seriously violated in accordance with the Law on Enterprises and the Charter of the Company, except for the circumstances prescribed in Clause 3, Article 20 of the Charter.
- b) The content of the resolution violates the law or the Charter of the Company.

15. Preparation of minutes of the GMS meeting

- a) The GMS meeting must be recorded in minutes, and may also be recorded and preserved by other electronic means. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, and must include the following principal details:

- Name, address of the head office, and enterprise code;
- Time and venue of the GMS meeting;
- Agenda and contents of the meeting;
- Full name of the chairperson and secretary;
- Summary of the proceedings and statements made at the GMS meeting on each matter included in the agenda;
- Number of shareholders and total voting rights of the attending shareholders, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with corresponding numbers of shares and voting rights;
- Total number of votes for each matter put to vote, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding ratio to the total votes of shareholders present and voting at the meeting;
- Matters that have been approved and the ratio of votes in favor for each;
- Full names and signatures of the chairperson and secretary.

In the event that the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the BOD present at the meeting and containing all details as specified above. The minutes must state clearly the refusal of the chairperson or secretary to sign the minutes.

- b) The minutes of the GMS meeting must be completed and adopted before the meeting is adjourned.
- c) The chairperson and secretary of the meeting or any other person signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes.
- d) The minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In case of discrepancies between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

16. Disclosure of GMS resolutions

The resolution, minutes of the GMS meeting, appendix of the list of shareholders registered to attend the meeting, all documents attached to the minutes (if any), and related documents attached to the notice of meeting must be disclosed in accordance with the laws on information disclosure on the securities market.

Article 6. Procedures for adopting GMS resolutions by means of collecting written opinions

The principles, order, and procedures for the GMS to adopt resolutions by means of collecting written opinions shall be implemented in accordance with Article 21 of the Charter of the Company.

Article 7. Procedures for adopting GMS resolutions by means of online conferences

- 1. In addition to physical meetings, the annual and extraordinary GMS meetings may be held in the form of an online conference in the event that one or more force majeure events occur, including but not limited to natural disasters, war, epidemics, riots, insurrections, terrorism, State-imposed prohibitions or restrictions, and other objective circumstances whereby the BOD deems it inconvenient or inappropriate to organize a physical GMS meeting.
- 2. The convening, preparation of the list of shareholders, delivery of meeting notices and accompanying documents, conditions for holding online GMS meetings, and other procedures shall be implemented in accordance with the regulations on organizing online GMS meetings in these Internal Regulations on Corporate Governance, the Charter of the Company, and applicable laws. In addition to the provisions of this Article, the BOD may issue specific regulations guiding the organization of online GMS meetings.
- 3. An online GMS meeting is a form of GMS meeting conducted via information technology systems and software for GMS meetings provided or established by the Company from time to time. Shareholders may participate in the meeting from different locations using electronic devices such as computers, smartphones, or other suitable means.
- 4. The venue of the online GMS meeting includes the principal venue and other locations. The principal venue is where the chairperson presides over the meeting; other locations are where shareholders log into the system or software using access accounts provided by the Company in order to participate in the online GMS meeting.
- 5. The convening of meetings, the meeting agenda, and the notice of invitation for online GMS meetings shall be carried out in accordance with Article 17 of the Charter of the Company.

The person convening the online GMS meeting must additionally prepare guidance materials

for shareholders regarding registration procedures, ways to speak, vote, and elect at the online GMS meeting. Such guidance materials must be published on the Company's website and on the online GMS meeting system and software.

6. Procedures for registration to attend the online GMS meeting
 - a) Shareholders must register and log into the online GMS meeting system, software in accordance with the instructions set forth in this Regulations and the Company's instructions in order to register to attend the online GMS meeting.
 - b) When registering on the online GMS meeting system, software, shareholders must provide the following information in full:
 - Legal documents of the shareholder;
 - Confirmation of the method of attendance and voting;
 - Method of authentication: OTP (One-time Password) or another method provided by the Company. OTP is a one-time authentication password sent to shareholders via email or SMS to their mobile number when registering, logging in, changing passwords, changing registration (if any), or when voting and electing, in order to authenticate and confirm the shareholder's consent to attend the online GMS meeting;
 - Carefully review the terms and conditions and confirm that they have read, understood, and agreed to these terms and conditions;
 - Other necessary information as required to ensure the Company can properly identify the shareholder or authorized person attending the online GMS meeting.
 - c) Successfully registered shareholders will receive login information (including username and password) for the online GMS meeting system/software.
 - d) Shareholders are responsible for providing complete and accurate information and for keeping their login information provided by the Company secure and confidential.
7. Authorization of representatives to attend the online GMS meeting

Shareholders may authorize another person or a BOD Member to attend the online GMS meeting on their behalf in the following ways:

 - a) Authorization in accordance with Article 16 of the Charter and Clause 6, Article 5 of this Regulations;
 - b) Registering authorization on the online GMS meeting system/software.
8. Conditions for holding the meeting
 - a) The online GMS meeting shall be valid when the number of shareholders attending satisfies the quorum as prescribed in Article 18 of the Charter of the Company;
 - b) A shareholder shall be considered present at the meeting if one of the following conditions is met:
 - The shareholder logs into the online GMS meeting system/software from the commencement time through to the close of voting and election. In case a shareholder logs in but does not

- vote or logs out of the online GMS meeting system/software during the meeting, they are still considered to have attended the meeting;
- The shareholder has cast their vote in advance, voted electronically, or by another method as instructed by the BOD or the organizing committee of the online GMS meeting.
 - Discussion at the Online GMS Meeting: Discussions shall take place within the stipulated time and within the scope of the issues presented in the approved meeting agenda. Shareholders may discuss and submit questions to the chairperson via the online GMS meeting system/software or by other means provided by the Company.
9. Methods of online voting
- a) Shareholders who have registered and logged into the online GMS meeting system/software shall cast their votes through the electronic voting mechanisms available on the online GMS meeting system/software as prescribed in this Regulations. In addition to electronic voting, shareholders attending online may also cast their votes remotely or by other means as specified in the meeting invitation and as instructed by the Company;
 - b) When casting electronic votes, shareholders must select one (01) of three (03) options: "In favor", "Against", or "Abstain". If a shareholder does not select any of the options, such shareholder shall be deemed to have not voted on that particular matter;
 - c) The results of electronic voting, remote voting, and other voting methods as prescribed by the Company shall have equal validity. In the event that a shareholder votes or elects through multiple methods, or casts multiple differing opinions, only the shareholder's last valid voting or election result shall be recorded;
 - d) Shareholders are entitled to vote and elect from the moment they have successfully logged into the online GMS meeting system/software, or from another time as prescribed by the BOD, provided that it is no later than the end of the voting or election period for that matter. The deadline for voting or election on each matter shall be determined in accordance with the meeting agenda and subject to the actual course of the GMS meeting. Each voting or election event in progress or concluded shall be announced at the meeting and on the online GMS meeting system/software so that shareholders are informed and can exercise their voting rights;
 - e) In the event that a shareholder is in the process of completing their voting but, due to a malfunction of the online GMS meeting system/software, a loss of connection, or any other reason, only the votes that have been successfully recorded by the system/software shall be recognized for each matter already voted on; for matters not yet voted on, it shall be recorded that the shareholder did not vote on those matters. If necessary, the shareholder may immediately contact the Company for support to complete voting by other methods as prescribed, provided that such voting is completed no later than the time when the chairperson of the GMS announces the close of voting or election for that matter.
10. Methods of online vote counting
- a) Based on the results of votes and elections cast by shareholders on the online GMS meeting system/software and through other methods (if any), the vote counting committee shall

consolidate and conduct the counting of voting and election ballots.

- b) For the voting on matters related to the meeting, including: the meeting agenda, the regulations for organizing the online GMS meeting, the election of the chairperson, the secretary, the vote counting committee, the meeting minutes, GMS resolutions, and other matters (if any): shareholders who have exercised remote voting or electronic voting shall be deemed to have agreed to the aforementioned matters, except where shareholders have voted otherwise on the online GMS meeting system/software or have submitted their opinions to the Company prior to the announcement of the voting results for each matter.
 - c) For the voting on matters on the meeting agenda and elections: the voting and election results shall be determined based on the results of electronic voting, remote voting, or other methods (if any).
11. Announcement of vote counting results

The vote counting results shall be announced at the meeting after the completion of vote counting and prior to the adjournment of the meeting, unless otherwise decided by the chairperson.

12. Preparation and announcement of GMS minutes and resolutions

The minutes of the GMS meeting and the GMS resolutions shall be read to the shareholders present for adoption before the meeting is adjourned, and shall be disclosed in accordance with the Company Charter and applicable regulations on information disclosure on the securities market.

Article 8. Adoption of GMS resolutions through a combination of in-person and online meetings

- 1. Depending on actual circumstances, the BOD shall consider and decide on the organization of the GMS in the form of a combination of in-person and online meetings in accordance with the Charter of the Company and this Regulations.
- 2. The BOD shall issue regulations for organizing GMS meetings in the form of a combination of in-person and online participation, providing detailed guidance on matters related to the organization of each GMS meeting, and such regulations must be approved by the GMS.

CHAPTER III. BOARD OF DIRECTORS

Article 9. Roles, rights and obligations of the BOD, and responsibilities of BOD Members

- 1. The BOD is the management body of the Company, vested with full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations which are within the authority of the GMS.
- 2. The rights and obligations of the BOD are specified in Article 26 of the Company Charter.

Article 10. Nomination, candidacy, election, dismissal and removal of BOD Members

- 1. Term of office and number of BOD Members
 - a) The number of BOD Members is five (05);
 - b) 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 end

their term, those members shall continue to act as BOD Members until new members are elected and assume their duties.

2. Structure, standards and conditions of BOD Members

- a) Structure of the BOD: as prescribed in Clause 3, Article 25 of the Company Charter;
- b) Standards and conditions of BOD Members: as prescribed in Clause 4, Article 24 of the Company Charter.

3. Nomination and candidacy for BOD Members

- a) 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.
- b) In the event that the number of BOD candidates nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD shall nominate additional candidates or organize nominations in accordance with the mechanisms stipulated by the Company in these Internal Regulations on Corporate Governance. The nomination of additional candidates by the incumbent BOD must be clearly disclosed prior to the GMS's vote to elect BOD Members in accordance with the law.

4. Method of electing BOD Members

The election of BOD Members shall be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises.

- a) Shareholders are entitled to vote for themselves if their names are included in the list of candidates on the ballot.
- b) Ballots shall be delivered to shareholders together with the notice of meeting (in cases where the information on candidates is already available), or distributed to shareholders prior to the opening of the GMS meeting, or sent via email (depending on the method of organizing the meeting). Each ballot shall indicate the shareholder's information, the total number of voting shares owned or represented by the shareholder, the number of votes, and the names of the candidates. Shareholders must check the number of shares and voting rights stated on the ballot; if there is any discrepancy, they must promptly notify the organizing committee prior to the opening of the GMS meeting.
- c) Invalid ballots are those falling into one or more of the following cases:
 - The ballot is not in the prescribed format or was not issued by the Company.
 - The ballot is used to vote for more persons than the stipulated number.
 - The ballot contains erasures or alterations.
 - The ballot contains the names of persons who are not on the list of nominated and self-

nominated candidates approved by the GMS prior to the election.

- The total number of votes for candidates on the ballot exceeds the total number of voting rights to which the shareholder is entitled.
 - The ballot does not contain the signature of the shareholder, the authorized representative of the shareholder, or cannot be authenticated according to the method prescribed by the BOD.
 - Other cases as prescribed by law or as decided by the GMS.
5. Dismissal, removal, and supplementation of BOD Members
- a) BOD Members shall be dismissed or removed in the cases specified in Article 160 of the Law on Enterprises.
- b) The BOD must convene a GMS meeting to elect additional BOD Members as stipulated in Clause 4, Article 160 of the Law on Enterprises.
6. Notice of election, dismissal, and removal of BOD Members

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).

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

7. Procedure for nominating candidates for BOD Members

In the event that the number of BOD candidates through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD shall introduce additional candidates or organize nominations as follows: Based on the list of personnel introduced who meet the required qualifications, the BOD shall conduct a vote to select candidates, with the candidates receiving the highest number of votes being selected until the required number of candidates is reached for the election. If two (02) or

more candidates receive the same number of votes for the final candidate position, the vote of the Chairman of the BOD shall be the deciding vote. Based on the results of the personnel selection, the BOD shall issue a resolution approving the list of nominated candidates to be presented to the GMS for election as BOD Members. If, after following the procedures for nomination specified in this Article, the required number of BOD candidates is still not met, the right to nominate the remaining candidates belongs to the other shareholders as prescribed in Clause 5, Article 115 of the Law on Enterprises. The introduction of additional candidates by the incumbent BOD must be clearly disclosed prior to the GMS voting on the election of BOD Members in accordance with the law.

8. Election, dismissal, and removal of the Chairman of the BOD

The election, dismissal, and removal of the Chairman of the BOD shall be conducted in accordance with Article 28 and Clause 1, Article 29 of the Charter of the Company and other applicable laws.

Article 11. Remuneration and other benefits of BOD Members

Remuneration and other benefits of BOD Members shall be implemented in accordance with the Charter of the Company and relevant laws.

Article 12. Procedures for convening and conducting BOD meetings

1. BOD meetings

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

The procedures for convening and conducting BOD meetings shall be carried out in accordance with Article 29 of the Charter of the Company.

2. Convening extraordinary BOD meetings

a) The Chairman of the BOD shall convene a BOD meeting in the following cases:

- (i) At the request of the SB or an independent BOD member;
- (ii) At the request of the GD or at least five (05) other Managers;
- (iii) At the request of at least two (02) BOD Members;
- (iv) 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.

b) 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 items (i), (ii), and (iii) of Point a, 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.

3. Notice of BOD meeting

The Chairman of the BOD or the person convening the BOD meeting must send the notice of 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 invitation notice 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.

The meeting invitation may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Regulations on operation of the BOD and must ensure delivery to the registered contact address of each BOD Member and Supervisors of the Company.

4. Right of Supervisors to attend BOD meetings

The Chairman of the BOD or the convener shall send meeting invitations and accompanying documents to the Supervisors in the same manner as to the BOD Members.

Supervisors are entitled to attend meetings of the BOD, to participate in discussions, but do not have the right to vote.

5. Conditions for holding BOD meetings

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.

6. Voting methods

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 8 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.

BOD Members may send their voting ballots by mail, fax, or email. In case of sending 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 before the commencement of the meeting. Ballots may only be opened in the presence of all persons attending the meeting.

7. Method of adopting resolutions of the BOD

Resolutions and decisions of the BOD shall be adopted if approved by the majority of the BOD Members present at the meeting. In the event of an equal number of votes, the final

decision shall rest with the opinion of the Chairman of the BOD.

8. Authorization to attend BOD meetings

- a) A BOD Member may authorize another BOD Member to attend and vote at the meeting if approved by the majority of the BOD Members.
- b) Each BOD Member (including the Chairman of the BOD) may only authorize one (01) other BOD Member to attend the BOD meeting on their behalf. In such case, the authorizing Member must send a written authorization to the Chairman of the BOD at least one (01) day prior to the meeting. In the event the Chairman of the BOD authorizes another Member, written notice must be sent to all other BOD Members at least one (01) day prior to the meeting.
- c) A BOD Member may not authorize a person who is not a BOD Member of the Company to exercise their duties and powers.

9. Preparation of BOD meeting minutes

All meetings of the BOD must be recorded in minutes, and may also be audio-recorded or otherwise recorded and stored in electronic form. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include at least the following contents:

- a) Name, address of the head office, enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full name of each attendee or authorized representative, and their method of attendance; full names of any Members not attending and the reasons therefor;
- d) Matters discussed and voted on at the meeting;
- e) A summary of the opinions expressed by each attending Member, in the order in which they were made;
- g) Voting results, specifying which Members voted in favor, against, or abstained;
- h) Matters adopted and the corresponding approval ratios;
- i) Full name and signature of the chairperson and the recorder, except where the chairperson or recorder refuses to sign as provided below.

The BOD meeting minutes and all materials used in the meeting must be retained at the head office of the Company.

Minutes prepared in Vietnamese and in a foreign language have the same legal validity. In the event of discrepancies between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

In the case where the chairperson or the recorder refuses to sign the minutes, the minutes shall be effective if signed by all other BOD Members attending the meeting and containing all the contents specified in Points a, b, c, d, d, e, g, and h of Clause 9 of this Article. The minutes

must clearly state the refusal of the chairperson or recorder to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of the content of the BOD meeting minutes. The chairperson and recorder shall be personally liable for any damages caused to the Company by their refusal to sign, in accordance with the Law on Enterprises, the Charter of the Company, and other relevant laws.

10. Notification of BOD resolutions and decisions

The minutes of meetings and resolutions of the BOD shall be disclosed in accordance with applicable laws on information disclosure (if required).

Article 13. 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.

Article 14. Corporate governance officer

1. The BOD of the Company must appoint at least one (01) Corporate governance officer to assist with corporate governance activities at the Company. The Corporate governance officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate governance officer must not concurrently work for any approved auditing organization that is currently auditing the Company's financial statements.
3. The Corporate governance officer shall have the following rights and duties:
 - a) Advise the BOD regarding the organization of GMS meetings in accordance with regulations and on matters relating to the relationship between the Company and shareholders;
 - b) Prepare meetings of the BOD, SB, and GMS as requested by the BOD or SB;
 - c) Advise on the procedures of meetings;
 - d) Attend meetings;
 - e) Advise on the preparation of BOD resolutions to ensure compliance with laws;
 - f) Provide financial information, copies of BOD meeting minutes, and other information to BOD Members and Supervisors;
 - g) Supervise and report to the BOD on the Company's information disclosure activities;
 - h) Act as the primary liaison with stakeholders;

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- i) Maintain confidentiality in accordance with laws and the Charter of the Company;
- j) Other rights and duties as provided by law and the Charter of the Company.

CHAPTER IV. SUPERVISORY BOARD

Article 15. Role, rights, and duties of the SB and responsibilities of Supervisors

The SB shall have the rights and duties as provided in Article 38 of the Charter of the Company.

Article 16. Term, number, composition, and structure of Supervisors in the SB

1. Term, number, composition, and structure of Supervisors in the SB

The number of Supervisors of the Company shall be three (03) persons. The term of office for Supervisors shall not exceed five (05) years and may be renewed for an unlimited number of terms.

2. Qualifications and conditions for Supervisors

Supervisors must meet the qualifications and conditions as prescribed in Article 286 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed guidance on the implementation of certain provisions of the Law on Securities.

3. Nomination and candidacy of Supervisors

The nomination and candidacy of Supervisors shall be carried out in accordance with Article 35 of the Charter of the Company and the Regulations on operation of the SB.

In the event that the number of candidates for the SB through nomination and candidacy is insufficient, the incumbent SB may nominate additional candidates or organize nominations in accordance with a mechanism similar to that specified in Clause 7, Article 10 of this Regulations. The nomination of additional Supervisor candidates by the incumbent SB must be clearly disclosed prior to the GMS voting on the election of Supervisors in accordance with the law.

4. Election method for Supervisors

The election of Supervisors shall be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises.

5. The cases of dismissal and removal of Supervisors shall be carried out in accordance with Clauses 3 and 4, Article 36 of the Charter of the Company.

6. The notification of the election, dismissal, and removal of Supervisors shall be implemented in accordance with the regulations on information disclosure under applicable law.

7. Remuneration and other benefits for Supervisors

Remuneration and other benefits for Supervisors shall be implemented in accordance with Article 40 of the Charter of the Company.

CHAPTER V. GENERAL DIRECTOR

Article 17. Role, responsibilities, rights and duties of the GD

The GD is responsible for managing the day-to-day business operations of the Company; is subject to the supervision of the BOD; and is accountable to the BOD and to the law for the exercise of assigned rights and performance of assigned duties.

Article 18. Appointment, dismissal, execution and termination of contract with the GD

1. Term, qualifications, and conditions of the GD

The term of office for the GD shall not exceed five (05) years and may be renewed for an unlimited number of terms. The GD must meet the qualifications and conditions as stipulated by law and by the Charter of the Company.

2. Candidacy, nomination, dismissal, and removal of the GD

- a) The BOD shall appoint either a BOD member or another individual as GD.
- b) The BOD may dismiss the GD upon approval by a majority of the BOD members entitled to vote who are present at the meeting, and appoint a new GD as replacement.
- c) The GD may be dismissed by the BOD in the following cases:
 - As required by the Company's personnel needs, reassignment, or rotation;
 - Due to health reasons that prevent continued work;
 - Upon expiry of the labor contract; or
 - Upon retirement and no need to extend the contract.
- d) The GD may be removed by the BOD in the following cases:
 - Failure to fulfill assigned duties or violation of the Charter, rules, or regulations of the Company;
 - Violation of laws to the extent of being subject to criminal prosecution or compelled termination of the labor contract.

3. Appointment and execution of labor contract with the GD

The appointment of the GD shall be made by written resolution of the BOD.

Remuneration, salary, benefits, and other terms shall be decided by the BOD and reflected in the labor contract with the GD.

4. Dismissal and termination of labor contract with the GD

The Company shall terminate the labor contract with the GD after the BOD issues a resolution on dismissal or removal of the GD. The termination of the labor contract with the GD must comply with the applicable law, the Charter of the Company, this Regulations and other Company regulations.

5. Notification of the appointment, dismissal, execution, or termination of the contract with the GD

Notification of the appointment, dismissal, execution, or termination of the contract with the GD shall be implemented in accordance with the information disclosure regulations under applicable law.

6. Remuneration and other benefits of the GD

The GD shall be entitled to remuneration and bonuses. The remuneration and bonuses of the GD shall be decided by the BOD.

The remuneration of the GD shall be recorded as an expense in the Company's business activities in accordance with the law on corporate income tax, reflected as a separate item in the Company's annual financial statements, and reported at the annual GMS.

CHAPTER VI. OTHER ACTIVITIES

Article 19. Coordination among the BOD, SB, and GD

1. Coordination between the BOD and the SB

- a) The Chairman of the BOD must send invitations and all relevant documents to the SB for attendance at BOD meetings. Supervisors have the right to attend BOD meetings but do not have voting rights.
- b) The BOD is responsible for coordinating, closely cooperating, and creating the most favorable conditions for the SB to carry out its inspection and supervision over the activities of the BOD in accordance with regulations; and for directing and supervising the rectification and handling of violations based on recommendations from the SB.
- c) The SB has the right to request the BOD to provide information and documents related to the management and operation of the Company's business activities.
- d) The BOD shall ensure that all resolutions and decisions of the BOD are provided to the Supervisors, and also to all BOD members.

2. Coordination between the BOD and the GD

- a) The BOD shall ensure the most favorable conditions in terms of mechanisms, policies, human resources, and facilities for the GD to perform the best possible management and operation of the Company's business activities.
- b) The GD is responsible for directing and implementing the resolutions and decisions of the BOD and GMS. During implementation, if issues arise that are unfavorable for the Company or the shareholders, the GD has the right to propose to the BOD to consider and make suitable adjustments.
- c) The GD is responsible for reporting to the BOD on matters related to the management and operation of the Company, and for the implementation of the resolutions and decisions of the BOD and GMS.
- d) The GD and other Managers or Executives are responsible for creating conditions for all BOD members to access information and reports fully and as early as possible.

3. Coordination between the SB and the GD

- a) The GD is responsible for providing all favorable conditions for the SB to access information and reports fully and as early as possible.
- b) Reports of the GD submitted to the BOD must be simultaneously sent to the SB at the same time and in the same manner as provided to the BOD members.

CHAPTER VII. EFFECTIVENESS AND IMPLEMENTATION

Article 20. Effectiveness

- 1. This Regulations comprise 07 Chapters and 20 Articles, and were unanimously adopted by the General Meeting of Shareholders of PetroVietnam Engineering Consultancy Joint Stock Corporation on June 24, 2025, at the 2025 Annual General Meeting of Shareholders. This Regulations take effect from the date of approval and replace the “Internal Corporate Governance Regulations of PetroVietnam Engineering Consultancy JSC” issued under Decision No. 12/QD-TKDK-HDQT dated July 2, 2018.
- 2. 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.
- 3. In the event of any inconsistency between this Regulations and the Charter of the Company, the provisions of the Charter shall prevail. Matters not specified in this Regulations shall be governed by the law, the Charter of the Company, and the resolutions of the General Meeting of Shareholders.
- 4. Copies or extracts of this Internal Regulations on Corporate Governance shall be valid only when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors, or by the legal representative of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

A red circular stamp of PetroVietnam Engineering Consultancy Joint Stock Company, Hanoi. The stamp contains the text: "M.S.D.N: 0301479273", "TỔNG CÔNG TY", "TƯ VẤN THIẾT KẾ", "DẦU KHÍ", "CÔNG TY", "CỔ PHẦN", "HÀ NỘI", "H. NHA BÈ - T.P HỒ CHÍ MINH". A blue ink signature is written over the stamp.

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