

Tay Ninh, December 4th, 2025

REPORT OF THE BOARD OF DIRECTORS

*Re: The status of task performance for fiscal year 2024 - 2025 and operational orientation
for fiscal year 2025 - 2026*

To: THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors (“**BOD**”) of Thanh Thanh Cong – Bien Hoa Joint Stock Company (“**TTC AgriS**”) respectfully submits to the General Meeting of Shareholders (“**GMS**”) its report on the implementation of duties for fiscal year 2024 - 2025 and the operational orientations for fiscal year 2025 - 2026 as follows:

PART I – REPORT ON THE IMPLEMENTATION OF DUTIES FOR FISCAL YEAR 2024 - 2025

1. Market context – key characteristics

Fiscal year 2024 - 2025 marked a highly challenging period for the global economy. Although the IMF forecasted a growth rate of 3.3% in 2024, prolonged inflation and high interest rates, coupled with geopolitical uncertainties, exerted significant pressure on financial and trade markets. In particular, the 2024 U.S. presidential election introduced substantial policy uncertainties, requiring flexibility and effective risk management strategies.

Within this context, the global sugar market experienced sharp volatility, with sugar prices falling from 23 cents per pound to 16 cents per pound, alongside projections of a substantial supply surplus. Despite such fluctuations, TTC AgriS demonstrated remarkable resilience. Although domestic market sentiment remained cautious and consumption growth slowed, TTC AgriS proactively adopted flexible pricing and discount policies.

Through effective governance and strategic foresight, TTC AgriS not only maintained its market share but also reinforced its core competitive advantages. This serves as compelling evidence that the Company’s robust financial capacity and sustainable value chain provide a solid foundation for maintaining stability and driving sustainable growth amid the prevailing and future uncertainties.

2. Evaluation of corporate governance activities in fiscal year 2024 - 2025

a. Information on the Board of Directors

During fiscal year 2024 - 2025, the composition of the BOD was as follows:

From July 1st, 2024 to July 12th, 2024: the BOD consisted of 07 members, including 02 independent members:

- Mrs. Huynh Bich Ngoc – Chairlady of the BOD;
- Mrs. Dang Huynh Uc My – Vice Chairlady of the BOD;
- Mr. Vo Tong Xuan – Member of the BOD;



- Mr. Tran Tan Viet – Member of the BOD;
 - Mrs. Vo Thuy Anh – Independent Member of the BOD;
 - Mr. Tran Trong Gia Vinh – Independent Member of the BOD;
 - Mr. Dao Duy Thi – Member of the BOD
- On July 13th, 2024, Mrs. Huynh Bich Ngoc ceased to serve as Chairlady of the BOD upon expiry of her term, and Mrs. Dang Huynh Uc My was elected as Chairlady of the BOD. Accordingly, the BOD was comprised of 06 members, including 02 independent members.
 - On August 19th, 2024, Mr. Vo Tong Xuan passed away and therefore ceased to be a member of the BOD. The BOD then had 05 members, including 02 independent members.
 - On October 24th, 2024, at the Annual General Meeting of Shareholders (“AGM”) for fiscal year 2023-2024, the GMS adopted Resolution No. 13/2024/NQ-ĐHĐCĐ on the change in the number of BOD members. Accordingly, the BOD consisted of 05 members.
On the same date, October 24th, 2024, the BOD approved the dismissal of Mr. Dao Duy Thi – Member of the BOD and acknowledged the resignation of Mrs. Vo Thuy Anh – Independent Member of the BOD. At the same time, the GMS elected Mrs. Huynh Bich Ngoc as a Member of the BOD and Mr. Le Quang Phuc as an Independent Member of the BOD.
As a result, the BOD consisted of 05 members, including 02 independent members, thereby ensuring compliance with statutory requirements and good corporate governance practices.

b. Evaluation of BOD’s activities

In fiscal year 2024 - 2025, the BOD of TTC AgriS operated with decisiveness and professionalism, affirming its role as the nucleus of strategic leadership. With the vision of “An Integrated Agricultural Ecosystem – Driving Global Market Connectivity”, the BOD proactively formulated and directed key policies, ensuring that all activities were aligned with the Company’s common objectives. The BOD operated effectively through the clear delegation of responsibilities to each member and by strengthening coordination with specialized Committees, thereby accelerating and enhancing the accuracy of decision-making processes. The independent members of the BOD fulfilled their duties well, contributing objective and impartial opinions, always oriented toward the Company’s shared and sustainable development goals.

Based on the five tasks entrusted by the GMS at the AGM for fiscal year 2023 - 2024, the BOD of TTC AgriS achieved remarkable results in fiscal year 2024 - 2025, successfully concluding the “Wings of Growth Strategy” for the period 2020 - 2025 and laying the foundation for the strategic roadmap 2026 - 2030, specifically as follows:

- **Consolidating and enhancing the effectiveness of the “3 Centers – 3 Services – 1 System” operating model.** The Agriculture Center (AgriC) was strengthened as a key pillar for sustainable revenue growth, with strategic expansion beyond sugarcane to coconut, rice, and fruit crops. In parallel, the Company advanced its “One-stop, Multi-utility” services offering,

including biosecurity solutions, fertilizers, agricultural machinery and equipment, and supporting agri-products.

Meanwhile, the Business Innovation Service (BIS) was further promoted to foster new product development and technological applications. Efforts were focused on expanding the portfolio in the Food – Beverage – Milk – Confectionery (FBMC) sector and natural nutrition products. Strategic partnerships were oriented toward entities in Singapore and Australia for research on crop value chains, including biofuel development, carbon credit management, and protein extraction. TTC AgriS also completed its integrated agri-food platform, driving both trade and knowledge exchange.

- **Developing international distribution and trade networks.** The Company focused on building its distribution and international trade chains in key markets such as Australia, Indonesia, and China, capitalizing on Vietnam's trade advantages and tapping into the natural food and beverage sector.
- **Improving governance in line with international practices.** The BOD pushed forward with strengthening the governance framework in line with international standards, effectively implementing ESG commitments to achieve sustainable development goals by 2035. The Company pursued the adoption of International Financial Reporting Standards (IFRS) under a flexible roadmap, paving the way to attract green financing and international capital flows.
- **Enhancing international cooperation.** TTC AgriS proactively engaged with and attracted foreign organizations and investors to participate in its commercial value chain. This enabled the Company to leverage global distribution networks, export expertise, and deep insights into target markets, thereby facilitating international market penetration and competitiveness of TTC AgriS's products and services.
- **Building a strong human resources team.** The BOD directed the development of a workforce aligned with TTC AgriS's corporate culture, while strengthening and enhancing competencies in knowledge, skills, and attitudes to meet strategic objectives. At the same time, the Company reinforced and promoted its corporate culture centered around core values, fostering an ideal working environment to encourage efficiency, creativity, and professionalism.

3. Meetings of the Board of Directors

During the fiscal year 2024 - 2025, the BOD continuously strengthened corporate governance capacity in line with international best practices, ensuring compliance with the Law on Enterprises and the Law on Securities. In addition, the BOD amended the Company's Charter, the Internal Corporate Governance Regulations, and the Charter on the Organization and Operation of the BOD in order to establish a robust governance framework, thereby ensuring the effective operation of the Circular Commercial Value Chain model.

In the fiscal year 2024 - 2025, the BOD presided over and organized a total of 28 meetings, including 04 regular meetings and 24 extraordinary meetings held in person or virtually. In addition, the BOD conducted 64 sessions to collect the Board's members opinions via electronic method and written forms to promptly review and approve Resolutions/Decisions falling under the BOD's authority. The BOD also oversaw the Board of Management in the implementation of Resolutions/Decisions of both the BOD and the GMS.

The BOD's meetings resulted in the issuance of **139** Resolutions/Decisions. All decisions of the BOD were carefully deliberated, strictly compliant with prevailing laws, and ensured objectivity and transparency on the basis of the rights, obligations, and responsibilities of each member as stipulated in the Board's Operating Regulations, while respecting the lawful rights and interests of Shareholders, Investors, and Stakeholders.

Attendance of BOD Members

In general, all members of the Board actively attended and voted at Board meetings. Details are as follows:

<i>No.</i>	<i>Board of Director' member</i>	<i>Number of meetings/written opinion collections attended by BOD</i>	<i>Attendance rate</i>	<i>Reasons for absence</i>
1.	Mrs. Dang Huynh Uc My	92/92	100%	
2.	Mrs. Huynh Bich Ngoc	49/92	53.26%	- Finished her term on July 12 th , 2024 - Appointed as of October 24 th , 2024
3.	Mr. Vo Tong Xuan	25/92	27.78%	Passed away from August 19 th , 2024
4.	Mrs. Vo Thuy Anh	41/92	44.56%	Dismissed as of October 24 th , 2024
5.	Mr. Tran Tan Viet	91/92	98.91%	Other business assigned
6.	Mr. Tran Trong Gia Vinh	92/92	100%	
7.	Mr. Dao Duy Thi	41/92	44.56%	Dismissed as of October 24 th , 2024
8.	Mr. Le Quang Phuc	51/92	55.43%	Appointed as of October 24 th , 2024

4. Remuneration of the Board of Directors for fiscal year 2024 - 2025

The remuneration of the BOD for fiscal year 2024 - 2025 was disbursed in strict accordance with the Resolution of the GMS for fiscal year 2023 - 2024 and the Company's internal regulations. The total remuneration of the BOD amounted to VND 13,170,000,000.

(For further details regarding the remuneration, allowances, and expenses of the BOD for fiscal year 2024 - 2025, please refer to Note 33 of the Company's audited separate financial statements for fiscal year 2024 - 2025)

5. Activities of independent members of the Board of Directors and their evaluation of the BOD's performance

5.1. General Evaluation of the activities of independent members of the Board of Directors

- The Independent Members of the BOD, together with other BOD Members, actively engaged in discussions and provided opinions during the decision-making process on matters within the BOD's authority, ensuring independence, transparency, and compliance with applicable regulations. They monitored and supervised adherence to corporate governance standards, oversaw risk management activities, and reviewed and approved related-party transactions in accordance with the law.
- The Independent Members of the BOD attended all meetings and exercised their voting rights in compliance with the Law and the Company's Charter.

5.2. General Evaluation of the activities of the Board of Directors

- The BOD, with a spirit of responsibility, regularly convened meetings to deliberate and issue numerous decisions on matters under its authority, including strategies, policies, governance regulations, risk management, capital mobilization, and system management, in line with the Company's actual operations. The BOD sought to align with international best governance practices to enhance transparency for Shareholders, Investors, and other Stakeholders.
- The BOD supervised and directed the Board of Management in implementing the Resolutions/Decisions of the GMS after carefully considering relevant factors and market challenges.
- Each Member of the BOD diligently fulfilled their assigned functions and responsibilities; actively participated in the BOD's activities and its Committees; and contributed to the achievement of TTC AgriS's overall business plan.
- The BOD closely monitored and supervised the activities of the CEO and the Board of Management. At the same time, the BOD maintained close communication, provided frequent guidance, and extended timely support to ensure the effective operation of the Board of Management in pursuit of the Company's objectives and interests.
- Implementation of GMS Resolutions: During fiscal year 2024 – 2025, the BOD instructed and monitored the Board of Management in the strict implementation of the GMS's Resolutions/Decisions, specifically:
 - (i) Resolution No. 76/2024/NQ-HĐQT dated November 21st, 2024, approving the bond issuance plan and obtaining credit limits from credit institutions;
 - (ii) Resolution No. 79/2024/NQ- HĐQT dated December 2nd, 2024, approving the plan for share issuance to pay dividends for fiscal years 2022–2023 and 2023–2024;
 - (iii) Resolution No. 91/2024/NQ- HĐQT dated December 3rd, 2024, approving matters related to the private placement of corporate bonds in 2024;
 - (iv) Resolution No. 133/2024/NQ- HĐQT dated March 20th, 2025, approving the detailed

plan for the issuance, use of proceeds, and conversion plan for the 2025 public convertible bond issuance. The bond offering documents and dossiers were duly disclosed in compliance with applicable laws;

- (v) Resolution No. 13/2025/NQ-HĐQT dated August 28th, 2025, approving the implementation of the share issuance plan under the Employee Stock Ownership Plan (ESOP); approving the Regulation on Share Issuance under the Employee Stock Ownership Plan; approving the List of Eligible Participants under the Employee Stock Ownership Plan; and approving the Plan to Ensure Compliance with the Foreign Ownership Ratio. The issuance documents and related materials have been disclosed in accordance with the applicable laws and regulation.
- (vi) Resolution No. 18/2025/NQ-HĐQT dated September 15th, 2025 regarding the approval of the results of the public offering of convertible bonds, with details as follows: Date of completion of the offering: September 12th, 2025; Proceeds obtained: VND 499,296,900,000; Progress of fund utilization in accordance with the approved Issuance Plan.

5.3. Evaluation results of Each Independent Member of the BOD regarding the BOD's Performance

The detailed contents are provided in Appendices 01 and 02 attached to this Report.

6. The BOD's evaluation of the activities of the Committees

6.1. Audit Committee

- In fiscal year 2024 - 2025, the Audit Committee attended all BOD meetings, ensuring timely reporting of non-compliance issues, high-risk events, and regular updates on activities, issues, and recommendations. The Audit Committee also held working sessions with the Board of Management and relevant Departments to discuss, communicate, and challenge major risks in investment activities, thereby ensuring that BOD decisions and Resolutions complied with applicable laws and the Company's Charter.
- On November 21st, 2024, the number of Audit Committee Members was adjusted to two, both of whom are Independent BOD Members. During fiscal year 2024 - 2025, the Audit Committee held 08 meetings with full participation of its members to address matters under its authority, including:
 - + Strengthening the internal audit function in line with the new operating model, directing the Internal Audit Department to rebuild documents, recruit personnel, and develop audit plans. The Committee also implemented communication programs to provide Company-wide information on the three lines of defense model, clarifying the role of the third line of defense and improving coordination efficiency.
 - + Conducting 03 audits at the Company's subsidiaries, focusing on strategic, operational, and compliance risks.
 - + Supervising the integrity of the Company's financial statements, including review of quarterly, semi-annual, and annual reports, with recommendations for adjustments (if any) before submission to the BOD for approval and disclosure.

- + Recommending the appointment of the independent auditor, audit fees, and related contractual terms for BOD approval; monitoring and assessing the independence and effectiveness of the external auditor's work.
- Through its meetings, consultations, and internal audit activities, the Audit Committee fulfilled its supervisory role over the BOD and Board of Management in implementing GMS objectives, ensuring that the Company's operations and governance complied with applicable laws.

6.2. Executive Committee

- Established under BOD Resolution No. 34/2024/NQ-HĐQT dated August 6th, 2024, with the primary responsibility of organizing and monitoring the implementation of strategic objectives. The Executive Committee serves as an advisory body, updating the BOD on changes during strategy execution while ensuring connectivity and efficiency within the "Circular Value Chain" business model (3 Centers – 3 Services – 1 System).
- In fiscal year 2024 - 2025, the Executive Committee prepared the overall plan and developed the Strategic Execution Framework, including KPIs cascaded from strategic objectives into detailed action plans, for BOD approval. It also coordinated functional units to advise the BOD, address urgent issues, crises, or internal disputes, thereby ensuring stability and sustainable development. Specific activities included:
 - + Implementing solutions to optimize capital utilization and introducing supply chain financing products;
 - + Promoting business support initiatives and expanding strategic partnerships with industry associations;
 - + Executing expansion activities in key international markets as approved by the BOD.

6.3. Investment Committee

- Established under BOD Resolution No. 34/2024/NQ-HĐQT dated August 6th, 2024, with the primary responsibility of advising on investment matters. The Investment Committee appraises and advises on capital allocation and divestment decisions.
- In fiscal year 2024 - 2025, the Investment Committee focused on improving the investment portfolio structure, restructuring assets, executing M&A transactions and new investment projects, and enhancing portfolio management through issuing regulations, standardizing inter-departmental coordination in preparing, submitting, and reviewing investment reports to ensure efficiency and consistency.

6.4. Human Resources Committee (renamed from the Nomination and Remuneration Committee on November 21st, 2024)

During fiscal year 2024 - 2025, the Human Resources Committee carried out the following activities:

- Reviewed and advised the BOD on matters related to standardizing the organizational structure under the new operating model and developing plans to strengthen the workforce to meet operational and strategic needs;

- Participated in developing the competency framework for the BOD and its Members;
- Developed the remuneration structure for each BOD Member based on assigned responsibilities and market benchmarks;
- Evaluated performance, rewards, and managed policies on recruitment, appointment, compensation, and benefits;
- Actively contributed to major organizational projects and collaborated with the ESG Committee in developing sustainability strategies, promoting responsible operations, and enhancing supply chain value.

6.5. ESG Committee

Established on November 21st, 2024, under BOD Resolution No. 74/2024/NQ-HĐQT, with the following functions:

- Advising the BOD on sustainability matters in line with ESG criteria;
- Developing ESG-related policies and statements;
- Monitoring ESG compliance across TTC AgriS operations;
- Managing the ESG database;
- Setting strategic directions for ESG communications.

Since its establishment, the ESG Committee has played a pivotal role in reviewing, planning, and implementing TTC AgriS's ESG commitments, strengthening corporate governance, and contributing to the Company's inclusion in the VNSI20 index for 8 consecutive years. Specifically:

- In governance, the Committee reviewed and issued a comprehensive set of governance documents, and guided the development of ESG improvement plans aligned with VNSI20 and ACGS evaluation criteria, laying the foundation for accessing green financing. ESG-related projects and targets were also established and rolled out.
- In environmental and social areas, the Committee developed a standardized set of ESG policies and metrics for Company-wide application. It guided and monitored the setting and execution of sustainability goals, including the commitment to carbon neutrality by 2035. Notably, the Committee worked with IFC to standardize the Environmental and Social Management System (ESMS) and to build a "Creating Shared Value" (CSV) strategy, replacing the previous CSR model, to integrate business growth with tangible community benefits.

6.6. Risk Management Committee

In response to business development needs, business model transformation, and in alignment with good governance practices, the Risk Management Committee was established under BOD Resolution No. 34/2024/NQ-HĐQT dated August 6th, 2024, with the following functions:

- Reviewing and advising the BOD on the risk management and compliance framework (including governance structure, risk management strategy, policies, risk appetite, etc.);

- Organizing and supervising effective implementation of risk management layers within the risk governance framework;
- Directing and monitoring risk management and compliance activities;
- Conducting training to enhance risk management awareness and capacity;
- Advising on the issuance of whistleblower protection policies to ensure a transparent, safe, and ethical workplace;
- Reviewing regulatory documents for Company-wide activities (except for corporate governance documents);
- Appraising risk controls across the Company's processes.

In fiscal year 2024 - 2025, the Risk Management Committee focused on: (i) developing and monitoring the Risk Appetite Framework; (ii) preparing the 2024 - 2025 Risk Register, (iii) overseeing risk management operations to ensure alignment with strategic goals and sustainability requirements; (iv) implementing and supervising key risk management projects; (v) sustaining and enhancing a culture of compliance across the Company.

7. Supervision of the CEO and Board of Management

In accordance with the Company's Charter and Internal Corporate Governance Regulations, the BOD monitored and supervised the CEO and Board of Management in managing business operations and implementing the Resolutions/Decisions of the GMS and the BOD during fiscal year 2024 - 2025, specifically:

- Fiscal year 2024 - 2025 was a pivotal year for TTC AgriS, marking both the successful completion of the 2020 - 2025 strategic phase and laying a solid foundation for the 2025 - 2030 strategy.

TTC AgriS remained steadfast in its mission to strengthen its **"Responsible Value Chain"**, while continuously enhancing governance towards professionalism and **centralized principles**. The Company actively adopted best market practices and advanced international standards to optimize governance, integrate sustainability strategy, and strengthen global competitiveness.

TTC AgriS focused on executing its ESG commitments, with the target of achieving net-zero emissions by 2035. The Company also accelerated the transition to **IFRS** in line with its roadmap, laying the groundwork for accessing green financing, attracting international capital flows, and seizing stock market re-rating opportunities.

- The CEO and Board of Management made significant efforts in ensuring stable business operations, while simultaneously building a strong foundation for sustainable growth towards 2030 and beyond. This was reflected in the Company's outstanding business and operational performance during fiscal year 2024 - 2025.
- The BOD's supervision of the Board of Management was carried out in accordance with the Charter, Corporate Governance Regulations, and the BOD's Operation Regulations, through the following mechanisms:

- + Requiring the CEO and Board of Management Members to attend BOD and Committee meetings to present reports, provide information, and clarify issues;
- + Participating in meetings and discussions organized by the CEO to convey governance and strategic directions;
- + Reviewing at BOD meetings the implementation of resolutions, evaluating quarterly and cumulative business results, and approving resolutions to guide the Board of Management's execution;
- + Receiving periodic (quarterly) or ad-hoc reports from the CEO/ Board of Management, as requested by the BOD, to ensure the continuous updating of implementation progress. This allowed the BOD to monitor closely, provide timely instructions, and make adjustments aligned with the Company's strategic goals.

PART II – OPERATIONAL ORIENTATION FOR FISCAL YEAR 2025 - 2026

Continuing the journey of “Strengthening the Responsible Value Chain,” TTC AgriS positions itself as Vietnam’s leading High-Tech Agriculture Group, pioneering the integration of AgTech – FinTech – FoodTech and ESG, with the aim of promoting a sustainable green economy, contributing to global food security, and realizing the Net Zero 2035 target. The BOD of TTC AgriS identifies fiscal year 2025 - 2026 as a pivotal year, being the first year of execution under the 2026 - 2030 five-year strategy. Accordingly, TTC AgriS will focus on building organizational momentum and capacity, creating breakthrough achievements, and demonstrating the effectiveness of the strategy to establish a solid foundation for the subsequent years of the strategy.

On this basis, for fiscal year 2025 - 2026, the BOD sets out the following key tasks:

Task 01: Consolidate and enhance the operational efficiency of the “3 Centers – 3 Services – 1 System” model across a unified and multinational governance platform. Specifically:

- Strengthen the operations of the Agriculture Center (AgriC), pioneering applied agricultural research toward green, clean, sustainable, circular, and highly efficient practices to enhance value for stakeholders in the agricultural value chain. At the same time, AgriC serves as the pillar for sustainable revenue growth for TTC AgriS, built on the provision of “One-Stop, Multi-Utility” services.
- The Business Innovation Service (BIS) will focus on research and development of new products based on strategic crops, exploiting crop value chains, and developing cloud-based technological platforms that drive agricultural technology (AgTech) and food technology (FoodTech) solutions.
- Create a closely connected environment that enhances synergies among all member companies within the TTC AgriS ecosystem, thereby achieving synergistic effects, added value, and improved operational efficiency.

Task 02: Digitize and modernize the crop farming sector. Specifically:

- Implement the integration of the Demofarm experimental farm model – the DigiFarm crop modernization solution – and the National Agriculture Data Framework, thereby placing crop farming on the path of digitization and modernization.

- Affirm TTC AgriS's leadership role in implementing Resolution No. 57-NQ/TW, contributing to the development of science, technology, innovation, and national digital transformation. In this context, TTC AgriS will take the lead in connecting the "Five Houses" model: the Government, Farmers, Scientists, Enterprises, and Financial Institutions both domestically and internationally.

Task 03: Promote trade and international cooperation. Specifically:

- Expand distribution and international trade networks in key markets such as Australia, Indonesia, and China, focusing on the natural Food & Beverage sector by diversifying multi-dimensional trade cooperation models and leveraging Vietnam's trade advantages. This will elevate the TTC AgriS brand value in both domestic and international markets.
- Strengthen international cooperation and attract participation of foreign organizations and investors into TTC AgriS's commercial value chain, leveraging their distribution networks, export experience, and deep market insights. This will enable TTC AgriS products and services to penetrate and establish a strong presence in international markets, thereby enhancing TTC AgriS's global commercial value and brand strength.

The above represents the BOD's Report on the performance of duties for fiscal year 2024 - 2025 and the strategic orientation for fiscal year 2025 - 2026, submitted to the General Meeting of Shareholders for consideration and approval. TTC AgriS affirms that, with the trust, support, and shared commitment of our esteemed shareholders, together with the solidarity and unity of the BOD, the Board of Management, and all employees of the Company, TTC AgriS will undoubtedly achieve the strategic objectives approved by the General Meeting of Shareholders.

We wish all distinguished delegates and shareholders good health and a successful General Meeting.



BOD. THE BOARD OF DIRECTORS
CHAIRLADY

DANG HUYNH UC MY



APPENDIX 01

(Attached to the Report of the Board of Directors dated December 4th, 2025)

**THÀNH THÀNH CÔNG – BIÊN HÒA
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Tay Ninh, December 4th, 2025

REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS ON THE ACTIVITIES OF THE BOARD OF DIRECTORS FOR THE FISCAL YEAR 2024 – 2025

**To: - General Meeting of Shareholders (GSM)
- Board of Directors (BOD)**

Pursuant to Decree No. 155/2020/ND-CP and Decree No. 245/2025/ND-CP, I, Le Quang Phuc, hereby present my report on my performance as an independent member of the BOD and evaluate the activities of the BOD for the fiscal year 2024 – 2025, as follows:

A. Performance of the independent members of the Board of Directors

In the fiscal year 2024 - 2025, I have seriously and carefully implemented the responsibilities of a member of the BOD of a listed company in accordance with applicable laws, the Company's Charter and internal governance regulations; fully participate in meetings, actively participate in opinions and discuss issues under the jurisdiction of the Board of Directors; ensure for the benefit of the Company and shareholders, and without any conflict of interest or misuse of position.

Since my appointment as Chairman of the Audit Committee and Chairman of the ESG Committee in November 2024, I have made efforts, in the best way, to fulfill my assigned roles and responsibilities. As of the end of the fiscal year (30 June 2025), I led and contributed to several key achievements as follows:

- 1. With the roles and responsibilities of the Chairman of the Audit Committee (“AC”)**
 - Completed the establishment of the Internal Audit model in alignment with the Three Lines of Defense and submitted to the BOD for approval all documents relating to the operation of the Audit Committee and the Internal Audit.
 - Researched, proposed, and obtained approval from the BOD on the direction of the Internal Audit model and the relationship between the parent company's Internal Audit function and its subsidiaries, in the context of the Company's organizational restructuring.
 - Organized communication about the role of the Audit Committee and the IA to all levels of management.
- 2. With the roles and responsibilities of the Chairman of the ESG Committee**
 - Completed the establishment of the ESG Committee model and submitted relevant governance documents to the BOD for approval.
 - Improved and submitted for promulgation various fundamental and essential corporate governance documents in alignment with structural changes within the organization.



B. Evaluate of the performance of the Board of Directors

1. Composition, Membership, and Structure of the Board of Directors

The BOD has maintained a composition and the proportion of independent members in compliance with the legal regulations applicable to listed companies and the Company's Charter. Following Annual General Meeting of Shareholders of the year 2024, the BOD has established specialized Committees under the BOD to provide specialized advice to the BOD in key areas.

Overall, the members of the BOD possess adequate knowledge, skills, and experience to fulfill the roles and responsibilities of directors of a listed company, while also ensuring competency in certain specialized areas such as internal audit, ESG, strategy, and investment. However, given the Company's expanding scale of operations and its orientation toward adopting good corporate governance practices, the BOD needs to increase the number of its members, especially independent members to chair the Committees.

2. Performance of the Board of Directors

Following the restructuring of the BOD in October 2024, the BOD promptly approved and implemented the action plan of the BOD and its Committees for the fiscal year 2024 – 2025.

The BOD convened **28 meetings** (including **04 regular meetings** and **24 ad-hoc meetings**, held in both person and online forms) and conducted **64 rounds of written consultations** of BOD members, resulting in a total of **139 Resolutions/Decisions** issued. In addition, the Committees under the BOD operated in accordance with the functions, duties, and action plans approved by the BOD; and held multiple monthly and quarterly meetings to direct and oversee the tasks under the approved action plans.

The convening of meetings, distribution of materials, method of attendance and voting, as well as the preparation and issuance of minutes/resolutions were performed in compliance with applicable laws, the Company's Charter, internal management regulations, and good corporate governance practices, ensuring that the BOD members had sufficient time to review the materials and prepare their opinions. The information-sharing mechanism between the Committees and the BOD was also implemented through periodic reports, meeting minutes, and accompanying documents.

The BOD focused on addressing key priorities of the fiscal year, including consolidating and enhancing the effectiveness of the new organizational model, promoting commercial development and international cooperation, improving the corporate governance framework toward good practices, and developing the management personnel. In the fiscal year 2024 - 2025, the BOD approved **10 personnel appointment decisions** within its authority (*including Deputy General Directors, Chief Accountant, and the Corporate Governance Officer,...*). The selection and appointment processes were conducted by the BOD in accordance with the Company's Charter and internal management regulations.

3. Supervisory activities of the Board of Directors over the Board of Managers (BOM)

Through regular and ad-hoc meetings, the internal reporting system, and the supervisory activities of the Committees under the BOD, the Board of Directors closely and diligently supervised and directed the BOM in the operation of the Company, particularly in the implementation of the Resolutions of the GMS and the BOD.

The Chief Executive Officer and the BOM made considerable efforts in simultaneously maintaining stable production, business operations, and progressively building a solid foundation for the Company's growth strategy and development objectives toward 2030. The business and operational results for the fiscal year 2024 - 2025 were assessed as positive and provided a foundation for growth in the subsequent fiscal year.

However, the pace of change and the capacity of the BOM, especially the management team, need to be further accelerated and improved to ensure that it meets the strategic breakthroughs in the period of 2026 - 2030.

4. Supervisory activities of the Board of Directors on related transactions, risk management and internal controls, financial statements and information disclosures

In the fiscal year 2024 - 2025, according to the consolidated financial statements, the Company engaged in transactions with 13 related parties with a total transaction value of approximately VND 385 billion. The review of related-party transactions conducted by the Audit Committee and Internal Audit determined that these transactions complied with the law, the Company's Charter, internal governance regulations, and contained no material misstatements.

The BOD directed the development and operation of the Company's risk management and internal control system based on international standards; identified and classified risks, formulated appropriate response plans, and promoted the enhancement of capabilities within the first line of defense. The Audit Committee/Internal Audit, the Risk Management Committee, and the Executive Management held joint meetings on risk governance and exchanged operational information. Through its audits, Internal Audit recorded 30 findings, of which 27 findings were remediated and 03 findings remain in progress.

The BOD instructed the Audit Committee and Internal Audit to review the quarterly financial statements prior to the Company's disclosure. Presentation errors were required to be corrected, and no material issues remained outstanding. Issues raised by the independent auditor and the Executive Management's corresponding remedial actions were detailed in the Executive Management's Management Representation Letter.

The BOD ensured that the Company's information disclosure activities were carried out in compliance with the law and internal regulations, with no violations identified.

However, the BOD needs to develop and promulgate a Supervisory Regulation of the BOD to clearly define the principles, methods, scope, and subjects of supervision in order to implement oversight in a more systematic and professional manner.

C. Recommendations on the activities of the Board of Directors

Based on the actual operation of the BOD for the fiscal year 2024 - 2025 and the Company's strategic goals and orientations to 2030, it is recommended that the BOD consider some of the following issues:

1. Adding at least 02 independent/non-executive members of the BOD and rearranging the title of Chairperson of the Committees under the BOD so that each independent/non-executive member serves as Chair of only one committee.
2. Consider improving the structure of the Committees with the participation of non-members of the BOD, ensuring a sufficient number and capacity to fully perform the assigned roles

and responsibilities; at the same time, develop an information and coordination mechanism between committees to ensure that the activities of the committees are fully updated for members of the BOD.

3. Continue to maintain the approval of the annual action plans of the Committees and the evaluation of the performance of the Committees; at the same time, implement the quantitative evaluation of the performance of the BOD and members of the BOD.
4. Continue to complete a number of corporate governance documents for the Company; at the same time, build the corporate governance model of the Group of Companies with the parent company being a listed company and in accordance with the organizational and operation model of the Company.
5. Develop a mechanism for information exchange and coordination on corporate governance between the BOD of the Company and the BOD of subsidiaries (centers) in the group of companies.

I hope to receive the contribution of the BOD and the General Meeting of Shareholders on this evaluation report so that I can better perform the roles and responsibilities of independent members of the BOD.

Respectfully./.

INDEPENDENT MEMBER OF THE BOD



LE QUANG PHUC

APPENDIX 02

(Attached to the Report of the Board of Directors dated December 4th, 2025)

THANH THANH CONG – BIEN HOA
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tay Ninh, December 4th, 2025

REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS ON THE ACTIVITIES OF THE BOARD OF DIRECTORS FOR THE FISCAL YEAR 2024 – 2025

To: Shareholders of Thanh Thanh Cong – Bien Hoa Joint Stock Company

I, **Tran Trong Gia Vinh**, Independent Member of the Board of Directors, would like to present a report on the activities for the fiscal year 2024 - 2025, summarizing my role in supervising, advising and contributing to the governance, risk control, and sustainable development of Thanh Thanh Cong – Bien Hoa Joint Stock Company ("TTC AgriS") and the results of monitoring the activities of the Board of Directors ("BOD") and Board of Managers ("BOM").

I. Roles and responsibilities in the Board of Directors

1. Independent members of the Board of Directors:

- Conduct independent oversight of the BOD and the BOM to ensure transparency, legal compliance, and protection of shareholders' interests.
- Provide counter-argument, strategic advisory, and risk-control opinions to enhance governance effectiveness.
- Support leadership-development initiatives for the BOM.

2. Chairman of the Human Resources Committee

- Lead the development of HR strategy and corporate culture to build a competent leadership pipeline.
- Develop and implement an organizational structure aligned with the Company's operating model as approved by the General Meeting of Shareholders, ensuring efficiency, flexibility, and alignment with the new development orientation.
- Oversee the development of key personnel, focusing on leadership capability and innovation.
- Review and propose compensation, evaluation, and talent-development policies consistent with TTC AgriS's sustainable-growth objectives.

3. Member of ESG Committee – in charge of "Social"

- Participate in developing the ESG Strategy for the 2024 - 2025 period, guiding the integration of environmental, social, and governance factors into operational activities.



- Oversee social-responsibility programs relating to community development, employee welfare, and sustainable agriculture.
 - Develop ESG capabilities and mindset across the entire organization, promoting awareness and commitment of personnel to sustainable development and long-term value creation.
- 4. Member of the Audit Committee**
- Oversee compliance with legal regulations, accounting standards, and the internal-control system (including planning, support, and periodic performance monitoring).
 - Provide comments and counter-arguments to ensure transparency and accuracy in financial reporting and improve risk-management practices.
- 5. Member of the Risk Management Committee**
- Contribute to the Company's enterprise risk-management framework, including operational, financial, legal, and ESG risks.
 - Serve as a member of the Transformation Committee for the Agriculture Center and the Commercial Center.
 - Provide recommendations and mitigation measures for material risks, supporting the BOD in strategic oversight and ensuring sustainability in business operations.
- II. Report on monitoring the activities of the Board of Directors and the Board of Managers**
- 1. Evaluation of the Board of Directors' Performance:**
- The BOD of TTC AgriS for the fiscal year 2024 - 2025 consisted of five members, including two independent members. All BOD members actively participated in strategic planning, compliance oversight, and monitoring the BOM's operations, ensuring adherence to corporate governance standards in accordance with legal requirements. The BOD members played a proactive role in advising and guiding best governance practices for the management team.
 - The BOD conducted its duties with responsibility and transparency in governing the listed company, BOD meetings were convened both regularly and on an ad hoc basis in a timely manner, following prescribed procedures and internal governance regulations. Meeting materials were circulated in advance, allowing thorough discussion and evaluation by all members to provide well-informed guidance and solutions that maximize company value.
 - The BOD adopted a highly critical and analytical approach in its work. Matters related to business strategy, financial strategy, corporate culture, management systems, and technology investment were thoroughly discussed between the BOD and BOM. The BOD continuously monitored and guided the execution of the CEO and BOM, ensuring compliance with delegated authorities, BOD policies and plans, and applicable legal regulations.
 - The committees under the BOD demonstrated high professional quality and effective interaction with the management team. However, coordination among the BOD committees

still requires improvement to enhance consistency in timelines, task management, and information sharing.

2. Evaluate the Board of Directors' oversight of the CEO and other members of the Board of Managers

- Overall, the BOD effectively oversees strategy execution by the BOM, ensuring alignment with strategic objectives and timely adjustments when necessary.
- Regular and ad hoc BOM meetings were typically attended by BOD members. Decisions made by the BOM were analyzed, reviewed, and consulted by the BOD to ensure optimal solutions for the Company's best interests. This enabled the BOD to address operational issues in accordance with regulations and legal compliance principles.
- The BOD has not fully ensured effective monitoring of the implementation progress of the three-center operating model, resulting in initial inconsistencies.
- Strengthening the BOM's overall capability remains essential for strategic execution in the upcoming period.

3. Recommendations to the Board of Directors

- Consider increasing the number of independent BOD members to enhance diversity and counter-argument capacity.
- Develop a more effective methodology for monitoring risks associated with the 2025 - 2030 transformation roadmap.
- Augment the resources of the Internal Audit Department and enhance its advisory role to the subsidiaries.
- Develop data systems and dashboards to support the BOD in operational and risk - management oversight.

Above is the Report on the activities of independent members of the Board of Directors on the activities of the Board of Directors for the year 2024 - 2025.

Respectfully./.

INDEPENDENT MEMBER OF THE BOD



TRAN TRONG GIA VINH