

NATIONAL VETERINARY JOINT STOCK COMPANY NAVETCO



REGULATIONS
ACTIVITIES OF THE BOARD OF DIRECTORS
NATIONAL VETERINARY JOINT STOCK
COMPANY NAVETCO

*Issued pursuant to Resolution No.316 NQ-DHĐCĐ of the General Meeting of
Shareholders dated June 18, 2026*

Ho Chi Minh City, June 18, 2026

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REGULATIONS ACTIVITIES OF THE BOARD OF DIRECTORS NATIONAL VETERINARY JOINT STOCK COMPANY NAVETCO

- *Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Enterprise Law;*
- *Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and effective January 1, 2021, Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Securities Law and guiding documents for implementation, and amendments and supplements at each time;*
- *Based on Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;*
- *Based on Government Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing several articles of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;*
- *Based on Circular 116/2020/TT-BTC dated December 31, 2020, guiding some provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of some provisions of the Securities Law;*
- *Based on Circular 96/2020/TT-BTC dated November 16, 2020, of the Ministry of Finance guiding the disclosure of information on the securities market and other guiding documents, and amendments and supplements at each time;*
- *Based on the Charter of Organization and Operation of National Veterinary Joint Stock Company Navetco;*
- *Based on Resolution No.316/NQ-DHĐCĐ dated June 18, 2026 of the General Meeting of Shareholders of National Veterinary Joint Stock Company Navetco.*

The operating regulations of the Board of Directors of Navetco Central Veterinary Pharmaceutical Joint Stock Company include the following content:

CHAPTER I: GENERAL REGULATIONS

Article 1. Scope of Regulation and Applicable Subjects

1. **Scope of Regulation:** The Board of Directors' operating regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.

2. **Applicable Subjects:** These regulations apply to the Board of Directors, its members, and related parties mentioned in these regulations.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the Company's development.

2. The Board of Directors delegates responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

Article 3. Definitions and Terms

1. In these Regulations, the following terms are understood as follows:

a) “*Charter capital*” is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and as stipulated in Article 6 of the Charter of Navetco Central Veterinary Pharmaceutical Joint Stock Company

b) “*Enterprise Law*” refers to the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective January 1, 2021, amended and supplemented by Law No. 03/2022/QH15 effective March 1, 2022, and Law No. 76/2025/QH15 effective July 1, 2025, and implementing guidelines and amendments from time to time;

c) “*Securities Law*” refers to Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective January 1, 2021, amended and supplemented by Law No. 56/2024/QH15 effective January 1, 2025, and implementing guidelines and amendments from time to time;

d) “*Date of Establishment*” is the date the Company was first granted its Certificate of Business Registration (Business Registration Certificate and equivalent documents);

e) “*Business executives*” are the General Director, Deputy General Director, and Chief Accountant appointed by the Board of Directors;

f) “*Business managers*” are the managers of the Company, including the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

g) “*Insiders*” are individuals holding important positions in the Company's management and operational structure, including: Chairman of the Board of Directors, Members of the Board of Directors, Members of the Supervisory Board, Company executives; Company secretary, person in charge of company governance, person authorized to disclose information;

h) “*Related parties*” are individuals or organizations as defined in Clause 46, Article 4 of the Securities Law;

i) “*Shareholder*” is an individual or organization owning at least one share of a joint-stock company;

j) “*Strategic shareholder*” is a shareholder owning 10% or more of the common shares;

k) “*Major shareholder*” is a shareholder as defined in Clause 18, Article 4 of the Securities Law;

l) “*Member of the Supervisory Board*” is the Supervisor;

m) “*Company Secretary*” is the Secretary of the Board of Directors;

n) “*Stock Exchange*” is the Vietnam Stock Exchange and its subsidiaries.

o) “*VSDC*” is the Vietnam Securities Depository and Clearing Corporation;

2. In these Regulations, references to one or more other regulations or documents, including amendments, supplements, or replacements, are prohibited.

3. The headings (Chapters, Articles of these Regulations) are used for ease of understanding and do not affect the content of these Regulations.

CHAPTER II : MEMBER OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights and responsibilities as stipulated in the Enterprise Law, the Securities Law, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.

2. Members of the Board of Directors have the following obligations as stipulated in the Enterprise Law, the Company Charter, and the following duties:

a) To perform their duties honestly and diligently for the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and to express their opinions on the issues discussed;

c) To promptly and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors and their related parties; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager in the three (03) years immediately preceding the transaction;

e) Disclose information when conducting transactions of the Company's shares in accordance with the law.

Article 5. Right of Board of Directors members to access information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units related to the performance of their assigned duties, if approved

by the Board of Directors, and provided that such information does not fall within the scope of the Company's trade secrets. Those receiving the information are responsible for maintaining its confidentiality and using it only for the assigned work.

2. Business managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedure for requesting and providing information is as follows:

- Members of the Board of Directors must submit a written request to the Board of Directors for information.

- If deemed necessary, the Board of Directors will convene a meeting to obtain opinions within seven (07) working days from the date of receiving the request from a member of the Board of Directors regarding the content of the requested information. Voting ballots of members with relevant interests are considered valid ballots.

- If the above content is approved by the Board of Directors, the manager shall provide the requested information within seven (07) working days from the date of approval by the Board of Directors. The provision of information shall take place at the Company's head office and any costs incurred due to copying (if any) from the provision of information shall be paid by the member of the Board of Directors requesting the information.

- If the Board of Directors refuses the request for information from this Board Member, no later than three (03) working days after the meeting date, the Board of Directors must respond in writing and state the reasons to the Board Member requesting the information.

Article 6. Number, term of office, and structure of Board of Directors members

1. The number of Board of Directors members is five (05) people.

2. The term of office of a Board of Directors member is not more than five (05) years and can be re-elected for an unlimited number of terms.

3. If all members of the Board of Directors complete their terms simultaneously, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. Board of Directors Membership Structure.

There must be at least one non-executive member in cases where the Company has between 3 and 5 Board members. The Company limits the number of Board members holding executive positions within the Company to ensure the independence of the Board of Directors.

Article 7. Standards and conditions for membership of the Board of Directors

Members of the Board of Directors must meet the following standards and conditions:

- a) Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter;

b) Members of the Board of Directors must be shareholders of the Company;

c) Members of the Company's Board of Directors may not also be members of the Board of Directors or hold management positions in the enterprises of competitors. Except in cases where the Company appoints a capital representative in another enterprise in which the Company has invested capital;

d) A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 05 other companies.

Article 8. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not also hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Formulate the program and activity plan of the Board of Directors;

b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

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

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

e) Preside over the General Meeting of Shareholders;

f) The Chairman of the Board of Directors must submit the financial statements, the report on the general situation of the Company, and the report on the activities of the Board of Directors to the General Meeting of Shareholders in accordance with the law;

g) To propose to the Board of Directors and the General Meeting of Shareholders the appointment, dismissal, and removal of the General Director. To sign employment contracts with the General Director on behalf of the Board of Directors;

h) Other rights and obligations as prescribed by the Enterprise Law.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or dismissal.

5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member of the Board of Directors in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Charter. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a

compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not contrary to current labor laws. The Company Secretary has the following rights and obligation:

a) To assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; to record meeting minute;

b) Advising on meeting procedures;

c) Ensuring that Board of Directors resolutions comply with the law;

d) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;

e) Assisting members of the Board of Directors in exercising their assigned rights and obligations;

f) Assisting the Board of Directors in applying and implementing corporate governance principles;

g) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations to provide information, disclose information, and handle administrative procedures;

h) Maintaining confidentiality of information in accordance with the law and the Company Charter.

i) Other rights and obligations as stipulated in the Company Charter and the Company's internal regulations.

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

1 The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Not meeting the qualifications and conditions stipulated in Article 155 of the Enterprise Law;

b) A resignation letter is submitted and accepted;

c) Other cases as stipulated in the Enterprise Law and the Company's Charter.

2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b) Other cases as stipulated in the Enterprise Law and the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors except in cases stipulated in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of Board of Directors members is reduced by more than one-third (1/3) compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3);

b) Except as provided in point a of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

Article 10. Procedures for electing, dismissing, and removing members of the Board of Directors.

1. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the Board of Director.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates and if they own 50% or more, they are entitled to nominate the full number of candidate.

2. The nomination of individuals to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate individuals to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.

b) Based on the number of Board of Directors members stipulated in Clause 1, Article 26 of the Company Charter and Clause 1, Article 6 of these Regulations, the shareholder or group of shareholders specified in point a, Clause 2 of this Article has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors.

3. If the number of candidates for the Board of Directors nominated and elected as stipulated in Clause 5, Article 115 of the Enterprise Law is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with

the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

4. If the number of candidates nominated by the incumbent Board of Directors under Clause 3 of this Article is still insufficient, the Board of Directors shall organize nominations from other shareholders in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' organization of nominations from other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. The voting for Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board of Directors members to be elected, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board of Directors members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last Board of Directors member, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the election regulations or the Company's Charter.

6. If the number of candidates is less than or equal to the number of Board of Directors members to be elected, the election of Board members may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law, or by voting (approve, disapprove, abstain). The percentage of votes for approval by voting method shall be determined according to Clause 2, Article 21 of the Company's Charter.

7. The dismissal or removal of members of the Board of Directors shall be carried out by the General Meeting of Shareholders through a voting process (approve, disapprove, abstain). The voting percentage required for approval by this method is stipulated in Clause 2, Article 21 of the Company's Charter.

Article 11. Notification of election, dismissal, and removal of members of the Board of Directors

1. In the event that candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that is published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as stipulated in the Company's Articles of Association;
- g) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate in the Board of Directors (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations and guidelines on information disclosure.

CHAPTER III: BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Deciding on the Company's strategy, medium-term development plan, and annual business plan;
- b) Proposing the types of shares and the total number of shares authorized for sale for each type;
- c) Deciding on the sale of unsold shares within the authorized number of shares for each type; deciding on raising additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) Decisions on share buybacks as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- f) Deciding on investment plans and investment projects with a value of less than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statement;
- g) Deciding on market development, marketing, and technology strategies;
- h) Through purchase, sale, loan, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the

Company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law;

i) Electing, dismissing, and removing the Chairman and Vice-Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in the Company's Charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;

j) Supervising and directing the General Director and other managers in the daily operation of the Company's business;

k) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

l) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

m) Submit the audited annual financial statements to the General Meeting of Shareholders;

n) Propose the dividend rate to be paid; decide on the timeframe and procedures for dividend payment or handling losses incurred during business operations;

o) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;

p) Deciding on the issuance of the Board of Directors' operating regulations, the internal regulations on corporate governance after approval by the General Meeting of Shareholders; and the Company's information disclosure regulations;

q) To request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units. The requested managers must provide timely, complete, and accurate information and documents as requested by the Board of Directors members. The procedures for requesting and providing information are specifically stipulated in the Board of Directors' operating regulations.;

r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter..

3. The Board of Directors must report to the General Meeting of Shareholders on the results of its operations as stipulated in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law.

4. The Board of Directors adopts resolutions and decisions by voting at meetings, by written consultation, or by other means as stipulated in the Company's Charter. Each member of the Board of Directors has one vote.

5. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Company for the damage; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.

Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors approves contracts and transactions with a value less than thirty-five percent (35%) or transactions resulting in a total transaction value within 12 months from the date of the first transaction being less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statement, or a smaller percentage or value as stipulated in the Company's Articles of Association, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these individuals;
- Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the Company's total common share capital, and their related parties;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Enterprise Law.

2 The Board of Directors approves contracts, loan transactions, and asset sales with a value less than or equal to ten (10%) of the total value of the company's assets as recorded in the most recent financial statement between the Company and shareholders owning fifty-one percent (51%) or more of the total voting shares or related parties of such shareholders.

3. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and send along the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the notification, unless the Company's Charter stipulates a different period; members of the Board of Directors with interests related to the parties in the contract or transaction do not have the right to vote.

Article 14. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) Board of Directors deems it necessary for the benefit of the Company;
- b) Annual balance sheets, quarterly financial statements, six (06) month or annual financial statements that have been audited reflect equity that has been lost by half (1/2) compared to the beginning of the period;
- c) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
- d) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with the signatures of all relevant shareholders, or the request must be made in multiple copies and include the signatures of all relevant shareholders;
- e) At the request of the Supervisory Board;
- f) Other cases as prescribed by law and the Company's Articles of Association.

2. Triệu tập họp Đại hội đồng cổ đông bất thường

Hội đồng quản trị phải triệu tập họp Đại hội đồng cổ đông trong thời hạn sáu mươi (60) ngày kể từ ngày số lượng thành viên Hội đồng quản trị hoặc thành viên Ban Kiểm soát còn lại ít hơn số lượng thành viên tối thiểu theo quy định tại Điều lệ Công ty hoặc nhận được yêu cầu quy định tại điểm c và điểm d khoản 1 Điều này;

3. Convening an Extraordinary General Meeting of Shareholder:

- a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as stipulated in the Company's Charter or upon receiving the request as stipulated in points c and d of Clause 1 of this Article;
- b) Preparing the agenda and content of the general meeting;
- c) Preparing documents for the general meeting;
- d) Drafting the resolutions of the General Meeting of Shareholders according to the planned content of the meeting;
- e) Determining the time and place of the general meeting;
- f) Notifying and sending notices of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks related to the general meeting.

Article 15. Subcommittees assisting the Board of Directors

1. When deemed necessary, the Board of Directors may establish a subcommittee to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors and shall be at least three (03) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these

members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

CHAPTER IV: BOARD OF DIRECTORS MEETING

Article 16. Board Meetings

1. The Chairman and Vice-Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select one (01) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once (01) every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Supervisory Board;
- b) Upon the request of the General Director or at least five (05) other managers;
- c) Upon the request of at least two (02) members of the Board of Directors;
- d) Other cases as stipulated in the Company's Charter.

4. The proposal stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least three (03) working days before the meeting date unless the Company Charter stipulates otherwise. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballot of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the Company's Articles of Association, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

8. A Board of Directors meeting shall be held when at least three-quarters (3/4) of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting, and the Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the second meeting at least three (03) working days before the meeting date. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

9. Members of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on their behalf as stipulated in Clause 11 of this Article;
- c) Attending and voting through online conferencing, electronic voting, or other electronic means;
- d) Sending ballots to the meeting via mail, fax, or email;
- e) Sending ballots by other means as stipulated in the Company's Articles of Association.

10. In case of sending ballots to the meeting by mail, the ballots must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another Board member or a non-Board member (if approved by a majority of Board members) to attend meetings and vote on their behalf.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority (more than 1/2) of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors. Note that Board members are not allowed to vote on transactions that benefit that member or their related parties, as stipulated in the Enterprise Law and Article 45 of the Company's Charter.

Article 17. Minutes of the Board of Directors Meeting

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, transcribed, and stored electronically. Minutes must be in Vietnamese and may also be in English, including the following key contents:

- a) Name, registered office address, and business registration number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting and the reasons for absence;
- e) The issues discussed and voted on at the meeting;
- f) A summary of the opinions expressed by each member present at the meeting, in chronological order;
- g) The voting results, clearly indicating which members approved, disapproved, and abstained;
- h) The issue that was approved and the corresponding percentage of votes in favor;
- i) The full name and signature of the chairperson and the person recording the minutes, except as provided in Clause 2 of this Article.

2. If the chairperson or the person recording the minutes refuses to sign the meeting minutes, but all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, f, and g of Clause 1 of this Article, then these minutes shall be valid.

3. The chairperson, the minutes recorder, and the signatories of the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and English have equal legal validity. In case of discrepancies in content between the Vietnamese and English versions, the Vietnamese version shall prevail.

CHAPTER V: REPORT AND DISCLOSURE OF BENEFITS

Article 18. Submission of Annual Reports

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the evaluation of the Company's management and operation;



d) Report on the Supervisory Board's assessment.

2. The reports stipulated in points a, b and c of Clause 1 of this Article must be submitted to the Supervisory Board for assessment no later than thirty (30) days before the opening date of the annual General Meeting of Shareholders.

3. The reports stipulated in Clauses 1 and 2 of this Article, the Supervisory Board's appraisal report, and the audit report must be kept at the Company's head office no later than twenty-one (21) days before the opening date of the Annual General Meeting of Shareholders.

Article 19. Remuneration, Bonuses, and Other Benefits of Board Members

1. The Company has the right to pay remuneration and bonuses to Board members based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Board members may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Incorporation.

Article 20. Disclosure of related interests

Unless otherwise stipulated in the Company's Articles of Association, the disclosure of the Company's interests and related parties shall be carried out in accordance with the following regulations:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:

a) The name, business registration number, registered office address, business sector, and business activities of the enterprise in which they own capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) Name, enterprise code, head office address, business lines and activities of the enterprise in which their related persons jointly or individually own capital contributions or shares exceeding ten (10%) of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within seven (07) working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within seven (07) working days from the date of the corresponding amendments or additions.

3. Members of the Board of Directors who, in their own name or on behalf of others, perform any work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.



CHAPTER VI: RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between the members of the Board of Directors is one of coordination; members are responsible for informing each other about relevant issues in the process of handling their assigned tasks.

2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues related to the area of responsibility of another Board member. If there are differing opinions among Board members, the member primarily responsible shall report to the Chairman of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the Company Charter, and this Regulation.

3. In the event of a reassignment of responsibilities among Board members, the Board members must hand over their work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the General Director and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

Article 23. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

CHAPTER VII: ENFORCEMENT CLAUSES

Article 24. Effective Date

The Regulations on the Operation of the Board of Directors of Navetco Central Veterinary Pharmaceutical Joint Stock Company consist of 7 Chapters and 24 Articles and shall come into effect from June 18, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



TRẦN TUẤN KHANH