

PETROVIETNAM FERTILIZER AND
CHEMICALS CORPORATION
NORTHERN PETROVIETNAM FERTILIZER
AND CHEMICALS JSC

No.: 26-614/MB-TCHC
Re: Information disclosure regarding the amendment
and supplementation of the Company Charter

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness


Hanoi, April 21, 2026

To:

- **The State Securities Commission;**
- **The Ha Noi Stock Exchange.**

1. Name of company: Northern Petrovietnam Fertilizer and Chemicals JSC
2. Stock symbol: PMB
3. Head Office Address: 4th Floor, Vietnam Petroleum Institute Building, No. 167 Trung Kinh Street, Yen Hoa Ward, Hanoi City.
4. Tel: 024.35378256 Fax: 024.35378255
5. Person in charge of information disclosure: Mr Pham Tran Nguyen - Head of Administration and Human Resources Department.
6. Type of Information Disclosure:
 24h 72h Requirement Unusual Periodic
7. Content of Information Disclosure: Northern PetroVietnam Fertilizer and Chemicals Joint Stock Company (Stock code: PMB) hereby discloses information regarding the Charter of Northern Petrovietnam Fertilizer and Chemicals Joint Stock Company (*amended and supplemented in 2026*)
8. Website address for publishing: www.pmb.vn

We hereby commit that the disclosed information is true and accurate, and we take full responsibility before the law for the content of the disclosed information.

Recipients: 

- As above;
- BOD, BOS, Director (to report);
- Save AD, DNH.

Attached file:

Resolution No. 26-42/NQ-AGM dated April 20, 2026 of the General Meeting of Shareholders.

PERSON IN CHARGE OF
INFORMATION DISCLOSURE



TRƯỞNG PHÒNG TCHC
Phạm Trần Nguyễn

No: 26-42/NQ-DHDCD

Hanoi, April 20, 2026

RESOLUTION

**On the Promulgation of the Charter of Northern PetroVietnam
Fertilizer and Chemicals Joint Stock Company (Amended)**

**THE GENERAL MEETING OF SHAREHOLDERS
PETROVIETNAM NORTHERN FERTILIZER AND CHEMICALS JOINT
STOCK COMPANY**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, taking effect from January 01, 2021;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, taking effect from January 01, 2021;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders of Petrovietnam Northern Fertilizer and Chemicals Joint Stock Company No. 26-41/NQ-DHDCD dated April 20, 2026,

HEREBY RESOLVES:

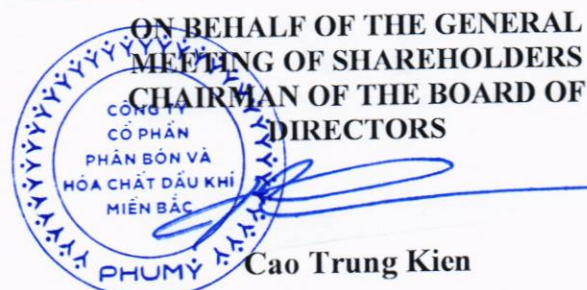
Article 1: To promulgate together with this Resolution the Charter of Petrovietnam Northern Fertilizer and Chemicals Joint Stock Company (amended and supplemented in 2026) which has been approved by the 2026 Annual General Meeting of Shareholders.

This Charter is the highest legal document governing the organization and operation of the Company, taking effect from the date of its approval and replacing all previous versions of the Charter.

Article 2: The Board of Directors, the Board of Management, the Supervisory Board, Heads of Departments, and affiliated units of Petrovietnam Northern Fertilizer and Chemicals Joint Stock Company are responsible for organizing the implementation and execution of this Resolution.

Recipients:

- As above;
- Archived: Admin.DNH.



Cao Trung Kien

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



CHARTER OF
NORTHERN PETROVIETNAM FERTILIZER AND
CHEMICALS JOINT STOCK COMPANY

*(Issued together with Resolution No. 26-42/NQ-ĐHĐCĐ dated 20/04/2026
of the General Meeting of Shareholders of Northern PetroVietnam Fertilizer and
Chemicals Joint Stock Company)*

Hanoi, April 20, 2026

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PREAMBLE

This Charter is adopted pursuant to Resolution No. 26-42/NQ-DHĐCĐ of the General Meeting of Shareholders dated April 20, 2026.

I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Definition of terms

1. In this Charter, the following terms shall be understood as follows:

- a) Charter capital means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company as specified in Article 6 of this Charter;
- b) Voting capital means the share capital whose owners have the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) Vietnam means the Socialist Republic of Vietnam;
- f) Establishment date means the date on which the Company is granted the Enterprise Registration Certificate for the first time;
- g) Enterprise executives means the General Director, Deputy General Directors, Chief Accountant and other executives;
- h) Enterprise managers means the company's managers, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other managerial titles;
- i) Related persons means individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;
- k) Shareholder means an individual or organization owning at least one share of a joint stock company;
- l) Founding shareholder means a shareholder owning at least one ordinary share and signing in the list of founding shareholders of the joint stock company;
- m) Major shareholder means a shareholder owning 5% or more of the voting shares of an issuer (as defined in Clause 18, Article 4 of the Law on Securities);
- n) Duration of operation means the operating period of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;
- o) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or other document include any amendments, supplements or replacements thereof.

3. Headings (Sections, Articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

II. NAME, FORM, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, registered office, branches, representative offices, business locations and duration

1. Company name

- Vietnamese name: Công ty Cổ phần Phân bón và Hóa chất Dầu khí miền Bắc
- English name: Northern PetroVietnam Fertilizer and Chemicals Joint Stock Company
- Abbreviated name: PVFCCo – PMB



- Logo:

2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.

3. Registered office of the Company:

- Address: 4th Floor, Vietnam Petroleum Institute Building, No. 167 Trung Kinh Street, Yen Hoa Ward, Hanoi City, Vietnam.
- Tel: (84-24) 3537 8256
- Fax: (84-24) 3537 8255
- Email: pmb.pvfcco.com.vn
- Website: www.pmb.vn

4. The Company may establish branches and representative offices at business locations to fulfill its operational objectives in accordance with Board of Directors decisions and within the scope permitted by law.

5. Unless terminated early as stipulated in Clause 2, Article 54 or extended as stipulated in Article 55 of this Charter, the Company's duration of operation is indefinite from its establishment date.

Article 3. Legal representative of the Company

1. The Company has 01 legal representative. The General Director is the legal representative of the Company.

2. Powers and obligations of the legal representative:

The legal representative is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, and represents the Company as petitioner, plaintiff, defendant or interested party before Arbitration, Courts, and in other rights and obligations as prescribed by law.

3. The legal representative has the following responsibilities:

- To perform assigned rights and obligations honestly, carefully and to the best extent possible to protect the Company's legitimate interests;

- To be loyal to the Company's interests; not to abuse position or title or use the Company's information, know-how, business opportunities or other assets for personal gain or to serve other parties' interests;

- To promptly, fully and accurately notify the Company of enterprises in which the legal representative or their related persons is the owner or holds shares or capital contribution.

4. The legal representative bears personal liability for damages caused to the Company due to breach of responsibilities specified in Clause 3 of this Article.

5. The legal representative must reside in Vietnam. When exiting Vietnam, they must authorize in writing another resident individual to perform their rights and obligations. The legal representative remains responsible for the delegated performance.

6. Where the authorization period expires and the legal representative has not returned to Vietnam and no other authorization has been made, the authorized person shall continue to perform until the legal representative returns or until the Board of Directors appoints another legal representative.

7. Where the legal representative is absent from Vietnam for more than 30 days without authorization, or is deceased, missing, being prosecuted, in temporary detention, serving a prison sentence, executing administrative sanctions, has lost civil legal capacity, has difficulties in perception or behavioral control, or is prohibited by a Court from certain activities, the Board of Directors shall appoint another legal representative.

III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Business objectives

1. Business lines of the Company:

Industry Code	Business Line Name
4679	<p>Other specialized wholesale not elsewhere classified (main business line) Detail: <i>46791 Wholesale of fertilizers, pesticides and other agricultural chemicals (Including:</i> <i>- wholesale of fertilizers;</i> <i>- wholesale of pesticides;</i> <i>- Wholesale of herbicides, germination inhibitors, plant growth stimulants and other agricultural chemicals)</i> <i>46795 Wholesale of yarn, fiber, textile thread</i> <i>(Including: wholesale of textile yarn and fiber; twisted textile thread)</i></p>
4773	<p>Retail sale of other new goods (excl. motor vehicles, motorcycles and parts) Detail: <i>47735 - Retail sale of kerosene, gas, household fuel coal</i> <i>47739 - Retail sale of other goods not elsewhere classified</i></p>

7310	Advertising
7320	Market research and public opinion polling (excl. state-prohibited services)
8230	Organization of trade fairs and exhibitions
4620	Wholesale of agricultural and forestry raw materials (excl. wood, bamboo) and live animals <i>Detail: Wholesale of agricultural and forestry raw material goods (excl. state-prohibited forest products)</i>
5022	Inland waterway freight transport
6810	Real estate activities with own or leased property <i>Detail: Real estate business</i>
5210	Warehousing and storage <i>Detail: Warehousing services business</i>
8299	Other business support service activities not elsewhere classified <i>Detail: Import-export of the Company's business goods</i>
0161	Support activities for crop production <i>Detail: Agricultural production consulting and support services (excl. state-prohibited types)</i>
4933	Freight transport by road
4671	Wholesale of solid, liquid and gaseous fuels and related products <i>Detail: 46714 - Wholesale of gas and related products</i>
2012	Manufacture of fertilizers and nitrogen compounds <i>Detail: 20120 - Manufacture of fertilizers and nitrogen compounds</i>
4719	Other retail sale in non-specialized stores <i>Detail: 47190 - Other general retail sale</i>

2. Business objectives of the Company: to effectively utilize capital mobilized from shareholders and domestic and foreign organizations for investment and business development; to innovate management and corporate governance to maximize profit; to create employment; to continuously enhance shareholders' benefits; to contribute to the State budget and develop the Company in compliance with government laws.

Article 5. Scope of business and activities

The Company is permitted to conduct business activities in the registered business lines specified in this Charter, to notify changes in registration with the business registration authority and

publish on the National Business Registration Portal, in compliance with regulations of the Vietnam National Oil and Gas Group, PetroVietnam Fertilizer and Chemicals Corporation – JSC, and to implement appropriate measures to achieve the Company's objectives.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is VND 120.000.000.000 (One Hundred and Twenty Billion Vietnamese Dong).

The total charter capital is divided into 12.000.000 shares with a par value of VND 10.000 per share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in compliance with applicable laws.

3. As of the date of adoption of this Charter, the Company's shares consist of ordinary shares. Rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.

4. The Company may issue other types of preference shares upon approval of the General Meeting of Shareholders and in compliance with applicable laws.

5. Ordinary shares shall be offered preferentially to existing shareholders proportional to their ordinary share ownership, unless the General Meeting of Shareholders decides otherwise. Unsubscribed shares shall be decided upon by the Board of Directors, which may distribute them on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares previously issued as prescribed in this Charter and applicable laws.

7. The Company may issue other types of securities as prescribed by law.

Article 7. Share certificates

1. Shareholders shall be issued share certificates corresponding to the number and type of shares owned.

2. A share is a security certifying the lawful rights and interests of the owner in relation to a portion of the issuer's charter capital. Shares must contain all contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from submission of a complete share ownership transfer dossier, or within the period specified in issuance terms from the date of full payment, the share owner shall be issued a share certificate at no printing cost.

4. In the event a share certificate is lost, damaged or destroyed, the shareholder may request reissuance. The request must include:

- a) Information about the lost, damaged or destroyed share certificate;
- b) A commitment to bear responsibility for any disputes arising from the reissuance.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued bearing the signature of the legal representative and the Company's seal.

Article 9. Transfer of shares

1. All shares are freely transferable unless this Charter or applicable laws provide otherwise. Listed or registered shares on the Stock Exchange are transferred in accordance with securities laws.
2. Shares not fully paid for may not be transferred and are not entitled to related benefits including dividends, shares issued from equity, subscription rights to new shares, and other rights as prescribed by law.

Article 10. Forfeiture of shares

1. Where a shareholder fails to fully and timely pay for subscribed shares, the Board of Directors shall notify and may require such shareholder to pay the outstanding amount and bear proportional liability for the Company's financial obligations.
2. The payment notice must clearly state the new payment deadline (at least 07 days from the date of notice), the payment location, and that failure to pay will result in forfeiture of unpaid shares.
3. The Board of Directors has the right to forfeit shares not fully and timely paid for if the notice requirements are not fulfilled.
4. Forfeited shares shall be treated as shares authorized for offering under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may sell or redistribute such shares on terms it deems appropriate.
5. The holder of forfeited shares must relinquish shareholder status for those shares, but remains proportionally liable for the Company's financial obligations at the time of forfeiture as decided by the Board of Directors. The Board of Directors has full authority to enforce full payment of the share value at the time of forfeiture.
6. The forfeiture notice shall be sent to the holder prior to forfeiture. The forfeiture remains effective even in cases of error or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

The Company's management, governance and control organizational structure consists of:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a) To attend, speak at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative or other forms as prescribed. Each ordinary share has one vote;
- b) To receive dividends at the level decided by the General Meeting of Shareholders;
- c) To have priority to purchase new shares proportional to their ordinary share ownership;
- d) To freely transfer shares, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- e) To review, look up and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate personal information;
- f) To review, look up, extract or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;
- g) Upon dissolution or bankruptcy, to receive a portion of the remaining assets proportional to their shareholding;
- h) To request the Company to repurchase shares in cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type grants equal rights, obligations and interests. Rights and obligations attached to preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company as required by law;
- l) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or Board of Directors as provided by law;
- m) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of total ordinary shares shall have the following rights:

- a) To request the Board of Directors to convene the General Meeting of Shareholders as provided in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To review, look up and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, Supervisory Board reports, contracts and transactions subject to Board of Directors approval, and other documents, except documents relating to trade secrets or business secrets;
- c) To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company. The request must be in writing and include: name, contact address, nationality, legal document number of individual shareholders; name, enterprise code, registered office for institutional shareholders; number of shares and registration date of each shareholder, total shares and ownership ratio; matters to be inspected and purpose of inspection;
- d) To propose matters for inclusion in the General Meeting of Shareholders agenda by written submission to the Company at least 03 working days before the opening, clearly stating the shareholder's name, number of shares, and matter proposed;
- e) Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of total ordinary shares shall have the right to nominate candidates for the Board of Directors and Supervisory Board as follows:

- a) Shareholders forming a group to nominate candidates must notify other shareholders of the group meeting before the opening of the General Meeting of Shareholders;
- b) Shareholders or groups owning 10%-30% may nominate one (01) candidate; 30%-50% may nominate up to two (02) candidates; 50% or more may nominate the full number of members. Where the number of nominees is less than allowed, the remaining candidates shall be nominated by the Board of Directors, Supervisory Board and other shareholders.

4. A shareholder or group of shareholders owning at least 1% of total ordinary shares may bring lawsuits in their own name or on behalf of the Company against Board of Directors members or the General Director for personal or joint liability to claim repayment or compensation in the following cases:

- a) Breach of manager responsibilities as stipulated in Article 165 of the Law on Enterprises;
- b) Failure to perform, incomplete, untimely or unlawful performance of assigned rights and obligations;
- c) Abuse of position or use of information, know-how, business opportunities or other assets for personal gain or to serve other parties;
- d) Other cases as prescribed by law.

5. Shareholders or groups of shareholders under Clause 4 of this Article have the right to review, look up and extract necessary information by court or arbitration decision before or during litigation proceedings.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for committed shares.
2. Not to withdraw contributed share capital in any form, except through Company or third-party repurchase. Violations of this clause render the shareholder and related interest holders jointly liable for the Company's debts up to the value of shares withdrawn and any damages arising.
3. To comply with the Company's Charter and Internal Management Regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and Board of Directors.
5. To maintain confidentiality of information provided by the Company; to use such information only to exercise and protect their own lawful rights; strictly prohibited from disseminating or sending Company information to other parties.
6. To attend General Meetings of Shareholders and exercise voting rights through:
 - a) Direct attendance and voting;
 - b) Authorizing another individual or organization to attend and vote;
 - c) Attending and voting via online conference, electronic ballot or other electronic means;
 - d) Sending ballots by mail, fax or email;
7. To bear personal liability when acting in the Company's name to:

- a) Violate the law;
 - b) Conduct business or other transactions for personal gain or to serve other parties;
 - c) Repay debts not yet due prior to financial risks facing the Company.
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making authority. It holds annual meetings within 04 months from the end of the financial year, extendable to 06 months by the Board of Directors when necessary. Extraordinary meetings may also be held. The meeting venue must be within Vietnam.
2. The Board of Directors convenes annual meetings and selects appropriate venues. The annual meeting passes the audited annual financial statements. Where the audit report contains material qualifications, adverse opinions or disclaimers, the Company must invite a representative of the approved audit firm who has the obligation to attend.
3. The Board of Directors must convene an extraordinary meeting in the following cases:
 - a) The Board of Directors deems it necessary for the Company's interests;
 - b) The number of remaining Board of Directors or Supervisory Board members falls below the minimum required by law;
 - c) Upon written request of shareholder(s) as specified in Clause 2, Article 115 of the Law on Enterprises, stating the reason and purpose, duly signed by relevant shareholders;
 - d) Upon request of the Supervisory Board;
 - e) Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders:
 - a) The Board of Directors must convene within 60 days from the relevant triggering event;
 - b) If the Board of Directors fails to convene within the above period, the Supervisory Board shall convene within the following 30 days as provided in Clause 3, Article 140 of the Law on Enterprises;
 - c) If the Supervisory Board also fails, the qualifying shareholder(s) may request the Company representative to convene as provided in Clause 4, Article 140 of the Law on Enterprises. All costs of convening shall be reimbursed by the Company, excluding shareholders' personal expenses;
 - d) Procedures shall follow Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:
 - a) To approve the Company's development orientation;
 - b) To decide on types of shares and total shares authorized for offering of each type; annual dividend levels;
 - c) To elect, dismiss and remove Board of Directors and Supervisory Board members;
 - d) To decide on investment in or sale of assets valued at 35% or more of total assets per the most recent financial statements;

- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve annual financial statements;
- g) To decide on repurchasing more than 10% of the total sold shares of each type;
- h) To review and handle violations by Board of Directors or Supervisory Board members that cause harm to the Company and shareholders;
- i) To decide on reorganization or dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;
- l) To approve the Internal Corporate Governance Regulations; Rules of Procedure for the Board of Directors and Supervisory Board;
- m) To approve the list of approved audit firms; to decide on the approved audit firm; to dismiss the approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on governance and performance of the Board and each member;
- d) Report of the Supervisory Board on business results and performance of the Board of Directors and Director;
- e) Self-assessment report on the performance of the Supervisory Board and its members;
- f) Dividend level for each type of share;
- g) Number of Board of Directors and Supervisory Board members;
- h) Election, dismissal and removal of Board of Directors and Supervisory Board members;
- i) Budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;
- k) Approved audit firms; approved audit firm to conduct examination when deemed necessary;
- l) Amendments and supplements to the Company's Charter;
- m) Types and number of new shares to be issued; transfer of founding shareholders' shares within the first 03 years;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganization and dissolution of the Company and appointment of liquidator;
- p) Investment in or sale of assets valued at 35% or more of total assets per the most recent financial statements;
- q) Repurchasing more than 10% of the total sold shares of each type;
- r) The Company entering into contracts or transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises valued at or above 35% of total assets;
- s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP;

- t) Approval of the Internal Corporate Governance Regulations, Board of Directors Rules of Procedure, and Supervisory Board Rules of Procedure;
 - u) Other matters as prescribed by law and this Charter.
3. All resolutions and matters in the agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend General Meeting of Shareholders

1. A shareholder or the authorized representative of an institutional shareholder may attend in person or authorize one or more others to attend, or attend via one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization must be made in writing in accordance with civil law, clearly stating the authorizing shareholder's name, authorized person's name, number of authorized shares, scope, content and duration of authorization, and signatures of both parties. The authorized attendee must submit the authorization document upon registration. In case of sub-authorization, the original authorization must also be presented.
3. Ballots cast by an authorized attendee within the scope of authorization remain valid even if one of the following occurs, except:
 - a) The authorizing party has died, or has limited or lost civil legal capacity;
 - b) The authorizing party has revoked the authorization;
 - c) The authorizing party has revoked the authority of the authorized person.

This clause does not apply where the Company receives notice of such an event before the opening or reconvening of the meeting.

Article 17. Change of rights

1. Any change or cancellation of special rights attached to preference shares takes effect when approved by shareholders representing 65% or more of total voting shares of all attending shareholders. Resolutions adversely changing the rights and obligations of preference shareholders are only passed if approved by preference shareholders of the same type owning 75% or more of that preference class, whether at a meeting or through written opinion.
2. A meeting of preference shareholders to approve such change is valid only when at least 02 shareholders (or their representatives) attend and hold at least 1/3 of the par value of issued shares of that type. If quorum is not met, the meeting shall be reconvened within 30 days; any holders of that share type present shall be deemed to constitute quorum. Holders present may request a secret ballot. Each share of the same type carries equal voting rights.
3. Procedures for such separate meetings shall follow Articles 19, 20 and 21 of this Charter.
4. Unless otherwise specified in the terms of issuance, special rights attached to preference shares shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and notice of General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders in cases specified in Clause 3, Article 14 of this Charter.
2. The convener must carry out the following tasks:

- a) Prepare the shareholder list (prepared no more than 10 days before the meeting notice is sent; the Company must publicly disclose the preparation of the shareholder list at least 20 days before the record date);
 - b) Prepare the agenda and meeting content;
 - c) Prepare meeting materials;
 - d) Draft resolutions for each agenda item;
 - e) Determine the time and venue;
 - f) Notify and send meeting notices to all entitled shareholders;
 - g) Other tasks serving the meeting.
3. The meeting notice shall be sent to all shareholders ensuring delivery to their contact address, and simultaneously published on the Company's website, the State Securities Commission's website, and the Stock Exchange. The notice must be sent at least 21 days before the opening. Where materials are not attached, the notice must specify the link to all meeting materials, including:
- a) Agenda and meeting materials;
 - b) List and details of candidates if electing Board of Directors or Supervisory Board members;
 - c) Ballots;
 - d) Draft resolutions for each agenda item.
4. Shareholders or groups of shareholders as specified in Clause 2, Article 12 may propose matters for inclusion in the agenda by written submission to the Company at least 03 working days before the opening, clearly stating the shareholder's name, number of shares, and matter proposed.
5. The convener may refuse a proposal in Clause 4 if:
- a) Not submitted in accordance with Clause 4;
 - b) The shareholder or group does not hold 5% or more of ordinary shares at the time of proposal;
 - c) The proposed matter does not fall within the General Meeting of Shareholders' authority;
 - d) Other cases as prescribed by law and this Charter.
6. The convener must accept and include the proposal in the draft agenda unless falling under Clause 5. The proposal is officially added if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when shareholders attending represent more than 50% of total voting shares.
2. If the first meeting does not meet the quorum, the second meeting notice shall be sent within 30 days; the second meeting is conducted when shareholders attending represent at least 33% of total voting shares.
3. If the second meeting does not meet the quorum, the third meeting notice shall be sent within 20 days; the third meeting is conducted regardless of the total voting shares of attending shareholders.

Article 20. Procedures for conducting and voting at General Meeting of Shareholders

1. Before the opening, the Company must conduct shareholder registration as follows:
 - a) Each shareholder or authorized representative receives a voting card bearing registration number, name and number of voting shares. The meeting discusses and votes on each agenda item by approval, disapproval and abstention. Approval cards are collected first, then disapproval cards, and the chairperson announces results before the closing. The meeting elects vote counters upon the chairperson's proposal;
 - b) Shareholders arriving after the opening may register immediately and participate in voting; the validity of matters previously voted upon is not affected.
2. Election of chairperson, secretary and vote counting committee:
 - a) The Chairman of the Board of Directors chairs the meeting or delegates another member. If the Chairman is absent, the remaining members elect one of their number by majority. If no chairperson is elected, the Head of the Supervisory Board conducts an election and the person with the most votes chairs the meeting;
 - b) Except as in Clause 2(a), the person signing the convening notice conducts the election;
 - c) The chairperson appoints one or more secretaries;
 - d) The General Meeting of Shareholders elects vote counters upon the chairperson's proposal.
3. The agenda and content must be approved at the opening session and must clearly specify the time allocated to each item.
4. The chairperson has the right to take all necessary and reasonable measures to conduct the meeting in an orderly manner, including: arranging seating; ensuring safety; facilitating shareholder participation; issuing admission passes or other means as necessary.
5. The meeting discusses and votes on each agenda item. Results are announced by the chairperson before the closing.
6. Shareholders arriving after the opening may register and participate in voting; the validity of matters previously voted upon is not affected.
7. The convener or chairperson has the right to:
 - a) Require all attendees to undergo security inspection;
 - b) Request competent authorities to maintain order; expel persons who disrupt order or fail to comply with security requirements.
8. The chairperson may adjourn a meeting with sufficient registered attendees for a maximum of 03 working days only in the following cases:
 - a) Inadequate seating at the venue;
 - b) Communication facilities insufficient for attendance, discussion and voting;
 - c) Attendees obstructing order, risking an unfair or unlawful meeting.
9. If the chairperson adjourns the meeting in violation of Clause 8, the General Meeting of Shareholders may elect another person from among the attendees as replacement; all resolutions passed are valid and enforceable.
10. Where the Company uses technology to organize the meeting online, it must ensure that shareholders can attend and vote by electronic ballot or other electronic means in accordance with applicable law.

Article 21. Conditions for passing resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters are passed if approved by shareholders representing 65% or more of total voting shares of all attending shareholders, except as provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type;
- b) Change of business lines and sectors;
- c) Change of the Company's management organizational structure;
- d) Investment projects or sale of assets valued at 35% or more of total assets per the most recent financial statements;
- e) Reorganization or dissolution of the Company.

2. Other resolutions are passed when approved by shareholders owning more than 50% of total voting shares of all attending shareholders, except as provided in Clause 1 and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Resolutions passed by 100% of total voting shares are lawful and effective even if the procedures for convening and passing the resolution violated the Law on Enterprises.

Article 22. Authority and procedures for collecting written shareholders' opinions to pass resolutions

1. The Board of Directors has the right to collect written shareholders' opinions to pass resolutions when deemed necessary for the Company's benefit, except as provided in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare opinion forms, draft resolutions and explanatory documents, and send them to all shareholders with voting rights at least 10 days before the deadline for returning opinion forms.

3. Opinion forms must contain:

- a) Name, registered office address, enterprise code;
- b) Purpose of collecting opinions;
- c) Shareholder identification information; number of shares and voting shares;
- d) Matters on which opinions are sought;
- e) Voting options: approval, disapproval and abstention for each matter;
- f) Deadline for returning the completed opinion form;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may submit completed opinion forms by mail, fax or email as follows:

- a) If by mail: must bear the shareholder's signature; placed in a sealed envelope not to be opened before vote counting;
- b) If by fax or email: must be kept confidential until vote counting;
- c) Forms sent after the deadline, or opened/disclosed before vote counting, are invalid. Forms not returned are treated as non-participation.

5. The Board of Directors shall count votes and prepare minutes in the presence of the Supervisory Board or shareholders not holding management positions. The minutes must contain:

- a) Company name, registered office, enterprise code;
- b) Purpose and matters for resolutions;
- c) Number of shareholders and total voting shares that participated, distinguishing valid and invalid votes;
- d) Total approvals, disapprovals and abstentions for each matter;
- e) Matters approved and corresponding approval ratios;
- f) Signatures of the Chairman, vote counters and supervisors.

Board of Directors members, vote counters and supervisors are jointly and severally liable for the truthfulness and accuracy of the minutes and for damages arising from dishonest or inaccurate vote counting.

6. Vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of vote counting, or posted on the Company's website within 24 hours.

7. Completed opinion forms, vote counting minutes, passed resolutions and related documents shall be kept at the Company's registered office.

8. A resolution passed by written opinion collection is valid if approved by shareholders owning more than 50% of total voting shares of all shareholders with voting rights, and has the same effect as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolutions and minutes of General Meeting of Shareholders

1. Meetings must be recorded in minutes and may be audio-recorded or stored in electronic form. Minutes must be prepared in Vietnamese (may also be in a foreign language) and must contain:

- a) Company name, registered office, enterprise code;
- b) Time and venue;
- c) Agenda and meeting content;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed on each agenda item;
- f) Number of shareholders and total voting shares of attending shareholders, with an attached list;
- g) Total votes for each matter, specifying voting method, valid and invalid votes, approvals, disapprovals and abstentions, and corresponding percentages;
- h) Matters approved and corresponding approval ratios;
- i) Full name and signature of the chairperson and secretary. Where either refuses to sign, the minutes are valid if signed by all other Board of Directors members present and containing all required contents.

2. Minutes must be prepared and approved before the end of the meeting. The chairperson, secretary and other signatories are jointly and severally liable for the truthfulness and accuracy of the minutes.

3. Minutes in Vietnamese and a foreign language have equal legal effect. In case of discrepancy, the Vietnamese version shall prevail.
4. Resolutions, minutes, the attached shareholder list, proxy authorizations, all attached documents and related materials must be disclosed as required by securities market disclosure regulations and kept at the Company's registered office.

Article 24. Request for annulment of General Meeting of Shareholders resolutions

1. Within 90 days from receipt of a resolution or meeting minutes, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises may request a Court or Arbitration to review and annul a resolution or part thereof in the following cases:
 - a) The procedures for convening and passing decisions seriously violated the Law on Enterprises, except as provided in Clause 3, Article 21 of this Charter;
 - b) The content of the resolution violates applicable laws or this Charter.
2. Where a request for annulment is made, the resolution remains effective until the Court or Arbitration decision to annul takes effect, unless interim measures are applied.

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for Board of Directors members

1. Where candidates have been identified, the Company must disclose relevant information at least 10 days before the opening of the General Meeting of Shareholders on its website. Candidates must provide a written commitment as to the truthfulness of their personal information and commitment to perform duties honestly, diligently and in the Company's best interest. Information to be disclosed includes:
 - a) Full name, date of birth;
 - b) Qualifications and expertise;
 - c) Work history;
 - d) Other management positions held (including Board of Directors positions in other companies);
 - e) Interests related to the Company and its related parties;
 - f) Other information (if any);
 - g) The Company is responsible for disclosing information on other companies where the candidate holds Board of Directors or other management positions and related interests (if any).
2. A shareholder or group of shareholders owning 10% or more of total ordinary shares has the right to nominate candidates as provided in Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of this Charter. Shareholders may pool their voting rights to nominate: 10%-30% may nominate one (01) candidate; 30%-50% up to two (02) candidates; 50% or more may nominate the full number of members.
3. Where the number of candidates remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations as specified in the Internal Corporate Governance Regulations and the Board of Directors Rules of Procedure. Any additional nominations by the incumbent Board of Directors must be clearly disclosed before the vote.

4. Board of Directors members must meet the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises.

5. A Board of Directors member may simultaneously serve on the Board of Directors of no more than 05 other companies.

Article 26. Composition and term of Board of Directors members

1. The number of Board of Directors members is 03.

2. The term of Board of Directors members shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Board of Directors member for no more than 02 consecutive terms. Where all members complete their terms simultaneously, they continue until new members are elected and take over.

3. The Board of Directors composition shall be as follows:

At least 1/3 of total Board of Directors members must be non-executive. The Company shall limit concurrent executive appointments to maintain independence. The number of independent members must satisfy:

a) At least 01 independent member for a Board of 03 to 05 members;

b) At least 02 independent members for a Board of 06 to 08 members;

c) At least 03 independent members for a Board of 09 to 11 members.

4. A Board of Directors member shall cease membership in cases of dismissal, removal or replacement by the General Meeting of Shareholders as provided in Article 160 of the Law on Enterprises.

5. Appointment of Board of Directors members must be disclosed as required by securities market disclosure regulations.

6. Board of Directors members are not required to be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on the Company's behalf to decide and exercise the Company's rights and obligations, except those within the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following powers and obligations:

a) To decide on the Company's strategy, medium-term development plan and annual business plan;

b) To recommend types of shares and total shares authorized for offering of each type;

c) To decide on the sale of unsold shares within the authorized offering; to decide on other forms of additional capital mobilization;

d) To decide on the offering price of shares and bonds;

e) To decide on share repurchases as provided in Clauses 1 and 2, Article 133 of the Law on Enterprises;

f) To decide on investment solutions and investment projects within the powers and limits prescribed by law;

g) To decide on market development, marketing and technology solutions;

- h) To approve contracts and transactions valued at 35% or more of total assets per the most recent financial statements; and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as specified in the Law on Enterprises;
- i) To elect, dismiss and remove the Chairman; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers; to decide on their salary, remuneration, bonuses and other benefits; to designate authorized representatives to other companies' governance bodies and decide on their remuneration;
- k) To supervise and direct the General Director and other managers in daily business operations;
- l) To decide on the organizational structure and internal management regulations; to decide on establishing subsidiaries, branches, representative offices and on capital contributions or share purchases in other enterprises;
- m) To approve the agenda and materials for General Meetings of Shareholders; to convene meetings or collect shareholders' opinions for passing resolutions;
- n) To submit the audited annual financial statements to the General Meeting of Shareholders;
- o) To recommend the dividend level; to decide on timelines and procedures for paying dividends or handling business losses;
- p) To recommend reorganization or dissolution; to request bankruptcy;
- q) To decide on issuing the Board of Directors Rules of Procedure and Internal Corporate Governance Regulations after General Meeting of Shareholders approval; to decide on issuing the Audit Committee Rules of Procedure and Disclosure Regulations;
- s) Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities and other applicable laws.

3. The Board of Directors must report to the General Meeting of Shareholders on its activities as specified in Article 280 of Decree No. 155/2020/ND-CP.

4. Board of Directors members have the right to request the General Director, Deputy General Directors and other managers to provide information and documents on the Company's financial situation and business activities.

Article 28. Remuneration, bonuses and other benefits for Board of Directors members

1. The Company may pay remuneration and bonuses to Board of Directors members based on business results and performance.

2. Board of Directors members shall receive work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete duties and the daily remuneration rate. The Board of Directors estimates remuneration for each member by consensus. The total remuneration and bonuses are decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each Board of Directors member shall be counted as the Company's business expenses in accordance with corporate income tax laws, reflected as a separate item in the annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

4. Board of Directors members holding executive positions, serving on sub-committees, or performing additional duties may receive additional remuneration as decided by the Board of Directors.
5. Board of Directors members are entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in performing their duties, including expenses for attending General Meetings of Shareholders, Board of Directors meetings and sub-committee meetings.
6. Board of Directors members may have liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance does not cover liability related to violations of law.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed and removed by the Board of Directors from among its members.
2. The Chairman may not concurrently serve as the General Director.
3. The Chairman has the following rights and obligations:
 - a) To develop the work program and plan of the Board of Directors;
 - b) To prepare the agenda, content and materials; to convene, preside over and chair Board of Directors meetings;
 - c) To organize the passing of resolutions and decisions of the Board of Directors;
 - d) To monitor the implementation of resolutions and decisions;
 - e) To chair General Meetings of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises.
4. Where the Chairman resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days.
5. Where the Chairman is absent or unable to perform their duties, they must authorize another member in writing. Where there is no authorized person or the Chairman is deceased, missing, detained, serving a sentence, or legally incapacitated, the remaining members shall elect one of their number as acting Chairman by majority until a new Board of Directors decision is made.

Article 30. Meetings of the Board of Directors

1. The Chairman shall be elected at the first Board of Directors meeting, to be held within 07 working days from the end of the Board of Directors election. This meeting is convened by the member with the highest number or ratio of votes.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairman shall convene Board of Directors meetings when:
 - a) Requested by the Supervisory Board or an independent Board of Directors member;
 - b) Requested by the General Director or at least 05 other managers;
 - c) Requested by at least 02 Board of Directors members;
 - d) Other cases (if any).

4. The request in Clause 3 must be in writing, clearly stating the purpose and matters to be discussed and decided.
5. The Chairman must convene within 07 working days of receiving a request. If the Chairman fails to convene, they bear liability for resulting damages; the requesting party may convene in place of the Chairman.
6. The Chairman or convener must send the meeting notice at least 03 working days before the meeting, clearly specifying the time, venue, agenda and matters for decision, accompanied by meeting materials and members' ballot forms. Meeting notices may be sent by written invitation, telephone, fax, electronic means or other methods ensuring delivery.
7. The Chairman or convener shall send notices and materials to Supervisory Board members in the same manner. Supervisory Board members may attend and discuss but may not vote.
8. A Board of Directors meeting is valid when at least 3/4 of all members are present. Where the quorum is not met, the meeting shall be reconvened within 07 days; the reconvened meeting is valid if more than 1/2 of all members are present.
9. A Board of Directors member is considered to have attended and voted if:
 - a) They attend and vote directly;
 - b) They authorize another person to attend and vote as provided in Clause 11;
 - c) They attend and vote via online conference or electronic means;
 - d) They send their ballot by mail, fax or email;
 - e) They send their ballot by other means.
10. Where ballots are sent by mail, they must be placed in sealed envelopes and delivered to the Chairman at least 01 hour before the opening. Ballots may only be opened in the presence of all attendees.
11. Members must attend all Board of Directors meetings. A member may authorize another to attend and vote on their behalf if approved by a majority of Board of Directors members.
12. Resolutions and decisions are passed if approved by a majority of attending members; in the event of a tie, the Chairman's vote shall be the deciding vote.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees for policy development, human resources, remuneration, internal audit and risk management. Sub-committees shall have at least 03 members, including Board of Directors members and external members. Independent Board of Directors members should form the majority, and one of them shall be appointed as sub-committee head. Sub-committees must comply with Board of Directors regulations. Sub-committee resolutions are only effective when approved by a majority of members attending and voting.
2. Implementation of Board of Directors or sub-committee decisions must comply with applicable laws and the Internal Corporate Governance Regulations.

Article 32. Corporate governance officer

1. The Board of Directors must appoint at least 01 corporate governance officer. The officer may concurrently serve as Company Secretary as provided in Clause 5, Article 156 of the Law on Enterprises.
2. The corporate governance officer must:
 - a) Have knowledge of the law;
 - b) Not simultaneously work for an approved audit organization auditing the Company's financial statements;
 - c) Meet other standards as prescribed by law and decided by the Board of Directors.
3. The corporate governance officer has the following rights and obligations:
 - a) To advise the Board of Directors on organizing General Meetings of Shareholders and related shareholder matters;
 - b) To prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders as requested;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - e) To advise on procedures for drafting Board of Directors resolutions in compliance with legal requirements;
 - f) To provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors and Supervisory Board members;
 - g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h) To serve as the contact point with related parties;
 - i) To maintain confidentiality as required by law;
 - k) Other rights and obligations as prescribed by law.

VIII. DIRECTOR AND OTHER EXECUTIVES

Article 33. Management structure

The Company's management system must ensure accountability to the Board of Directors and compliance with the Board's supervision and direction in daily business operations. The Company has a Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors by resolution or decision.

Article 34. Executives of the Company

1. The Company's executives include the General Director, Deputy General Directors, Chief Accountant and other executives.
2. Upon the General Director's proposal and with the Board of Directors' approval, the Company may recruit other executives in appropriate numbers and with qualifications suitable to the organizational structure and management regulations determined by the Board of Directors. Executives must support the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses as decided by the Board of Directors.

4. Executive salaries shall be counted as the Company's business expenses in accordance with corporate income tax laws, reflected as a separate item in the annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint 01 Board of Directors member or hire another person as Director.

2. The General Director manages the Company's daily business operations; is subject to the Board of Directors' supervision; is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The General Director's term shall not exceed 05 years and they may be reappointed for an unlimited number of terms, subject to meeting the required standards and conditions.

4. The General Director has the following rights and obligations:

- a) To decide on matters relating to daily business operations not within the Board of Directors' authority;
- b) To organize the implementation of Board of Directors resolutions and decisions;
- c) To organize the implementation of the Company's business plan and investment plan;
- d) To recommend organizational structure and internal management regulations;
- e) To appoint, dismiss and remove management positions, except those within the Board of Directors' authority;
- f) To decide on salaries and other benefits for employees, including managers within the General Director's appointment authority;
- g) To recruit employees;
- h) To recommend dividend payment plans or handling of business losses;
- i) Other rights and obligations as prescribed by law and Board of Directors resolutions and decisions.

5. The General Director must conduct daily business operations in compliance with law, the Company's Charter, the labor contract and Board of Directors resolutions and decisions. If the General Director's conduct in violation of this clause causes harm to the Company, the General Director shall bear legal liability and compensate the Company.

6. The Board of Directors may dismiss the General Director when approved by a majority of Board of Directors members with voting rights present at the meeting.

IX. SUPERVISORY BOARD

Article 36. Nomination and candidacy for Supervisory Board members

1. Shareholders holding ordinary shares may pool their voting rights to nominate Supervisory Board candidates. Shareholders or groups owning from 10% to below 30% of total voting shares may nominate one (01) candidate; from 30% to below 50% up to two (02) candidates; from 50% or more may nominate the full number of members.

2. Where the number of candidates remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations as specified in the Internal Corporate

Governance Regulations and the Supervisory Board Rules of Procedure. Any additional nominations must be clearly disclosed before the vote.

Article 37. Composition of the Supervisory Board

1. The number of Supervisory Board members is 03. The term shall not exceed 05 years and members may be re-elected for an unlimited number of terms.
2. Supervisory Board members must meet the standards and conditions specified in Article 169 of the Law on Enterprises and must not:
 - a) Work in the accounting or finance department of the Company;
 - b) Be a member or employee of the independent audit firm that has audited the Company's financial statements within the preceding 03 years.
3. Supervisory Board members shall be dismissed in the following cases:
 - a) No longer meeting the standards and conditions in Clause 2;
 - b) Having submitted a resignation letter that has been accepted;
 - c) Other cases as specified in this Charter.
4. Supervisory Board members shall be removed in the following cases:
 - a) Failure to complete assigned duties or tasks;
 - b) Failure to exercise rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c) Repeated or serious violations of Supervisory Board member obligations as provided by the Law on Enterprises;
 - d) Other cases as provided by General Meeting of Shareholders resolution.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members by majority vote. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head must hold a university or higher degree in economics, finance, accounting, auditing, law, business administration or a related field.
2. Rights and obligations of the Head of the Supervisory Board:

- a) To convene Supervisory Board meetings;
- b) To request the Board of Directors, Director and other executives to provide relevant information for Supervisory Board reports;
- c) To prepare and sign Supervisory Board reports after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of approved audit organizations; to decide on the approved audit organization to conduct examination; to dismiss the approved auditor when deemed necessary.

2. To be accountable to shareholders for its supervisory activities.
3. To monitor the Company's financial situation and compliance with the law by Board of Directors members, the General Director and other managers.
4. To ensure coordination of activities with the Board of Directors, Director and shareholders.
5. Upon discovering violations of law or the Company's Charter by Board of Directors members, the General Director or other executives, to notify the Board of Directors in writing within 48 hours and require the violating party to cease and implement remedial measures.
6. To develop the Supervisory Board Rules of Procedure and submit to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders as provided in Article 290 of Decree No. 155/2020/ND-CP.
8. To have the right to access the Company's files and documents at the registered office, branches and other locations; to have the right to visit the workplaces of managers and employees during working hours.
9. To have the right to request the Board of Directors, its members, Director and other managers to provide full, accurate and timely information and documents on management, operation and business activities.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice per year, with at least 2/3 of all members present. Minutes must be prepared in detail and clearly, signed by the recorder and all attending members. All meeting minutes must be kept to determine the responsibility of each member.
2. The Supervisory Board has the right to request Board of Directors members, the General Director and representatives of approved audit organizations to attend and answer matters requiring clarification.

Article 41. Salaries, remuneration, bonuses and other benefits for Supervisory Board members

1. Supervisory Board members shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.
2. Members shall be reimbursed for reasonable accommodation, meals, travel and independent consulting costs. The total shall not exceed the total annual operating budget approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. Salaries and operating expenses of the Supervisory Board shall be counted as the Company's business expenses in accordance with corporate income tax laws and other applicable laws, and reflected as a separate item in the annual financial statements.

X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, DIRECTOR AND OTHER EXECUTIVES

Board of Directors members, Supervisory Board members, the General Director and other executives are responsible for performing their duties, including duties as members of Board of Directors sub-committees, honestly and diligently in the interest of the Company.

Article 42. Duty of loyalty and avoidance of conflicts of interest

1. Board of Directors members, Supervisory Board members, the General Director and other managers must publicly disclose related interests as required by Article 164 of the Law on Enterprises and relevant legal documents.
2. Board of Directors members, Supervisory Board members, the General Director, other managers and their related persons may only use information obtained by virtue of their position to serve the Company's interests.
3. Board of Directors members, Supervisory Board members, the General Director and other managers have the obligation to notify in writing the Board of Directors and Supervisory Board of transactions between the Company, its subsidiaries and other companies in which the Company holds more than 50% of charter capital with themselves or their related persons as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with securities disclosure regulations.
4. Board of Directors members may not vote on transactions that benefit themselves or their related persons as provided by the Law on Enterprises.
5. Board of Directors members, Supervisory Board members, the General Director, other managers and their related persons may not use or disclose insider information to conduct related transactions.
6. Transactions between the Company and Board of Directors members, Supervisory Board members, the General Director, other executives or their related parties shall not be invalid where:
 - a) For transactions valued at 20% or less of total assets per the most recent financial statements, the material terms and the interests of relevant parties have been reported to and approved by the Board of Directors by majority vote of disinterested members;
 - b) For transactions valued at more than 20%, or where cumulative transaction value within 12 months reaches 20% or more of total assets, the material terms and the interests of relevant parties have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of disinterested shareholders.

Article 43. Liability for damages and indemnification

1. Board of Directors members, Supervisory Board members, the General Director and other executives who violate their duty of loyalty and diligence or fail to fulfill their obligations shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits or prosecutions (civil and administrative proceedings not brought by the Company) if such person has been or is a Board of Directors member, Supervisory Board member, Director, other executive, employee or authorized representative performing duties on behalf of the

Company, acting honestly and diligently in the Company's interest, and there is no evidence that such person has breached their responsibilities.

3. Indemnification costs include judgment costs, fines and actual payments (including attorney's fees) within the limits permitted by law. The Company may purchase insurance for such persons to cover these liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to inspect books and records

1. Ordinary shareholders have the right to inspect the Company's books and records, specifically:
 - a) Ordinary shareholders have the right to review, look up and extract information on names and contact addresses in the shareholder list; to request correction of inaccurate personal information; to review, look up, extract or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 5% or more of total ordinary shares have the right to review, look up and extract the register of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, Supervisory Board reports, contracts and transactions subject to Board of Directors approval, and other documents, except documents relating to trade secrets or business secrets.
2. Where an authorized representative requests access to books and records, they must submit the authorization letter or a notarized copy thereof.
3. Board of Directors members, Supervisory Board members, the General Director and other executives have the right to inspect the shareholder register, list of shareholders, books and other records for purposes related to their positions, provided such information is kept confidential.
4. The Company must keep this Charter and its amendments, the Enterprise Registration Certificate, regulations, documents evidencing asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes, reports, audited annual financial statements, accounting books and other documents as required by law at the registered office or another location notified to shareholders and the Business Registration Authority.
5. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director must prepare plans for the Board of Directors to approve matters relating to recruitment, termination, salaries, social insurance, welfare, commendation and discipline of employees and enterprise executives.
2. The General Director must prepare plans for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, as well as those specified in this Charter, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide on the dividend payment level and payment form each year from the Company's retained earnings.
2. The Company shall not pay interest on dividend amounts or payments relating to any type of share.
3. The Board of Directors may recommend to the General Meeting of Shareholders to approve payment of all or part of dividends in shares and shall implement such decisions.
4. Where dividends or other amounts are paid in cash, the Company must pay in Vietnamese Dong, directly or through banks based on bank account details provided by shareholders. The Company is not liable if it has transferred funds per the shareholder's bank details but the shareholder did not receive them. Dividend payments for listed or registered shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and Law on Securities, the Board of Directors shall pass a resolution or decision to set a specific record date, based on which registered shareholders are entitled to receive cash dividends, share dividends, notices or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING POLICY

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.
2. Subject to prior approval by competent authorities, the Company may open bank accounts abroad when necessary, in accordance with applicable laws.
3. The Company shall make all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where accounts are maintained.

Article 48. Financial year

The Company's financial year runs from January 1 to December 31 each year. The first financial year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31 immediately following.

Article 49. Accounting policy

1. The Company uses the enterprise accounting regime or a specialized accounting regime issued or approved by competent authorities.
2. The Company shall maintain accounting records in Vietnamese and keep accounting documents in accordance with accounting laws and related regulations. Records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency. Where transactions are primarily denominated in a foreign currency, the Company may choose that currency as its accounting currency, bear legal responsibility for such choice, and notify the direct tax authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS

Article 50. Annual, semi-annual and quarterly financial reports

1. The Company must prepare and audit annual financial statements as required by law. Audited annual financial statements shall be disclosed per securities market disclosure regulations and submitted to competent state authorities.
2. Annual financial statements must include all required statements, appendices and notes and must faithfully and objectively reflect the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements as required by securities market disclosure regulations and submit them to competent state authorities.

Article 51. Annual report

The Company must prepare and disclose an Annual Report in accordance with securities and securities market regulations.

XVI. AUDITING OF THE COMPANY

Article 52. Auditing

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one to audit the Company's financial statements for the following financial year on terms agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit may attend General Meetings of Shareholders, receive notices and information related to such meetings, and speak on matters related to the audit.

XVII. COMPANY SEAL

Article 53. Company seal

1. Seals include seals made at seal engraving establishments or digital signature seals as prescribed by electronic transaction laws.
2. The Board of Directors shall decide on the type, number, form and content of the Company's seal and seals of its branches and representative offices (if any).
3. The Board of Directors and General Director shall use and manage seals in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) The operating duration specified in this Charter expires without a decision to extend;
 - b) By resolution or decision of the General Meeting of Shareholders;

- c) The Enterprise Registration Certificate is revoked, unless the Law on Tax Administration provides otherwise;
 - d) Other cases as prescribed by law.
2. Early dissolution shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The decision must be notified or approved by competent authorities (if mandatory) as prescribed.

Article 55. Extension of duration

1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months before the expiration of the operating duration to allow shareholders to vote on extension upon the Board of Directors' recommendation.
2. The operating duration shall be extended if approved by shareholders representing 65% or more of total voting shares of all attending shareholders.

Article 56. Liquidation

1. At least 06 months before the expiration or after a dissolution decision, the Board of Directors must establish a Liquidation Committee of 03 members (02 appointed by the General Meeting of Shareholders and 01 by the Board of Directors from an independent audit firm). The Liquidation Committee shall prepare its own rules of procedure. Members may be selected from Company employees or independent experts. All costs related to liquidation shall be prioritized by the Company over other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of its establishment and commencement of operations. From that point, it represents the Company in all matters related to the Company's liquidation before Courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
 - a) Liquidation costs;
 - b) Salary debts, severance pay, social insurance and other employee benefits;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remainder shall be distributed to shareholders, with preference shares receiving priority payment.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of internal disputes

1. Where disputes or complaints arise relating to the Company's operations or the rights and obligations of shareholders as provided in the Law on Enterprises, this Charter, other applicable laws or agreements between:
 - a) Shareholders and the Company;
 - b) Shareholders and the Board of Directors, Supervisory Board, Director or other executives;The parties shall endeavor to resolve through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman, the Chairman shall preside over the resolution

and require each party to present relevant information within 10 working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman, any party may request the Supervisory Board to appoint an independent expert as mediator.

2. If a mediation agreement is not reached within 06 weeks from the commencement of mediation, or if the mediator's decision is not accepted, either party may submit the dispute to Arbitration or Court.

3. The parties shall bear their own costs for negotiation and mediation proceedings. Court costs shall be paid in accordance with the Court's decision.

XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 58. Company charter

1. Amendments and supplements to this Charter must be reviewed and decided upon by the General Meeting of Shareholders.

2. Where applicable laws contain provisions relating to the Company's operations not addressed in this Charter, or where new legal provisions differ from this Charter, those legal provisions shall apply to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter comprises 21 sections and 59 articles, unanimously adopted by the General Meeting of Shareholders of Northern PetroVietnam Fertilizer and Chemicals Joint Stock Company on April 20, 2026 at the conference hall on the 12th floor, Vietnam Petroleum Institute Building, No. 167 Trung Kinh Street, Yen Hoa Ward, Hanoi City, and the full text of this Charter is hereby agreed to take effect.

2. The Charter is made in 10 copies of equal validity, kept at the Company's registered office.

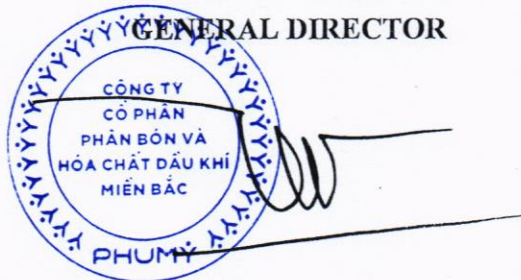
3. This is the sole and official Charter of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of total Board of Directors members.

NORTHERN PETROVIETNAM FERTILIZER AND CHEMICALS JOINT STOCK COMPANY

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



BUI TUAN ANH