

Daklak, September 25, 2026

INFORMATION DISCLOSURE

To: State Securities Commission;
Hanoi Stock Exchange.

1. Name of organization: Dak Lak Rubber Joint Stock Company
- Stock code : DRG
- Head Office Address : 30 Nguyen Chi Thanh, Tan An Ward, Dak Lak Province
- Phone : (0262) 3865015; fax : (0262) 3865041
- Website <http://www.dakruco.com>
- E-mail: caosu@dakruco.com
2. Person authorized to disclose information: Tran Van Duc - Person in charge of corporate governance.
- Authorization document: Power of Attorney No. 08/GUQCT dated May 30, 2025 of the Legal Representative of the Company.
3. Contents of disclosure: Dak Lak Rubber Joint Stock Company hereby respectfully announces the Resolution and Minutes of the 2026 Extraordinary General Meeting of Shareholders of Dakruco Joint Stock Company held on September 24, 2026.
4. This information was published on the Company's website date 25/9/2026 at the following link: <https://www.dakruco.com/index.php/shareholder>.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Attached documents:

- Minutes of the 2026 Extraordinary Meeting of Shareholders;
- Resolution of the 2026 Extraordinary General Meeting of Shareholders;
- Proposals and accompanying documents.

PERSON AUTHORIZED TO DISCLOSE
INFORMATION
PERSON IN CHARGE OF CORPORATE
GOVERNANCE



Tran Van Duc

CÔNG TY
CỔ PHẦN
CAO SU
ĐẮK LẮK

Digitally signed by CÔNG TY CỔ
PHẦN CAO SU ĐẮK LẮK
DN: C=VN, S=ĐẮK LẮK, L=Buôn
Ma Thuột, CN=CÔNG TY CỔ
PHẦN CAO SU ĐẮK LẮK,
OID.0.9.2342.19200300.100.1.1=
MST:6000175829
Reason: I have reviewed this
document
Location:
Date: 2026.09.25 10:43:28+07'00'
Foxit PDF Reader Version: 2025.1.0

DRAFT

**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE OF DAK LAK RUBBER
JOINT STOCK COMPANY**

(Issued in conjunction with Resolution No. /NQ-ĐHĐCĐ, dated September, 2026)

Legal basis:

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to the Law on Enterprises 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14;

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

Pursuant to the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, 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 Minister of Finance guiding a number of articles on corporate governance applicable to public companies under the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the current Charter of Dak Lak Rubber Joint Stock Company;

Pursuant to the GMS Resolution No.: 01/NQ-ĐHĐCĐ/2026 dated June 26, 2026;

The Board of Directors hereby issues the Internal Regulations on Corporate Governance of Dak Lak Rubber Joint Stock Company.

The Internal Regulations on Corporate Governance of Dak Lak Rubber Joint Stock Company include the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, stipulating the roles, rights and obligations of the GMS, the Board of Directors, and the General Director; the order and procedures for GMS meetings; the nomination, self-nomination, election, dismissal, and removal of Members of the Board of Directors, the General Director, and other activities as prescribed in the Company Charter and other current legal regulations.

2. Subjects of application: These regulations apply to Members of the Board of Directors, the General Director, and related persons mentioned in these regulations.

Article 2. Interpretation of terms and abbreviations

1. Non-executive Member of the Board of Directors is a Member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company Charter.

2. Independent Member of the Board of Directors (hereinafter referred to as independent member) is a member as prescribed in Clause 2, Article 151 of the Law on Enterprises.

3. Company: Dak Lak Rubber Joint Stock Company.

4. BOD: The Board of Directors.

5. Self-nomination: Nominating oneself.

6. VSD: Vietnam Securities Depository and Clearing Corporation.

7. Delegate: Shareholder, authorized representative (person authorized by a shareholder).

8. Person in charge of corporate governance: A person with the responsibilities and powers prescribed in Article 281 of Decree 155/2020/ND-CP.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

I. PROVISIONS FOR THE GMS TO PASS RESOLUTIONS BY VOTING AT GMS MEETINGS

Section 1

Roles, rights and obligations of the GMS

The roles, rights and obligations of the GMS are prescribed in Article 138

of the Law on Enterprises No. 59/2020/QH14; and Articles 14 and 15 of the Company Charter.

Section 2

Provisions on the order and procedures for convening and voting at GMS meetings

General Meeting of Shareholders

Article 3. Authority to convene GMS meetings

1. Authority to convene the annual GMS meeting: The Board of Directors shall convene the annual GMS meeting once a year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual GMS meeting in necessary cases, but not exceeding six (06) months from the end of the fiscal year.

2. Authority to convene extraordinary GMS meetings:

The Board of Directors, shareholders, or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall convene an extraordinary GMS meeting in accordance with Clause 3, Article 15 of the Company Charter.

3. Procedures for organizing GMS meetings are as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 4. Personnel at GMS meetings

1. Chairperson and Presidium:

a) The Chairperson of the Board of Directors shall act as the chairperson or authorize another Member of the Board of Directors to act as the chairperson of the GMS meeting convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining Members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case no one can be elected as the chairperson, the Audit Committee shall manage the GMS to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting;

b) Except for the case prescribed in Point a of this Clause, the person who signed the meeting convocation shall manage the GMS to elect a chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;

c) The Chairperson has the right to take necessary measures to conduct the meeting reasonably, orderly, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.

d) The Chairperson of the GMS meeting has the following rights:

- To require all attendees to undergo inspection or other lawful and reasonable security measures;

- To require competent authorities to maintain order at the meeting; to expel from the GMS meeting those who do not comply with the chairperson's management rights, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

e) The Chairperson has the right to postpone a GMS meeting that has sufficient registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- The meeting venue does not have enough comfortable seats for all attendees;

The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;

- There are attendees who obstruct or disrupt order, risking the meeting not being conducted fairly and lawfully.

f) Other rights and obligations of the Chairperson as prescribed by current law;

g) The Presidium consists of 03 people, including 01 Chairperson and 02 Members;

h) Duties of the Presidium:

- To manage the activities of the Company's GMS meeting according to the agenda expected by the Board of Directors and approved by the GMS;

- To guide shareholders/delegates and the meeting in discussing the contents included in the agenda;

- To present drafts and conclude necessary issues for the GMS to vote on;

- To answer questions requested by the GMS;

- To resolve issues arising throughout the meeting.

i) Working principles of the Presidium: The Presidium works on the principle of collective leadership, democratic centralism, and majority decision-making.

2. Secretary of the GMS meeting:

a) The Chairperson shall appoint one or more people to act as the meeting secretary;

b) Duties of the meeting secretary:

- To record the meeting content fully and honestly;

- To receive speaking registration forms from shareholders/delegates;

- To prepare the meeting minutes and draft GMS resolutions;

- To assist the Chairperson in disclosing information related to the GMS meeting and notifying shareholders in accordance with the law and the

Company Charter;

- Other duties as requested by the Chairperson.

3. Vote Counting Committee:

a) The GMS shall elect one or more people to the vote counting committee at the proposal of the meeting chairperson;

b) Duties of the vote counting committee:

- To disseminate principles, rules, and instructions on voting methods;
- To check and record votes, prepare vote counting minutes, and announce results; to transfer the minutes to the Chairperson for approval of the voting results;
- To promptly notify the secretary of the voting results;
- To consider and report to the GMS on cases of violation of voting rules or complaints regarding voting results.

4. Shareholder/Delegate Eligibility Verification Committee:

a) The Chairperson shall appoint one or more people to the shareholder/delegate eligibility verification committee to serve the meeting. The meeting's shareholder/delegate eligibility verification committee consists of 03 people, including 01 Head and 02 members.

b) Duties of the shareholder/delegate eligibility verification committee:

- To check the eligibility and status of shareholders and shareholder representatives attending the meeting;
- The Head of the shareholder/delegate eligibility verification committee shall report to the GMS on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives eligible to attend as prescribed in Article 19 of the Company Charter, the Company's GMS meeting shall be conducted;
- To participate in counting votes on other issues before the establishment of the vote counting committee.

Article 5. Establishing the list of shareholders eligible to attend and notifying the closing of the list of shareholders eligible to attend the GMS meeting

The Company shall perform the procedures for establishing the list of shareholders and related procedures as prescribed in Clauses 1 and 2, Article 141 of the Law on Enterprises.

1. Before conducting the GMS meeting, the Board of Directors must hold a Board of Directors meeting to decide on issues related to the GMS meeting, such as assigning preparation and organizational tasks to the Company's professional departments. The Board of Directors must determine the record date for establishing the list of shareholders eligible to attend, the meeting date,

and the meeting venue.

2. The person convening the GMS meeting must disclose information about establishing the list of shareholders eligible to attend at least 20 days before the expected record date. The notice of GMS meeting convocation must be disclosed on the information media of the State Securities Commission, the Stock Exchange where the Company is listed or registered for trading, and on the Company's website.

Article 6. Notice of GMS meeting convocation

1. The person convening the GMS meeting must send a meeting invitation notice to all shareholders on the list of shareholders eligible to attend at least 21 days before the meeting opening date. The invitation notice must include the name, head office address, business registration number; the shareholder's name and contact address, the time and venue of the meeting, and other requirements for attendees.

2. The invitation notice shall be sent by a method ensuring it reaches the shareholder's contact address and posted on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading.

3. The invitation notice must be accompanied by the following documents:

- a) Meeting agenda, documents used in the meeting, and draft resolutions for each issue in the agenda;
- b) Voting ballots/ballot papers.

4. In case the company has a website, sending meeting documents with the invitation notice as prescribed in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the invitation notice must clearly state the location and method for downloading the documents.

Article 7. Agenda and content of the GMS meeting

1. The GMS meeting is convened according to the cases prescribed in Clauses 1 and 2, Article 3 of these Regulations.

2. The person convening the GMS meeting must perform the tasks as prescribed in Clause 2, Article 18 of the Company Charter.

Article 8. Method of registration and authorization to attend the GMS meeting

1. Method of registration to attend the GMS meeting before the opening date:

- a) The method of registration to attend the GMS meeting is clearly specified in the GMS meeting notice, including contacting the Company or sending the Meeting Registration Form (attached to the GMS meeting notice sent to shareholders) to the Company;
- b) Shareholders choose the method of registration to attend the GMS

meeting as stated in the notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (In case more than one representative is appointed, the specific number of shares and votes authorized for each representative must be determined);
- Attending and voting/electing via online conference, electronic voting, or other electronic forms;
- Sending voting ballots/ballot papers to the meeting via mail, fax, or email; other forms of registration to attend the GMS meeting in accordance with the law;
- The Company must make maximum efforts to apply modern information technology so that shareholders can attend and express opinions at the GMS meeting in the best way, including guiding shareholders to vote via online GMS meetings, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company Charter.

2. Provisions on authorization to attend the meeting: Shareholders and authorized representatives of shareholders shall authorize in accordance with Article 16 of the Company Charter.

3. The method of registration to attend the GMS meeting and checking shareholder/delegate eligibility on the day of the GMS meeting shall be performed in accordance with Clause 1, Article 20 of the Company Charter.

Article 9. Conditions for conducting GMS meetings

Performed in accordance with Article 19 of the Company Charter.

Article 10. Forms of passing GMS resolutions

The GMS passes resolutions under its authority by voting at the meeting, collecting written opinions, and other forms as prescribed by current law.

Article 11. Contents passed at the GMS meeting

1. Contents according to Clause 2, Article 15 of the Company Charter;
2. Passing the Company's development orientation;
3. Considering and handling violations by Members of the Board of Directors that cause damage to the Company and its shareholders.

Article 12. Voting to pass issues at the GMS meeting

1. General principles

a) All issues in the agenda and content of the meeting must be discussed and voted on publicly by the GMS;

b) Voting cards, voting ballots, and ballot papers are printed by the Company, have barcodes for each shareholder code, or are stamped with the company seal and sent directly to delegates at the meeting (attached to the set of

documents for attending the GMS meeting). Each delegate is issued a voting card, voting ballot, and ballot paper. The voting card, voting ballot, and ballot paper clearly state the delegate's code, full name, number of shares owned, and authorized voting shares.

2. Provisions on the validity of voting ballots and ballot papers

a) Voting ballots

- A valid voting ballot is a ballot according to the pre-printed form issued by the Organizing Committee, with three voting squares: "approve", "disapprove", "no opinion"; the ballot must not be erased, scraped, torn, etc., must not have any content written other than what is prescribed for this ballot, and must be signed, with the delegate's full name handwritten under the signature, and sent to the vote counting committee before the ballot box is unsealed.

On the voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.

- An invalid voting ballot: Content does not comply with the provisions of a valid voting ballot; or all contents are not marked in any voting square or marked in two or more voting squares.

- A voting ballot invalid for a specific content: In a voting ballot with multiple contents, invalid contents are those not marked in any voting square, or marked in two or more voting squares. Contents marked in one of the three voting squares are all valid.

b) Ballot papers

- A valid ballot paper: is a ballot according to the pre-printed form issued by the Organizing Committee, not erased, scraped, not having any content written other than what is prescribed for the ballot; must be signed, with the delegate's full name clearly written, and sent to the vote counting committee before the ballot box is unsealed.

- An invalid ballot paper:

- Content does not comply with the provisions of a valid ballot paper;
- The number of candidates the delegate votes for is greater than the number of candidates required;
- The ballot has a total number of votes for candidates of the shareholder or representative greater than the total number of allowed votes;
- Other provisions according to the GMS election regulations and the Company Charter.

Article 13. Method of voting

1. General principles

- The GMS discusses and votes on each issue in the agenda. Voting is conducted by raising cards, direct voting, electronic voting, or other electronic

forms.

- Delegates vote to Approve, Disapprove, or No Opinion on an issue brought to a vote at the Meeting by raising the Voting Card or filling in the options on the Voting Ballot.

2. Forms of voting

a) Voting by voting card: When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Presidium. In case a delegate does not raise the Voting Card in all three times of voting Approve, Disapprove, or No Opinion on an issue, it is considered as approving that issue. In case a delegate raises the Voting Card more than one (01) time when voting Approve, Disapprove, or No Opinion on an issue, it is considered an invalid vote. In the form of voting by raising the Voting Card, a member of the shareholder/delegate eligibility verification committee or the vote counting committee marks the delegate code and the corresponding number of voting shares of each shareholder for Approve, Disapprove, No Opinion, and Invalid.

b) Voting by voting ballot: When voting by filling in the Voting Ballot, for each content, the delegate chooses one of the three options "Approve", "Disapprove", "No Opinion" pre-printed on the Voting Ballot by marking "X" or "V" in the chosen box. After completing all contents to be voted on at the meeting, the shareholder/delegate sends the Voting Ballot to the sealed ballot box at the meeting according to the instructions of the vote counting committee. The Voting Ballot must be signed and have the shareholder/delegate's full name clearly written.

Article 14. Method of voting for election

1. General principles

- Complying with the provisions of the law and the Company Charter;
- Members of the vote counting committee must not be named in the list of nominations or self-nominations to the Board of Directors.

2. Forms of voting for election

a) Election by cumulative voting

- Accordingly, each shareholder/delegate has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;

- Attending shareholders/delegates have the right to accumulate all their total votes for one or more candidates;

- In case additional candidates arise on the day of the meeting, shareholders/delegates can contact the vote counting committee to request a new ballot paper and must submit the old one (before putting it into the ballot box);

- In case of a mistaken choice, the shareholder/delegate contacts the vote counting committee to be re-issued a new ballot paper and must submit the old

one;

- How to fill in the ballot paper: Each delegate is issued ballot papers. The method of filling in the ballot paper is guided specifically as follows:

- Shareholders/delegates vote for a number of candidates at most equal to the number of candidates required;

- If accumulating all votes for one or more candidates, the shareholder/delegate marks the "Cumulative Voting" box of the corresponding candidates;

- If voting with an unequal number of votes for multiple candidates, the shareholder/delegate clearly writes the number of votes in the "Number of Votes" box of the corresponding candidates.

Note: In case the shareholder/delegate both marks the "Cumulative Voting" box and writes the quantity in the "Number of Votes" box, the result is taken according to the quantity of votes in the "Number of Votes" box.

- Principle of election:

- The elected person is determined according to the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members is reached.

- In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes.

- If the first election result does not reach the required number, the election will continue until the required number of members is reached.

b) Election by voting method: Performed in accordance with Point b, Clause 2, Article 13 of these Regulations.

Article 15. Method of vote counting

The method of vote counting is conducted by aggregating the voting cards/ballots for approve, disapprove, and no opinion.

For sensitive issues and if shareholders request, the Company must appoint an independent organization to perform the collection and counting of votes.

Article 16. Conditions for GMS resolutions to be passed

Performed in accordance with Article 21 of the Company Charter.

Article 17. Notification of vote counting results

The vote counting committee will check, aggregate, and report the vote counting results for each issue to the Chairperson. The vote counting results will be announced by the chairperson immediately before the meeting closes.

Article 18. Method of objecting to GMS decisions

1. Shareholders who have voted against a resolution on the reorganization

of the Company or changes to the rights and obligations of shareholders as prescribed in the Company Charter have the right to request the Company to buy back their shares. The request must be in writing, clearly stating the shareholder's name, address, number of shares of each type, intended selling price, and reasons for requesting the Company to buy back. The request must be sent to the Company within 10 days from the date the GMS passes the resolution on the issues prescribed in this Clause.

2. The Company must buy back shares at the request of shareholders as prescribed in Clause 1 of this Article at the market price or a price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receiving the request. In case the price cannot be agreed upon, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose, and that choice shall be the final decision.

3. Within 90 days from the date of receiving the resolution or the GMS meeting minutes or the minutes of the GMS written opinion collection results, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to consider and cancel the resolution or a part of the GMS resolution in the following cases:

a) The order and procedures for convening and making decisions of the GMS violate the serious provisions of the Law on Enterprises and the Company Charter, except for the cases prescribed in Clause 2, Article 152 of the Law on Enterprises and Clause 3, Article 21 of the Company Charter;

b) The content of the resolution violates the law or the Company Charter.

Article 19. Preparing GMS meeting minutes

1. The GMS meeting must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following main contents:

a) Name, head office address, business registration number;

b) Time and venue of the GMS meeting;

c) Meeting agenda and content;

d) Full name of the chairperson and secretary;

e) Summary of the meeting proceedings and opinions expressed at the GMS meeting on each issue in the agenda;

f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of registered shareholders and shareholder representatives attending with the corresponding number of shares and votes;

g) Total number of votes for each voting issue, clearly stating the voting

method, total number of valid and invalid votes, approve, disapprove, and no opinion; corresponding percentage of the total votes of shareholders attending;

h) Summary of votes for each candidate (if any);

i) Issues passed and corresponding percentage of votes passed;

j) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other Members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign.

2. The GMS meeting minutes must be completed and passed before the meeting ends. The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the honesty and accuracy of the minutes' content.

3. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

Article 20. Disclosure of GMS resolutions and meeting minutes

1. Resolutions, GMS meeting minutes, the appendix of the list of shareholders registered to attend, authorization documents to attend the meeting, all documents attached to the Minutes (if any), and related documents accompanying the invitation notice must be kept at the Company's head office.

2. Resolutions, GMS meeting minutes, and documents attached to the minutes and resolutions must be disclosed in accordance with the law on information disclosure in the securities market.

II. PROVISIONS FOR THE GMS TO PASS RESOLUTIONS BY COLLECTING WRITTEN OPINIONS

Article 21. Cases where written shareholder opinions may be collected

1. Contents that may be passed by collecting written shareholder opinions are performed in accordance with Clause 1, Article 22 of the Company Charter:

2. The Board of Directors organizes the collection of written shareholder opinions. The content, procedures, and methods of collecting written shareholder opinions are performed in accordance with Article 23 of these Regulations.

Article 22. Cases where written opinions may not be collected

The Board of Directors may not collect written shareholder opinions in cases not prescribed in Clause 1, Article 21 of these Regulations or when the Board of Directors deems it necessary for the GMS to discuss and pass directly.

Article 23. Order and procedures for the GMS to pass resolutions by collecting written opinions

1. The Company must disclose information about establishing the list of

shareholders eligible to attend the GMS meeting at least 20 days before the record date.

2. The Board of Directors shall prepare ballot papers, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot papers. Requirements and methods for sending ballot papers and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of the Company Charter.

3. Provisions regarding Ballot Papers shall be implemented in accordance with Clause 3, Article 22 of the Company Charter.

4. Shareholders may send their completed ballot papers to the Company by mail, fax, or email in accordance with Clause 4, Article 22 of the Company Charter.

5. Vote counting and preparation of the Vote Counting Minutes shall be in accordance with Clause 5, Article 22 of the Company Charter.

6. Resolutions and Vote Counting Minutes shall be in accordance with Clauses 6 and 8, Article 22 of the Company Charter.

7. Document retention shall be in accordance with Clause 7, Article 22 of the Company Charter.

8. Requests for cancellation of Decisions of the General Meeting of Shareholders passed via written opinion collection shall be in accordance with Article 24 of the Company Charter.

III. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSED BY RESOLUTION VIA ONLINE CONFERENCE

Article 24. Notice of convening an online General Meeting of Shareholders

Implemented in accordance with Article 6 of this Regulation.

Note: Voting/ballot papers do not need to be sent with the meeting invitation notice.

Article 25. Method of registration for attending the online General Meeting of Shareholders

The method of registration for attending the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Being named in the list of shareholders with the right to attend the General Meeting of Shareholders, prepared in accordance with the Company's notice of rights exercise;

- Being an authorized representative eligible to attend in accordance with

the law and the Company Charter.

2. Technical requirements:

Shareholders/representatives must have an electronic device with an internet connection (e.g., computer, tablet, mobile phone, or other electronic device with internet access...).

3. Method of recording shareholders/representatives attending the online General Meeting of Shareholders:

A representative is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that representative accesses the system using the access information provided in accordance with Article 26 of this Regulation and has cast an electronic vote on any issue in the Agenda of the online General Meeting of Shareholders.

Article 26. Provision of login information and electronic voting

1. Information regarding the link to the electronic voting system, username, access password, and other identification factors (if any) for attending the online General Meeting of Shareholders shall be provided in the meeting invitation notice (or the method of notifying login information as prescribed by the Board of Directors). Shareholders/representatives are responsible for keeping the provided username, password, and other identification factors confidential to ensure that only the shareholder/representative has the right to vote on the electronic voting system and shall be fully responsible for this registered information.

2. When a shareholder/representative requests the re-issuance of login information, the Meeting Organizing Committee may notify them via: in person or by email/phone. The method of providing login information via email or phone shall only be performed based on shareholder information from the list of shareholders with voting rights prepared by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's notice of rights exercise.

3. Shareholders/representatives use the username, access password, or other identification factors (if any) to access the electronic voting system and cast electronic votes according to the Agenda of the online General Meeting of Shareholders.

Article 27. Authorization of representatives to attend the online General Meeting of Shareholders

1. Shareholders shall authorize in accordance with Clause 2, Article 8 of this Regulation.

2. Some regulations to note when performing online authorization:

- Shareholders need to comply by providing full information to perform online authorization, especially providing information of the authorized party: phone number, contact address, and email address. This is the basis for issuing

the username, access password, and other identification factors (if any) to the authorized party.

- Validity of online authorization: the authorization is only legally valid when the following conditions are met:

- When the shareholder fills in all information according to the online authorization form and completes the online authorization;

- The Power of Attorney is printed according to the online authorization form with full signatures, full names, and seals (if an organization) of both the authorizing party and the authorized party;

- The Company receives the original Power of Attorney sent before the official opening of the meeting.

- Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel the online authorization to the Company before the official opening of the meeting. Note that the time for recording the cancellation of authorization is calculated based on the time the Company receives the official written request to cancel the online authorization.

- Cancellation of authorization will be void if the authorized representative has already cast a vote/ballot on any issue in the Agenda of the online General Meeting of Shareholders.

Article 28. Conditions for conducting the online General Meeting of Shareholders

Implemented in accordance with Article 9 of this Regulation.

Article 29. Discussion at the online General Meeting of Shareholders

a) Principles:

- Discussion shall only be conducted within the specified time and within the scope of issues presented in the Agenda of the General Meeting of Shareholders;

- Only shareholders/representatives may participate in the discussion;

- Shareholders/representatives wishing to speak shall register the discussion content in the form prescribed in the working regulations of the GMS meeting;

- The Secretariat shall arrange the discussion contents of shareholders/representatives in the order of registration and forward them to the Chairperson.

b) Answering questions from shareholders/representatives:

- Based on the discussion content of the shareholders/representatives, the Chairperson or a member designated by the Chairperson shall answer the questions of the representatives;

- In case of time constraints, questions not answered directly at the meeting

will be answered by the Company later.

Article 30. Method of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders shall pass Resolutions under its authority via electronic voting.

Article 31. Method of online voting

1. Method of voting:

- Shareholders/representatives choose one of the three voting options: Approve, Disapprove, or Abstain for each issue put to a vote at the meeting as set up in the electronic voting system;
- Afterward, the shareholder/representative proceeds to confirm the vote so that the electronic voting system records the result.

2. Method of ballot voting:

• Voting by cumulative voting method: Voting to elect members of the Board of Directors and the Board of Supervisors must be performed by the cumulative voting method (equal cumulative voting or numbered cumulative voting). Accordingly, shareholders/representatives perform the voting by marking the "Cumulative Voting" box or clearly writing the number of votes in the "Number of Votes" box for the corresponding candidates on the Ballot Paper set up in the electronic voting system. Afterward, the shareholder/representative proceeds to confirm the ballot to record the result in the electronic voting system.

- Voting by voting method (if any): Implemented in accordance with the voting regulations stated in Clause 1 of this Article.

3. Some other regulations when performing electronic voting:

- In case a shareholder/representative does not complete all voting and ballot issues according to the meeting agenda, the issues not voted or balloted are considered as the shareholder/representative not having cast a vote or ballot on those issues;

- In case issues arise outside the sent meeting agenda, shareholders/representatives may cast additional votes or ballots. If a shareholder/representative does not cast a vote or ballot on the arising issues, it is considered that the shareholder/representative has not cast a vote or ballot on those arising issues;

- Shareholders/representatives may change the voting or ballot result (but cannot cancel the voting or ballot result); including the results of voting or ballots on issues arising outside the meeting agenda. The online system only records the vote counting for the final voting or ballot result at the time of closing the electronic voting for each vote counting period as prescribed in the working regulations of the General Meeting of Shareholders.

- In case the shareholder/representative performs numbered cumulative

voting: An invalid ballot is a ballot where the total number of votes for candidates differs from (is greater or less than) the total number of votes of the shareholder/representative calculated at the time of ballot counting.

- The electronic voting time is specifically prescribed in the working regulations at the meeting. Shareholders/representatives may access the electronic voting system and cast votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the end of the voting time, the system will not record any further electronic votes from shareholders/representatives.

Article 32. Method of online vote counting

When shareholders/representatives cast votes/ballots, the number of votes and ballots are recorded on the system according to the principle of the number of approval cards, disapproval cards, and abstention cards.

Article 33. Notification of vote counting results

Based on the vote counting minutes recorded as prescribed in Article 32 of this Regulation, the Vote Counting Committee shall check, summarize, and report to the Chairperson the vote counting results for each issue according to the meeting agenda. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

Article 34. Preparation of minutes of the General Meeting of Shareholders

1. Meeting minutes shall be prepared in accordance with Article 19 of this Regulation.

2. The location of the meeting recorded in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the meeting is present to conduct the meeting. This location must be within the territory of Vietnam.

3. The method of passing the minutes of the General Meeting of Shareholders is specifically prescribed in the Working Regulations of the General Meeting of Shareholders.

Article 35. Announcement of Resolutions and Minutes of the General Meeting of Shareholders

Implemented in accordance with Article 20 of this Regulation.

IV. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSED BY RESOLUTION VIA IN-PERSON CONFERENCE COMBINED WITH ONLINE CONFERENCE

Article 36. Notice of convening the General Meeting of Shareholders

Implemented in accordance with Article 6 of this Regulation.

Article 37. Method of registration for attending the General Meeting of Shareholders



Implemented in accordance with Clause 1, Article 8 and Article 25 of this Regulation.

Article 38. Authorization of representatives to attend the General Meeting of Shareholders

Implemented in accordance with Clause 2, Article 8 and Article 27 of this Regulation.

Article 39. Conditions for conducting

Implemented in accordance with Article 9 of this Regulation.

Article 40. Method of passing resolutions of the General Meeting of Shareholders

Implemented in accordance with Article 10 and Article 30 of this Regulation.

Article 41. Voting method

Implemented in accordance with Article 13, Article 14, and Article 31 of this Regulation.

Article 42. Vote counting method

Implemented in accordance with Article 15 and Article 32 of this Regulation.

Article 43. Notification of vote counting results

Implemented in accordance with Article 17 and Article 33 of this Regulation.

Article 44. Preparation of minutes of the General Meeting of Shareholders

Implemented in accordance with Article 19 and Article 34 of this Regulation.

Article 45. Announcement of Resolutions and Minutes of the General Meeting of Shareholders

Implemented in accordance with Article 20 of this Regulation.

Chapter III

BOARD OF DIRECTORS

Section 1

General Provisions

Article 46. Roles, rights and obligations of the Board of Directors

The Board of Directors shall fully comply with the responsibilities and obligations in accordance with the Law on Enterprises and Article 27 of the Company Charter; in addition, the Board of Directors has the following

responsibilities and obligations:

1. To be responsible to shareholders for the Company's operations;
2. To treat all shareholders equally and respect the interests of persons with interests related to the Company;
3. To ensure that the Company's operations comply with the provisions of the law, the Charter, and the Company's internal regulations;
4. To develop the Operating Regulations of the Board of Directors to submit to the General Meeting of Shareholders for approval and publish on the Company's website in accordance with the guidance in Circular 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies in Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; Government Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, and legal documents amending and supplementing them from time to time;
5. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of Company assets and abuse of transactions with related parties;
6. To develop Internal Regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; Government Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, and legal documents amending and supplementing them from time to time;
7. To appoint a Person in charge of corporate governance;
8. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;
9. To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 18 of this Regulation.
10. To report on the corporate governance situation at the annual General Meeting of Shareholders and disclose information in the Company's Annual Report in accordance with securities laws on information disclosure.
11. Other rights and obligations in accordance with the Operating Regulations of the Company's Board of Directors.

Article 47. Rights, obligations, and responsibilities of members of the

Board of Directors

1. Members of the Board of Directors have full rights in accordance with the Law on Securities, relevant laws, the Company Charter, the Company's Internal Governance Regulations, and the Operating Regulations of the Company's Board of Directors; including the right to be provided with information and documents regarding the financial situation and business operations of the company and of units within the Company.

2. Members of the Board of Directors have obligations in accordance with the Company Charter and the following obligations:

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

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

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

d) To report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, companies controlled by the public company with 50% or more of charter capital, and members of the Board of Directors and their related persons; transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager within the last 03 years prior to the transaction;

e) To disclose information when trading the Company's shares in accordance with the law.

Section 2

Regulations on Nomination, Candidacy, Election, Dismissal and Removal of members of the Board of Directors

Article 48. Number, term, and structure of members of the Board of Directors

Implemented in accordance with Article 26 of the Company Charter.

Article 49. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of the Company.

3. A member of the Board of Directors of the Company may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

Article 50. Nomination and candidacy for members of the Board of Directors

Implemented in accordance with Article 25 of the Company Charter.

Article 51. Method of electing members of the Board of Directors

1. Voting to elect members of the Board of Directors must be performed by the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selected according to the criteria prescribed in the election regulations or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be performed by the cumulative voting method as above or by the voting method (approve, disapprove, abstain). The voting ratio for approval by the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 52. Cases of dismissal, removal, replacement, and supplementation 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 standards and conditions prescribed in Article 155 of the Law on Enterprises;
- b) Having a resignation letter that has been accepted;
- c) Other cases prescribed in the Company Charter.

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

- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases prescribed in the Company Charter.

3. When 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 in cases other than those prescribed in Clauses 1 and 2 of this Article.

15/07/2011

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

b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases prescribed in Points a and b 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 at the nearest meeting.

Article 53. Notice of election, dismissal, and removal of members of the Board of Directors

After a decision on the election, dismissal, or removal of a member of the Board of Directors is made, the Company is responsible for disclosing information internally and to relevant agencies, on mass media, and on the Company's website in accordance with the order and provisions of the law on information disclosure.

Article 54. Chairperson of the Board of Directors

Implemented in accordance with Article 29 of the Company Charter.

Section 3

Remuneration, salary, bonuses, and other benefits of members of the Board of Directors

Article 55. Remuneration, bonuses, and other benefits of members of the Board of Directors

Implemented in accordance with Article 28 of the Company Charter.

Section 4

Regulations on the sequence and procedures for organizing Board of Directors meetings

Article 56. Minimum number of meetings per month/quarter/year

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion 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 voting ratio. In case there is more than one member with the highest and equal number of votes or voting ratio, the members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

Article 57. Cases requiring the convening of extraordinary Board of Directors meetings

1. The Chairperson of the Board of Directors shall convene a Board of Directors meeting in the following cases:

- a) At the request of an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors.

2. The request prescribed in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.

3. The Chairperson of the Board of Directors must convene a Board of Directors meeting within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article. In case of failure to convene a Board of Directors meeting as requested, the Chairperson of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the Board of Directors meeting.

Article 58. Notice of Board of Directors meeting and right to attend Board of Directors meetings

1. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation notice no later than three (03) working days before the meeting date. The meeting invitation notice must specifically determine the time and location of the meeting, the agenda, and issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the members' voting papers.

The Board of Directors meeting invitation notice may be sent by invitation letter, phone, fax, electronic means, or other methods prescribed by the Company Charter and ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

Article 59. Conditions for organizing Board of Directors meetings

A Board of Directors meeting shall be conducted when 3/4 of the total number of members or more are present. In case the meeting convened in accordance with this Clause does not have enough members present as prescribed, it shall be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be

conducted if more than half of the members of the Board of Directors are present.

Article 60. Voting method

1. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting paper to the meeting via mail, fax, or email.

2. In case of sending a voting paper to the meeting via mail, the voting paper must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening. The voting paper shall only be opened in the presence of all attendees.

3. Voting:

a) Except as prescribed in Point b, Clause 3 of this Article, each member of the Board of Directors or authorized person in accordance with Clause 1 of this Article directly present in person at the Board of Directors meeting has one (01) vote;

b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum number of members present to organize a Board of Directors meeting regarding decisions on which that member does not have the right to vote;

c) In accordance with Point d, Clause 11, Article 30 of the Company Charter, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the Chairperson's ruling is final, unless the nature or scope of the relevant member's interest has not been fully disclosed;

d) A member of the Board of Directors benefiting from a contract prescribed in Point a and Point b, Clause 6, Article 42 of the Company Charter is considered to have a significant interest in that contract;

4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of

the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member knows that they have an interest or will have an interest in the aforementioned transaction or contract.

5. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass Board of Directors Resolutions when passing issues under the authority of the Board of Directors in Clause 2, Article 27 of the Company Charter.

6. Resolutions in the form of written opinion collection are passed based on the approval of the majority of members of the Board of Directors with voting rights. This Resolution has the same effect and value as a resolution passed at a meeting.

7. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and those minutes are authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairperson and the minute-taker.

Article 61. Method of passing resolutions of the Board of Directors

Resolutions and decisions of the Board of Directors are passed if approved by the majority of members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairperson of the Board of Directors.

Members must attend all Board of Directors meetings. A member may authorize another person to attend and vote if approved by the majority of members of the Board of Directors.

Article 62. Preparation of minutes of the Board of Directors meeting

1. Board of Directors meetings must be recorded in minutes and may be recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending or authorized to attend and the method of attendance; full names of members not attending and the reasons;
- e) Issues discussed and voted on at the meeting;
- f) Summary of opinions of each attending member in the order of the meeting's proceedings;
- g) Voting results, clearly stating members who approved, disapproved, and abstained;

- h) Issues passed and the corresponding approval voting ratio;
- i) Full names and signatures of the Chairperson and the minute-taker, except in cases prescribed in Article 63 of this Regulation.

2. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

3. The Chairperson, the minute-taker, and those who sign 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 shall be kept at the Company's head office.

Article 63. Cases where the chairperson and/or secretary refuse to sign the Board of Directors meeting minutes

In case the chairperson or the minute-taker refuses to sign the meeting minutes, but all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in points a, b, c, d, dd, e, g, and h, clause 1, Article 62 of this Regulation, such minutes shall be effective.

Article 64. Notification of resolutions and decisions of the Board of Directors

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information internally and to relevant agencies, on mass media, and on the Company's website in accordance with the current procedures and regulations.

Section 5

Subcommittees under the Board of Directors

Article 65. Subcommittees under the Board of Directors

- 1. The Board of Directors shall establish subcommittees under the Board of Directors in accordance with Article 31 of the Company's Charter;
- 2. The establishment and operations of other subcommittees under the Board of Directors (if any) shall be specified in the appendices attached to this Regulation.

Section 6

Selection, appointment, and dismissal of the Corporate Governance Officer

Article 66. Standards for the Corporate Governance Officer

The Corporate Governance Officer shall not simultaneously work for an accredited auditing organization that is auditing the Company's financial statements.

Article 67. Appointment of the Corporate Governance Officer

The Company's Board of Directors must appoint at least 01 Corporate Governance Officer to support corporate governance at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with clause 5, Article 156 of the Law on Enterprises.

Article 68. Cases of dismissal of the Corporate Governance Officer

1. The Board of Directors may dismiss/remove the Corporate Governance Officer when necessary, provided that it does not contravene current labor laws.
2. The Corporate Governance Officer may be dismissed pursuant to a resolution of the General Meeting of Shareholders (GMS).

Article 69. Notification of appointment and dismissal of the Corporate Governance Officer

After a decision on the appointment or dismissal of the Corporate Governance Officer is made, the Company is responsible for disclosing information internally and to relevant agencies, on mass media, and on the Company's website in accordance with current legal procedures and regulations.

Article 70. Rights and Obligations of the Corporate Governance Officer

Implemented in accordance with Clause 3, Article 32 of the Company's Charter.

Chapter IV
AUDIT COMMITTEE

Section 1

General Provisions

Article 71. Rights and obligations of the Audit Committee

The Audit Committee has the following rights and obligations:

1. To supervise the integrity of the Company's financial statements and official disclosures related to the Company's financial results;
2. To review the internal control and risk management systems;
3. To review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders (GMS) and provide recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders (GMS);
4. To direct the Company's internal audit department;
5. To recommend a list of independent auditing firms, audit fees, and related terms in the contract with the auditing firm for the Board of Directors to approve before submitting to the annual General Meeting of Shareholders (GMS) for approval;
6. To monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in cases where the

Company uses non-audit services from the auditor;

7. To supervise to ensure the Company's compliance with legal regulations, requirements of regulatory bodies, and other internal regulations of the Company;

8. To have the right to access documents related to the Company's operational status, and to exchange information with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information for the Audit Committee's activities;

9. To have the right to request representatives of the accredited auditing organization to attend and answer questions related to the audited financial statements at Audit Committee meetings;

10. To use legal, accounting, or other external consulting services when necessary;

11. To develop and submit to the Board of Directors policies for risk detection and management, and propose to the Board of Directors solutions to handle risks arising in the Company's operations;

12. To prepare a written report to the Board of Directors upon discovering that a member of the Board of Directors, the General Director, the Chief Accountant, or other managers have not fully performed their responsibilities as prescribed in the Law on Enterprises and the Company's Charter;

13. To develop the Audit Committee's Operating Regulation and submit it to the Board of Directors for approval;

14. To develop and approve the Operating Regulation/Charter of the Internal Audit Department;

15. To perform other rights and obligations specified in the Audit Committee's Operating Regulation.

Section 2

Regulations on the term, quantity, composition, structure of members, and operations of the Audit Committee

Article 72. Term of the Audit Committee

The term of the Audit Committee corresponds to the term of the Board of Directors. Accordingly, the term of an Audit Committee member shall not exceed five (05) years.

Article 73. Quantity and structure of the Audit Committee

1. The Audit Committee shall have at least two (02) members. The specific number of Audit Committee members shall be decided by the Board of Directors at the first meeting of the Board of Directors' term. In which:

a) The Chairperson of the Audit Committee must be an independent member of the Board of Directors appointed by the Board of Directors;

b) The members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee may be assigned to be in charge of one or several specific areas and shall be responsible for the assigned work. The Chairperson of the Audit Committee assigns tasks to the Committee members based on each member's capacity, professional experience, and the Committee's operational plan.

Article 74. Standards for Audit Committee members

1. Members of the Audit Committee must meet the following requirements:

a) Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and the Company's operations, and at the same time must not fall into the following cases:

(i) Working in the Company's accounting or finance department;

(ii) Being a member or employee of an accredited auditing organization that has audited the Company's financial statements in the five (05) preceding consecutive years.

b) The Chairperson of the Audit Committee must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, or business administration.

Article 75. Candidacy and nomination of Audit Committee members

1. The Board of Directors is responsible for preparing a list of candidates to elect independent members of the Board of Directors.

2. After the General Meeting of Shareholders (GMS) elects members of the Board of Directors for a new term, at the first meeting of the new term, the members of the Board of Directors will elect the Chairperson of the Board of Directors. The Chairperson of the Board of Directors will rely on the profiles of the candidates for the Board of Directors to nominate a list of Audit Committee members and nominate one (01) member of the Board of Directors to serve as the Chairperson of the Audit Committee.

3. Other members of the Board of Directors may nominate themselves as members of the Audit Committee if they consider themselves to meet the standards.

4. The entire Board of Directors will vote to elect the Chairperson of the Audit Committee and the remaining members of the Audit Committee based on the list of candidates prepared as mentioned above.

Article 76. Operations of the Audit Committee

The Audit Committee is responsible for activities related to:

- Financial statements;
- Internal audit activities;



- Services provided by independent auditors;
- Internal control and risk management;
- Compliance with professional ethics and the law.

1. Financial statements

a) To review quarterly, semi-annual, and annual financial statements before the Executive Board submits them to the Board of Directors, the General Meeting of Shareholders (GMS), or discloses them externally in accordance with the law; to provide opinions on the integrity, completeness, timeliness, and suitability of the financial statements with accounting regimes, accounting standards, and current legal regulations;

b) To review material issues regarding accounting and financial reporting; the impact of legal and professional regulations on the Company's financial statements;

c) To discuss and review the results of the financial statement audit with the General Director, Chief Accountant, and independent auditors;

d) To review the management letter of the independent auditor; to provide opinions to the Executive Board regarding material findings, recommendations, and related implementation plans;

e) To monitor the internal control system related to data preparation, accounting reporting, and financial reporting.

2. Internal Audit Activities

a) Management and supervision of internal audit activities are prescribed as follows:

(i) The General Director and the Audit Committee manage and decide on issues related to the apparatus and personnel, including recruitment, appointment of titles, salaries, bonuses, and benefits for the Internal Audit Department and internal auditors based on the Audit Committee's opinion.

(ii) The Audit Committee supervises issues related to the internal audit function, including:

- Internal audit plan;
- Internal audit operating regulation;
- Audit methodology;
- Audit quality and effectiveness.

The Audit Committee needs to obtain the General Director's opinion on the audit plan and Internal Audit Regulation before approval.

To review internal audit reports, focusing on related recommendations and implementation plans;

b) Periodically or unexpectedly, the Audit Committee and the Internal Audit Department conduct discussions on issues that the Committee or Internal

Audit deems necessary.

3. Services provided by independent auditors

a) To propose the selection of an independent auditing firm, audit fees, and all related issues for the Board of Directors to submit to the General Meeting of Shareholders (GMS) for approval;

b) To review and supervise the independence and objectivity of the Audit Team Leader and auditors;

c) To review the nature and scope of the audit and the approach proposed by the independent auditor, including coordination with Internal Audit (if any);

d) Periodically or unexpectedly, the Audit Committee and the independent auditor conduct discussions on issues that the Committee or the independent auditor deems necessary (Management letter, difficulties, and shortcomings discovered from audit results, etc.).

4. Internal control and risk management

a) To supervise the internal control system and risk management system;

b) To review independent audit and internal audit reports evaluating the internal control and risk management systems (including issues related to financial statements and information technology), noting audit findings, recommendations, and responses from the Executive Board.

5. Compliance

a) To monitor the effectiveness of activities, measures (or programs) for fraud prevention, violations of internal rules, the Company's Charter, professional ethics, or violations of the law;

b) To discuss with the General Director and/or members of the Executive Board about measures for fraud prevention and violations of professional ethics;

c) To review results and reports (periodically or unexpectedly) on investigations of violations conducted by the Executive Board; to monitor remediation after investigation conclusions.

Chapter V

GENERAL DIRECTOR

Article 77. Roles, responsibilities, rights, and obligations of the General Director

1. The General Director is the person who manages the Company's daily business operations; manages the business plan according to goals and plans in accordance with the Charter and resolutions and decisions of the General Meeting of Shareholders (GMS) or the Board of Directors; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and

obligations.

2. The General Director has the rights and obligations prescribed in Clause 4, Article 35 of the Company's Charter and the following rights and obligations:

a) To decide on issues related to the Company's daily business operations that do not fall under the authority of the Board of Directors; or are assigned or authorized by the Board of Directors in accordance with the Company's Charter, the Internal Regulation on Corporate Governance, and other relevant regulations;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders (GMS);

d) To decide on issues that do not require a decision from the Board of Directors, including representing the Company in signing financial and commercial contracts; organizing and managing business operations, investment plans, and daily business coordination plans of the Company; audit, inspection, and security work; deciding on solutions for market development, marketing, technology, and other tasks to effectively implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders (GMS);

e) To organize the development of the Company's development strategy; planning for the development of projects in industries and trades in which the Company operates; long-term plans, annual plans, and business coordination plans within the Company;

f) To draft the Charter, draft amendments to the Company's Charter, and the Internal Regulation on Corporate Governance for the Board of Directors to submit to the General Meeting of Shareholders (GMS) for approval; to develop internal regulations and rules of the Company;

g) To prepare for the Board of Directors: investment projects, organizational and management structure proposals, human resource development plans; developing technology indicator systems, product standards, economic and technical norms, and salary unit prices; preparing economic contracts, civil contracts, risk prevention plans, and plans for mobilizing and using capital; preparing periodic reports, statistical reports, the Company's separate financial statements, the Company's consolidated financial statements, and other proposals and projects;

h) To propose organizational structure plans and internal management regulations of the Company; to appoint, dismiss, and remove management titles in the Company, except for titles under the authority of the Board of Directors. Specifically, management titles such as Director, Deputy Director, and Chief Accountant of affiliated units; Head, Deputy Head of departments/divisions and equivalents of the Company must be agreed upon by the Board of Directors. To propose that the Board of Directors decide to appoint the Company's capital

contribution representative at other enterprises, and introduce people to participate in the Board of Directors, Board of Members, or Board of Supervisors at other enterprises;

i) To decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

j) To recruit employees;

k) To propose plans for dividend payment or handling of business losses;

l) To perform monitoring, inspection, and supervision of the operations of enterprises in which the Company has capital contributions;

m) To report to the Board of Directors on the Company's business performance; to perform information disclosure and publicize financial statements in accordance with the law; at the latest in the first quarter of the planning year, to submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting budget requirements as well as the five (05)-year financial plan;

n) To be entitled to apply necessary measures in emergency cases and must report immediately to the Board of Directors;

o) Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

Article 78. Term, standards, and conditions of the General Director

1. The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

2. The General Director must meet the following standards and conditions:

a) Not falling into the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Not being a person with family relations with managers of the enterprise, Controllers of the company and the parent company; representatives of state capital, representatives of enterprise capital at the company and the parent company;

c) Having professional qualifications and experience in the Company's business administration.

Article 79. Nomination of the General Director

The General Director's Office and members of the Board of Directors have the right to nominate candidates for General Director in accordance with the standards and conditions prescribed in Clause 2, Article 80 of this Regulation and submit them to the Board of Directors for consideration when the Company has a need to find a General Director.

Article 80. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.

2. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights attending the meeting agree and appoint a new General Director as a replacement.

3. The Board of Directors has the authority to sign/terminate contracts and decide on the terms of the labor contract as prescribed in Point i, Clause 2, Article 27 and Clause 1, Article 35 of the Company's Charter.

Article 81. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director

After a decision on the election, dismissal, or removal of the General Director is made, the Company is responsible for disclosing information internally and to relevant agencies, on mass media, and on the Company's website in accordance with current legal procedures and regulations.

Article 82. Salary and other benefits of the General Director

1. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

2. The salary of the manager is included in the Company's business expenses in accordance with the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders (GMS) at the annual meeting.

Chapter VI

OTHER ACTIVITIES

Section 1

Regulations on coordination of activities between the Board of Directors and the General Director

Article 83. Procedures and sequence for convening, notifying meetings, recording minutes, and notifying meeting results between the Board of Directors and the General Director

The procedures and sequence for convening, notifying meetings, recording minutes, and notifying meeting results between the Board of Directors and the General Director shall be carried out according to the procedures and sequence for convening Board of Directors meetings prescribed in Section 4, Chapter III of this Regulation.

Article 84. Notification of Resolutions/Decisions of the Board of Directors to the General Director

Resolutions/Decisions of the Board of Directors (with content related to the responsibilities, authority, and obligations of the Director) after being issued must be sent to the General Director at the same time and in the same manner as for members of the Board of Directors.

Article 85. Cases where the Audit Committee and the General Director propose to convene a Board of Directors meeting and issues requiring the Board of Directors' opinion

1. Cases where convening a Board of Directors meeting is proposed

a) The Audit Committee may propose to convene a Board of Directors meeting in the following cases:

- When there is a request from a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
- When it is considered that the Audit Committee's right to access information and documents related to the Company's operational status is not fully implemented in accordance with current law and the Company's Charter;
- When discovering acts of violation of the law or the Company's Charter by members of the Board of Directors, the General Director, and other managers after having notified the Board of Directors in writing as prescribed in Clause 5, Article 40 of the Company's Charter but the person committing the violation has not ceased the violation or has not provided solutions to remedy the consequences;

b) The General Director may propose to convene a Board of Directors meeting in the following cases:

- When it is considered that the rights of the General Director as prescribed in Article 35 of the Company's Charter are not being exercised;
- When discovering acts of violation of the law or the Company's Charter by other managers after having notified the Board of Directors in writing but the person committing the violation has not ceased the violation or has not provided solutions to remedy the consequences.

2. Issues requiring the Board of Directors' opinion:

a) Proposing to the Board of Directors organizational structure plans and internal management regulations of the Company;

b) Proposing measures to improve the Company's operations and management;

c) The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and managers;

d) The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relations with trade union organizations in accordance with the best standards, practices, and management policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal regulations;

e) Seeking the Board of Directors' opinion on the audited financial

1754
IG 1
PH
O 9
L
100

statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year to be submitted for the Board of Directors' approval;

- f) Proposing plans for dividend payment or handling of business losses;
- g) Seeking the Board of Directors' opinion to approve the detailed business plan for the next fiscal year;
- h) Seeking opinions on personnel work under the authority of the Board of Directors;
- i) Other contents when considered to be in the Company's interest, but under the Board of Directors' authority to provide opinions.

Article 86. Report of the General Director to the Board of Directors on the performance of assigned duties and powers

1. Report on the implementation status of Resolutions of the Board of Directors and the General Meeting of Shareholders (GMS), and the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders (GMS).
2. Periodically report quarterly and annually on the assessment of the Company's financial situation and production and business operational status.
3. Report on improvements in organizational structure, policies, and management.
4. Annual report on the implementation of obligations towards the environment, the community, and employees.
5. Report on the implementation status of other contents authorized by the Board of Directors and the General Meeting of Shareholders (GMS).
6. Perform reporting on other issues as requested by the Board of Directors.

Article 87. Review of the implementation of resolutions and other authorized issues of the Board of Directors regarding the General Director

Based on the General Director's report on the performance of assigned duties and powers as prescribed in Article 78 of this Regulation, the Board of Directors will conduct a review of the implementation results of resolutions and other authorized issues of the Board of Directors regarding the General Director.

Article 88. Issues that the General Director must report, provide information, and notify the Board of Directors

1. Issues that the General Director must report, provide information, and notify the Board of Directors:
 - a) Contents according to Article 89 of this Regulation;
 - b) The Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies controlled by the

Company with 50% or more of charter capital with that same subject or with related persons of that subject as prescribed in Clause 3, Article 42 of the Company's Charter;

c) Other contents requiring opinions and reports to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

2. Specifically, in the case of approving contracts and transactions as prescribed in clause 1, Article 167 of the Law on Enterprises with a value of less than thirty-five (35)% of the total value of the enterprise's assets recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company's Charter, the Company's representative signing the contract or transaction must notify members of the Board of Directors and Controllers about the related parties to that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company's Charter prescribes a different time limit; members of the Board of Directors with related interests in the parties to the contract or transaction do not have the right to vote.

Article 89. Coordination of control, management, and supervision activities between members of the Board of Directors and the General Director according to the specific tasks of the members mentioned above

The General Director is the person representing the management of the Company's operations, ensuring the Company operates continuously and effectively.

1. When there is a proposal for organizational structure plans or internal management regulations of the company, the Director shall send them to the Board of Directors as soon as possible but not less than seven (07) days before the date that content needs to be decided;

2. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and managers;

3. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relations with trade union organizations in accordance with the best standards, practices, and management policies, the practices and policies prescribed in the Company's Charter, the Company's regulations, and current legal regulations;

4. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies controlled by the Company with 50% or more of charter capital with that same subject or with related persons of that subject as prescribed by law;

5. Other contents requiring opinions as prescribed in points e, f, g, h, Clause 2, Article 77 of this Regulation must be sent by the General Director at

least seven (07) working days before the date expected to receive a response from the Board of Directors.

Section 2

Regulations on annual performance evaluation, rewards, and discipline for members of the Board of Directors, the General Director, and other managers of the enterprise

Article 90. Regulations on performance evaluation of members of the Board of Directors, the General Director, and other managers

1. The Board of Directors is responsible for issuing a Performance Evaluation Regulation for all subjects including members of the Board of Directors, the Audit Committee, the General Director, and the Company's capital representatives at other enterprises.

2. Performance evaluation standards must harmonize the interests of enterprise managers and the Company's capital representatives at other enterprises, in line with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In which, non-financial indicators may be mentioned such as: interests of related parties, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on assigned functions and duties and established evaluation standards compared to achieved results, the Board of Directors organizes the performance evaluation of members of the Board of Directors and the Audit Committee.

4. Performance evaluation of other managers is carried out according to internal regulations or can be based on the self-evaluation of these managers.

Article 91. Rewards

1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for developing reward policies. Rewards are implemented based on performance evaluation results as prescribed in Article 90 of this Regulation.

2. Forms of rewards: In cash, in shares (issuing shares under an employee stock ownership plan in the company), or other forms developed by the Board of Directors or the Remuneration Subcommittee. Reward forms must be planned by the General Director and submitted to the Board of Directors for approval; in case it exceeds the authority, it will be submitted to the General Meeting of Shareholders (GMS) for approval.

3. The reward regime for members of the Board of Directors shall be decided by the General Meeting of Shareholders (GMS).

4. For enterprise managers: The reward fund source is extracted from the Company's reward and welfare fund and other legal sources. The reward level is based on actual annual business results; the General Director will propose it to

the Board of Directors for approval; in case it exceeds the authority, it will be submitted to the General Meeting of Shareholders (GMS) for approval.

Article 92. Discipline

1. The Board of Directors is responsible for developing forms of discipline based on the nature and severity of the violation. The highest form of discipline must be dismissal or removal from office.

2. Members of the Board of Directors, business executives, and the Company's capital representatives at other enterprises who fail to perform their duties with the required honesty, diligence, and prudence shall be personally liable for the damages they cause.

3. Members of the Board of Directors, business executives, and the Company's capital representatives at other enterprises who commit acts in violation of legal regulations or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In case of causing damage to the interests of the Company, shareholders, or other persons, they shall be liable for compensation in accordance with the law.

Chapter VII

AMENDMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 93. Supplementing and amending the Internal Regulations on Corporate Governance

1. Any supplementation or amendment to these Regulations must be considered and decided by the GMS of the Company.

2. In case there are legal provisions related to the Company's operations that are not mentioned in these Regulations, or in case there are new legal provisions that differ from the clauses in these Regulations, such legal provisions shall automatically apply and govern the Company's operations.

Chapter VIII

EFFECTIVE DATE

Article 94. Effective date

1. These Regulations consist of 08 Chapters and 94 Articles and were unanimously approved by the EGM of Dak Lak Rubber Joint Stock Company on September 24, 2026. These Regulations replace the First Amended and Supplemented Regulations unanimously approved by the GMS of Dak Lak Rubber Joint Stock Company on April 29, 2021.

2. These Regulations are the sole and official regulations of the Company.

3. Copies or extracts of the Regulations on Corporate Governance must bear the signature of the Chairman of the Board of Directors.



**ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN**



**ĐAK LAK RUBBER JOINT
STOCK COMPANY
(ĐAKRUÇO)**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

DRAFT

**REGULATIONS
ON THE OPERATION OF THE BOARD OF DIRECTORS
ĐAK LAK RUBBER JOINT STOCK COMPANY**

(Issued in conjunction with Resolution No. /NQ-ĐHĐCĐ, dated September 24, 2026)

Legal basis:

Pursuant to the Law on Enterprises No. 59/2020/QH14 of the Socialist Republic of Vietnam;

Pursuant to the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

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

Pursuant to the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, 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 Minister of Finance, guiding a number of articles on corporate governance applicable to public companies under the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the current Charter of Dak Lak Rubber Joint Stock Company;

Pursuant to the General Meeting of Shareholders Resolution No. 01/NQ-ĐHĐCĐ/2026 dated June 30, 2026;

The Board of Directors hereby issues the Operating Regulations of the Board of Directors of Dak Lak Rubber Joint Stock Company.

The Operating Regulations of the Board of Directors of Dak Lak Rubber Joint Stock Company consist of the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Operating Regulations of the Board of Directors stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members to ensure operation in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and relevant parties mentioned herein.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on the principle of collective decision-making. Members of the Board of Directors are personally responsible for their assigned tasks and are jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the Company's development.

2. The Board of Directors assigns the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed by the Law on Enterprises, the Company Charter, and the following obligations:

a) To perform their duties honestly and carefully in the best interests of the shareholders and the Company;

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

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

d) To report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of the charter capital, and the member of the Board of Directors and their related persons; transactions between the Company and a

company in which the member of the Board of Directors is a founding member or a manager within the last 03 years prior to the transaction;

e) To disclose information when trading the Company's shares in accordance with the law.

3. Independent members of the Board of Directors of the Company must prepare a report evaluating the activities of the Board of Directors.

Article 4. Right to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers of the Company to provide information and documents regarding the financial status and business operations of the Company and its units.

2. The requested Company managers must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The sequence and procedures for requesting and providing information are as follows:

- The member of the Board of Directors must submit the content of the request to the Company's Board of Directors;

- If deemed necessary, the Board of Directors will convene a meeting to seek opinions within 07 working days from the date of receiving the request from the member of the Board of Directors regarding the content requested for information provision;

- If the above content is approved by the Board of Directors, the requested manager will provide the information as requested within 07 days.

Article 5. Number, term, and structure of members of the Board of Directors

1. The number of members of the Board of Directors is 07 - 09 members.

2. The term of a member of the Board of Directors is no more than 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. Structure of members of the Board of Directors:

a) The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

b) The total number of independent members of the Board of Directors shall be at least 1/3 of the total number of members of the Board of Directors.

5. Independent members of the Board of Directors have full rights and obligations of members of the Board of Directors as prescribed by the Law on Enterprises, the Law on Securities, the Company Charter, and these Regulations.

6. Independent members of the Board of Directors are organized and coordinate their activities according to the following principles:

a) To perform assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legal interests of the Company;

b) To be loyal to the interests of the Company and shareholders; not to use information, know-how, business opportunities of the Company, status, position, or use the Company's assets for personal gain or to serve the interests of other organizations or individuals;

c) All activities of independent members of the Board of Directors must ensure compliance with the provisions of the law and the Company Charter.

Article 6. Standards and conditions for members of the Board of Directors

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

a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Having professional qualifications and experience in business administration or in the Company's field, industry, or business line, and not necessarily being a shareholder of the Company, unless otherwise provided by the Company Charter;

c) A member of the Board of Directors of the Company may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies;

d) A member of the Board of Directors must not be a family member of the General Director or other managers of the Company;

e) Other standards and conditions as per the Company Charter.

2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a) Not being a person currently working for the Company, its parent company, or its subsidiary; not being a person who has worked for the Company, its parent company, or its subsidiary for at least the 03 preceding consecutive years;

b) Not being a person currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are

entitled to receive as prescribed;

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older sibling, biological younger sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiary;

d) Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e) Not being a person who has served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the 05 preceding consecutive years, except in cases of being appointed for 02 consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article and shall naturally cease to be an independent member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

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

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

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

a) To establish the program and activity plan of the Board of Directors;

b) To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the approval of resolutions and decisions of the Board of Directors;

d) To supervise the organization and implementation of the resolutions and decisions of the Board of Directors;

e) To chair the General Meeting of Shareholders;

f) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is removed, the Board of Directors must elect a replacement within 10 days from the date of resignation (as stated in the letter) or removal.

158
GT
PH
CS
LI
HUG

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. In case there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, absconds from their place of residence, is restricted or loses their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

Article 8. Dismissal, removal, replacement, and addition 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) Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter which is accepted;
- c) Other cases as prescribed by the Company Charter.

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

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as prescribed by the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 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 members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified in Point a and Point b 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 at the nearest meeting.

Article 9. Method of election, dismissal, and removal of members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors is carried out as follows:

a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% or more may nominate a maximum of eight (08) candidates;

b) Based on the number of members of the Board of Directors, the shareholders or groups of shareholders specified in this Clause have the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. Voting to elect members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the

1/1/2024

candidates with the same number of votes or selected according to the criteria of the election regulations or the Company Charter.

4. The dismissal and removal of members of the Board of Directors shall be carried out by the General Meeting of Shareholders by voting (in favor, against, abstention). The voting ratio for approval by voting method shall be carried out in accordance with Clause 2, Article 21 of the Company Charter.

5. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by the cumulative voting method as above or by voting (in favor, against, abstention). The voting ratio for approval by voting method shall be carried out in accordance with Clause 2, Article 21 of the Company Charter.

Article 10. Notification of election, dismissal, and removal of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 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 have a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, 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 to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and the Company's related parties;
- f) Other information (if any) as prescribed by the Company Charter;
- g) The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and the candidate's interests related to the Company (if any).

2. Notification of the results of election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the rights and obligations as per Clause 2, Article 27 of the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the operating results of the Board of Directors in accordance with the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors approves resolutions and decisions by voting at meetings, seeking written opinions, or other forms as prescribed by the Company Charter. Each member of the Board of Directors has one vote.

5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and personally responsible for such resolution or decision and must compensate the Company for the damage; members who opposed the resolution or decision shall be exempted from responsibility. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel such resolution or decision.

Article 12. 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 of less than 35% or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded in the most recent financial statement, or a smaller ratio or value as prescribed by the Company Charter, between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors (if any), the General Director, other managers, and their related persons;
- Shareholders or authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors approves contracts and transactions for borrowing,

lending, and selling assets with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or their related persons.

3. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors (if any) about the related subjects regarding such contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

Article 13. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders

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

a) The Board of Directors deems it necessary for the interests of the Company;

b) The remaining number of members of the Board of Directors is less than the minimum number of members as prescribed by law;

c) Upon the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and collected with sufficient signatures of the relevant shareholders;

d) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors is less than the minimum number of members as prescribed in the Company Charter or upon receiving the request as prescribed in Point c, Clause 1 of this Article;

The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

3. The person convening the General Meeting of Shareholders must perform

the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders if the Company Charter does not provide for a shorter time limit. The Company must disclose information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 21 days before the final registration date;

b) Prepare the program and content of the General Meeting of Shareholders;

c) Prepare documents for the General Meeting of Shareholders;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and location for holding the General Meeting of Shareholders;

f) Notify and send invitations to the General Meeting of Shareholders to all shareholders eligible to attend;

g) Other tasks serving the General Meeting of Shareholders.

Article 14. Sub-committees assisting the Board of Directors and the Secretary of the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and must be at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should account for the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only effective when a majority of members attend and vote in favor at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must be consistent with current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

3. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided it is not contrary to current labor laws. The Company Secretary has the following rights and obligations:

a) To assist in organizing the convening of the General Meeting of

0001
CƠ
CÁI
ĐÀ
M

Shareholders and the Board of Directors; to record meeting minutes;

b) To assist members of the Board of Directors in performing their assigned rights and obligations;

c) To assist the Board of Directors in applying and implementing corporate governance principles;

d) To assist the Company in building shareholder relations and protecting the legal rights and interests of shareholders; in complying with obligations to provide information, disclose information, and administrative procedures;

e) Other rights and obligations as prescribed by the Company Charter and the Internal Corporate Governance Regulations.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number or percentage of votes, the members shall elect one person among them to convene the Board of Directors meeting by majority principle.

2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings or seek written opinions.

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 Audit Committee or an independent member of the Board of Directors;

b) Upon the request of the General Director or at least 05 other managers;

c) Upon the request of at least 02 members of the Board of Directors;

d) Other cases as prescribed by the Company Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under 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 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors must be responsible for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send an invitation at least 05 working days before the meeting date, unless the Company Charter provides otherwise. The invitation must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The invitation must be accompanied by documents used at the meeting and the member's voting ballot.

The invitation to the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches 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 invitation and accompanying documents to the members of the Audit Committee as they do for members of the Board of Directors.

Members of the Audit Committee have the right to attend meetings of the Board of Directors.

8. A meeting of the Board of Directors is conducted when 3/4 or more of the total number of members attend. In case the meeting convened according to this Clause does not have enough members as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means as prescribed in the Company Charter.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Voting

a) Except as provided in Point b, Clause 11 of this Article, each member of the Board of Directors or an authorized person in accordance with Clause 8 of this Article who is personally present at the Board of Directors meeting has one (01) vote;

b) A member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member or their related persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum ratio of members present to hold a Board of Directors meeting regarding decisions for which that member does not have the right to vote;

c) According to the provisions of Point d, Clause 11 of this Article, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chair is final, unless the nature or scope of the relevant member's interest has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract as specified in Point a and Point b, Clause 6, Article 42 of the Company Charter is considered to have a significant interest in that contract;

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein, is responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member knows that they have an interest or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

15. The Board of Directors has the right to seek the opinions of members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving issues falling under the authority of the Board of Directors as per Clause 2, Article 27 of the Company Charter.

A resolution in the form of seeking written opinions is passed based on the approval of a majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

Article 16. Minutes of Board of Directors meetings

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, filmed, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Time and location of the meeting;
- c) Purpose, program, and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending and the method of attendance; full name of members not attending and the reason;
- e) Issues discussed and voted on at the meeting;
- f) Summary of opinions of each member attending the meeting in the order of the meeting's proceedings;
- g) Voting results, clearly stating members who voted in favor, against, and abstained;
- h) Issues passed and the corresponding voting ratio;
- i) Full name and signature of the chair and the minute taker, except in cases specified in Clause 2 of this Article.

2. In case the chair or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article, then these minutes are effective.

3. The chair, the minute taker, and those signing the minutes must be responsible for the honesty and accuracy of the content of the Board of Directors meeting minutes.

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

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese version and the foreign language version, the content of the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. 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 production, business, and investment results of the previous year and the production, business, and investment orientation for the planned year by the General Director;

- b) Report of the Board of Directors on the corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;



c) Audited annual financial statements;

2. The reports specified in Clause 1 of this Article and the audit report must be kept at the Company's headquarters at least 10 days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter provides for a longer period. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to personally, or together with a lawyer, accountant, or auditor holding a practicing certificate, directly examine the reports specified in this Article.

Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and 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 on sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 19. Disclosure of related interests

In case the Company's Charter does not have stricter provisions, the disclosure of interests and related persons of the Company shall be carried out in

Regulation on the Operation of the Board of Directors of Dakruco -Page 16-

accordance with the following regulations:

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

a) Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship among members of the Board of Directors

1. The relationship among members of the Board of Directors is a cooperative one; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are still differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting, or solicit opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and this Regulation.

3. In case of reallocation of duties among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 21. Relationship with the Board of Management

In its governance role, the Board of Directors issues resolutions for the

General Director and the executive apparatus to organize implementation. At the same time, the Board of Directors inspects and supervises the implementation of these resolutions.

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a cooperative one. The working relationship between the Board of Directors and the Audit Committee follows the principle of independence while coordinating closely and supporting each other during the performance of duties. The Audit Committee is responsible for developing the Regulation on the Operation of the Audit Committee and submitting it to the Board of Directors for issuance to serve as the basis for operation.

2. Upon receiving inspection minutes, recommendations, or summary reports from the Audit Committee, the Board of Directors is responsible for studying them and directing the General Director to develop a plan and organize implementation and timely rectification.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

The Regulation on the Operation of the Board of Directors of Dak Lak Rubber Joint Stock Company consists of 7 Chapters and 23 Articles and takes effect from September 24, 2026, and replaces the Regulation issued on April 29, 2021.

When there is a change in the law related to the content of this Regulation, or arising from the actual situation of the Company, the Board of Directors shall submit to the General Meeting of Shareholders for approval of the changes, and only then shall the amended and supplemented Regulation be issued./.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**



**ĐẮK LẮK RUBBER JOINT
STOCK COMPANY
(ĐẮK LẮK RUBBER JOINT STOCK COMPANY)**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

(DRAFT)

REGULATIONS ON THE OPERATION OF THE AUDIT COMMITTEE

(Adopted by the General Meeting of Shareholders of Dak Lak Rubber Joint Stock Company attached to Resolution No. 02/NQ-ĐHĐCĐ dated September 24, 2026, and promulgated attached to Resolution No. .../NQ-HĐQT dated September 24, 2026 of the Board of Directors)

Legal Bases for the Regulations

1. Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending and supplementing documents;
2. Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending and supplementing documents;
3. 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, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government;
4. Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
5. Pursuant to the Charter of Organization and Operation of Dak Lak Rubber Joint Stock Company;
6. Pursuant to the Internal Regulations on Corporate Governance of Dak Lak Rubber Joint Stock Company;
7. Pursuant to Resolution No. .../NQ-ĐHĐCĐ dated September 24, 2026 of the General Meeting of Shareholders of Dak Lak Rubber Joint Stock Company.

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and applicable entities

1. These Regulations prescribe the position, functions, organizational structure, operational principles, duties, powers, working mechanisms, working relationships, and operational resources of the Audit Committee of Dak Lak Rubber Joint Stock Company.
2. Applicable entities include:

- a) The Audit Committee and its members;
- b) The Board of Directors, General Director, Executive Officers, and Corporate Managers;
- c) The Internal Audit Department;
- d) Departments, divisions, branches, and dependent units of the Company;
- e) Capital representatives of the Company in other enterprises;
- f) Subsidiaries and enterprises with capital contribution from the Company, within the scope of the Company's rights as owner, contributing member, or shareholder;
- g) Other relevant organizations and individuals.

Article 2. Interpretation of terms

1. Terms used in these Regulations that have been defined in the Charter of the Company shall be understood consistently with the Charter of the Company. A number of frequently used terms in these Regulations are defined as follows:

a) **Executive Officer** means the General Director, Deputy General Director, Chief Accountant, and other executive officers appointed by the Board of Directors;

b) **Corporate Manager** means a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors;

c) **Related Person** means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

d) **Company** refers to Dak Lak Rubber Joint Stock Company;

e) **Dependent Unit** means branches (farms, factories, centers, etc.) keeping accounting books of internal entry, performing all or part of the Company's business operations as assigned or authorized by the Company;

f) **Subsidiary** means an independently accounting company in which the Company holds 100% of the charter capital or holds controlling shares/contributed capital;

g) **Associate** means a company in which the Company holds non-controlling shares or contributed capital;

h) **Controlling shares / Controlling contributed capital of the Company** means the Company's shares or contributed capital accounting for over 50% of the charter capital of such enterprise, or another ratio as prescribed by law or the Charter of such enterprise;

i) **Control / Controlling right** means the Company's rights over another enterprise, including at least one of the following rights: rights of the sole owner of the enterprise; rights of a shareholder or contributing member holding

controlling shares or contributed capital of the enterprise; rights to directly or indirectly appoint a majority or all members of the Board of Directors, Board of Members, or General Director (Director) of the enterprise; rights to directly or indirectly decide to approve, amend, or supplement the Charter of the enterprise; rights to directly or indirectly decide the strategies and business plans of the enterprise; and other control cases as agreed between the Company and the controlled enterprise and specified in the controlled enterprise's Charter;

j) **Capital Representative of the Company** means an individual authorized in writing by the Board of Directors of the Company to exercise the Company's rights and responsibilities with respect to the capital invested by the Company in another enterprise.

2. In these Regulations, abbreviations are understood as follows:

a) **GMS**: General Meeting of Shareholders of the Company.

b) **BOD**: Board of Directors of the Company.

c) **AC**: The Audit Committee under the BOD.

d) **IA**: Internal Audit.

e) **IAD**: Internal Audit Department of the Company.

3. Other terms not defined in these Regulations shall be interpreted in accordance with the Charter of the Company and relevant legal provisions.

Article 3. Position and functions of the Audit Committee

1. The AC is a specialized committee under the BOD, reporting directly to and accountable to the BOD for the performance of its assigned functions, duties, and powers.

2. The AC performs advisory and support functions to assist the BOD in overseeing:

a) The integrity of financial statements and official financial information disclosures;

b) The internal control system and risk management system; business operations and internal management processes of the Company; and the system of the Company's Charter, regulations, and rules;

c) Internal audit activities;

d) Independent audit activities;

e) Transactions with related persons;

f) Compliance with laws, the Charter, and internal regulations of the Company;

g) The management, preservation, and development of capital invested by the Company in subsidiaries, associates, and other enterprises within the scope of the Company's rights, interests, and responsibilities as owner, shareholder, or contributing member; and the exercise of rights and duties of the Capital

Representatives of the Company in accordance with the Charter of the Company and relevant internal rules;

h) Other matters as prescribed by law, the Charter of the Company, and assignments by the BOD.

Chapter II

ORGANIZATION AND OPERATIONAL PRINCIPLES

Article 4. Operational principles

1. The AC operates independently and objectively; reports directly to the BOD; and shall not be unlawfully interfered with during the performance of its duties. The AC shall prepare annual, quarterly, and monthly activity plans and notify the entities specified in Clause 2, Article 1 of these Regulations for coordination.

2. Members of the AC shall perform their duties honestly, prudently, and objectively, for the legitimate interests of the Company and its shareholders.

3. Members of the AC must maintain confidentiality regarding information and documents accessed during the performance of their duties, except when required to provide them under legal provisions or at the request of competent authorities.

4. The AC performs the functions of oversight, review, evaluation, and recommendation; it does not perform executive management functions over the business operations of the Company or other enterprises.

5. The AC shall not unlawfully interfere with the independence, objectivity, and professional judgment of the IAD, internal auditors, or the independent audit firm.

6. Members of the AC must proactively identify and report actual or potential conflicts of interest. An AC member shall not participate in reviewing, directing inspections, discussing, evaluating, concluding, or voting on matters directly related to units, areas, or activities under their direct management, responsibility, or where they have related interests.

Article 5. Composition, qualifications, and conditions for AC members

1. The AC shall consist of 02 to 03 members. The specific number shall be determined by the BOD in compliance with the Company's Charter.

2. The Chairman of the AC must be an independent member of the BOD.

3. Other members of the AC must be non-executive BOD members as prescribed by law and the Company's Charter; the performance of their duties must ensure independence, objectivity, and compliance with the principles of conflict of interest prevention set out in Clause 6, Article 4 of these Regulations.

4. AC members must possess competence, knowledge, and experience suitable for their assigned tasks; and necessary understanding of accounting, auditing, law, and the Company's operations. The structure of the AC members

shall ensure complementary expertise and experience in finance, accounting, auditing, law, corporate governance, agricultural production, and the main operating sectors of the Company, while satisfying the criteria and conditions required by law and the Company's Charter.

5. AC members must not fall into any of the following categories:

- a) Working in the accounting department of the Company;
- b) Being a partner or employee of an audit firm approved to audit the financial statements of the Company within the preceding 03 consecutive years;
- c) Falling under other circumstances failing to meet the criteria and conditions prescribed by law and the Company's Charter.

6. The Chairman of the AC must hold a university degree or higher in specialized fields as prescribed by law and meet professional standards according to the Company's Charter.

7. The appointment and dismissal of the Chairman and members of the AC shall be decided by the BOD in accordance with the law and the Company's Charter.

8. In cases where an AC member concurrently holds management positions or duties at a unit subject to inspection/oversight, or has related interests in matters under AC consideration, such member must report and refrain from participating in reviewing, directing inspections, discussing, and voting in accordance with the conflict of interest prevention principles under Article 4 of these Regulations.

Article 6. Functions of the Chairman and members of the AC

1. Chairman of the AC:

- a) Organize and coordinate overall AC operations;
- b) Formulate work programs and plans of the AC;
- c) Convene and chair meetings;
- d) Assign tasks to members;
- e) Sign reports, recommendations, notices, and conclusions within the AC's authority on behalf of the AC;
- f) Report to the BOD on AC activities;
- g) Perform other duties under the Charter, these Regulations, and assignments by the BOD.

2. Members of the AC:

- a) Perform assigned tasks as delegated by the AC Chairman;
- b) Proactively research, review, and express independent opinions on matters within their responsibilities;
- c) Attend all meetings, vote, and take responsibility for their expressed opinions;

d) Have access to necessary information, files, and documents to perform their duties;

e) Report to the AC Chairman on any arising conflicts of interest;

f) Exercise other rights and obligations as prescribed.

Chapter III

DUTIES AND POWERS

Article 7. Rights and obligations of the AC

1. Oversee the integrity of financial statements and official disclosures related to the financial performance of the Company.

2. Review the internal control system and risk management system.

3. Review related-party transactions subject to approval by the BOD or the GMS; make recommendations regarding transactions requiring approval.

4. Oversee internal audit activities.

5. Recommend independent audit firms, remuneration levels, and related terms in audit contracts for BOD review prior to submission to the GMS as prescribed.

6. Monitor and evaluate the independence, objectivity, and effectiveness of the independent audit firm and audit process.

7. Oversee compliance with laws, the Charter, GMS resolutions, BOD resolutions, and internal regulations of the Company.

8. Access records, documents, and data relating to Company operations; engage in discussions with BOD members, the General Director, Chief Accountant, Executive Officers, Managers, and relevant individuals.

9. Access branches, dependent units, work locations, and production/business operational sites of the Company to carry out duties.

10. Request organizations and individuals within the Company to report, provide information/documents, and explain matters within the AC's functional scope.

11. Request representatives of the independent audit firm to attend and clarify matters related to audited financial statements.

12. Engage internal experts, specialized staff of the Company, or external legal, accounting, auditing, or independent advisory services when necessary to perform duties, within the approved budget and Company rules; if exceeding authority or approved budget, report to the BOD for consideration and approval.

13. Report in writing to the BOD upon discovering that a BOD member, General Director, Executive Officer, or Manager fails to fully fulfill their responsibilities as required.

14. Attend BOD meetings in accordance with the Company's Charter.

15. Exercise other rights and obligations under the law, the Charter, and assignments by the BOD.

Article 8. Oversight of internal audit activities

1. The AC oversees the operations of the IAD in accordance with the law, the Charter, and Internal Audit Regulations.

2. The AC is responsible for:

a) Drafting and submitting the Internal Audit Regulations, internal audit procedures, and annual internal audit plans to the BOD;

b) Reviewing the development of internal audit plans based on risk assessments and corporate governance status;

c) Monitoring the execution of approved internal audit plans;

d) Reviewing internal audit reports, findings, and recommendations;

e) Tracking the implementation of post-audit recommendations;

f) Monitoring and evaluating the independence, objectivity, and operational conditions of internal audit;

g) Reporting material risks, deficiencies, and non-compliance or delayed execution of audit recommendations to the BOD;

h) Recommending ad-hoc internal audits to the BOD upon detecting signs of material risk or when deemed necessary.

3. The organization and operation of internal audit shall comply with legal provisions, the Company's Charter, Internal Audit Regulations, and related regulations.

Article 9. Oversight of the Company's invested capital in other enterprises

1. Within its assigned functions and duties, the AC oversees and reviews the management, preservation, and growth of capital invested by the Company in subsidiaries, associates, and other enterprises; and monitors the exercise of rights and responsibilities of the Capital Representatives.

2. For enterprises invested in, owned, or controlled by a subsidiary, the AC conducts oversight at the parent company level regarding:

a) The subsidiary's management, preservation, and growth of capital invested in such enterprise;

b) The exercise of rights by the subsidiary as owner, shareholder, or contributing member;

c) Risks, transactions, financial obligations, and material issues that may impact the subsidiary and the rights/interests of the Company;

d) Compliance with reporting regimes, financial statement consolidation, and relevant governance obligations.

3. The AC may request Capital Representatives, subsidiaries, and managed organizations/individuals to provide reports, records, documents, and explanations necessary to fulfill oversight functions under these Regulations.

4. For enterprises in which the Company does not hold direct capital ownership, the AC does not directly exercise owner, shareholder, or member rights at such enterprise. Requirements and recommendations of the AC shall be implemented through the BOD and corporate governance mechanisms/rights of the Company over the subsidiary.

5. Upon detecting risks, deficiencies, or issues requiring handling, the AC shall report and recommend to the BOD for consideration and decision within its authority.

Article 10. Internal audit regarding subsidiaries and enterprises with Company investment capital

1. The scope of internal audit is determined based on ownership percentage, control rights, governance structure, operating locations, and applicable legal regulations for each enterprise.

2. For subsidiaries 100% owned by the Company, the IAD may directly conduct internal audits according to the annual internal audit plan approved by the BOD or by decision of competent authorities, in compliance with the subsidiary's Charter, Internal Audit Regulations, and governance mechanisms.

3. For subsidiaries in which the Company holds controlling shares/contributed capital but less than 100% of charter capital, the Company's IAD shall directly conduct or coordinate with relevant departments of the subsidiary to perform internal audits under the annual internal audit plan approved by the Company's BOD or pursuant to BOD decisions. Such audit execution must be within the scope of the Company's rights and consistent with the subsidiary's Charter, governance mechanisms, Regulations on Capital Representatives, and applicable laws.

4. For enterprises in which a subsidiary holds 100% of charter capital or controlling rights, the AC may recommend the BOD to include the management of such investments in the internal audit scope. Direct audits by the IAD at such enterprises must be conducted through the rights and governance mechanisms of the directly investing subsidiary, while complying with the audited enterprise's Charter and applicable laws.

5. For enterprises specified in Clause 4 of this Article established and operating overseas, internal audits must also comply with the laws of the host country, the enterprise's Charter and governance regulations, and relevant Vietnamese laws governing overseas investment.

6. For associates and other enterprises where the Company lacks controlling rights, oversight activities shall be conducted through the Company's rights as a shareholder, contributing member, and through the Capital Representatives. The IAD shall only directly conduct or participate in audits when

there is an appropriate legal basis and mechanism. Upon detecting risk issues, it must report to the BOD to direct Capital Representatives to deploy authorized measures to mitigate risks.

7. Internal audit results at subsidiaries and entities invested/owned/controlled by subsidiaries shall be compiled and reported to the AC and BOD in accordance with the Internal Audit Regulations and corresponding governance mechanisms.

8. The BOD shall specify coordination mechanisms for internal audit across the Parent - Subsidiary system and invested enterprises within the Internal Audit Regulations, Regulations on Capital Representatives, and related corporate governance rules, ensuring alignment with ownership levels, control rights, individual company Charters, and host country laws.

Chapter IV

WORKING AND REPORTING MECHANISMS

Article 11. Meetings, voting, and minutes

1. The AC shall meet at least once every 03 months and hold a joint meeting with the BOD at least once every 06 months.

2. Extraordinary meetings may be convened when deemed necessary by the AC Chairman or upon appropriate request by the BOD.

3. Decisions of the AC shall be adopted by voting at meetings, written consultations, or other formats decided by the AC Chairman in alignment with the Company Charter.

4. Each AC member has one vote.

5. Decisions are passed if approved by a majority of attending members.

6. In the event of a tie, the matter shall be submitted to the BOD for consideration and decision.

7. Members with a conflict of interest regarding a matter shall not participate in discussions or voting on that matter.

8. Minutes of meetings and written opinion collection must be detailed, clear, and fully archived.

Article 12. Reporting regime

1. The AC shall report periodically to the BOD on its activities, and submit ad-hoc reports when:

- a) Requested by the BOD;
- b) Discovering material risks, violations, or issues requiring resolution;
- c) Matters exceed the authority of the AC.

2. The AC activity report submitted to the Annual General Meeting of Shareholders shall comply with law, the Charter, and Corporate Governance Regulations.

3. Key contents of the activity report include:
- a) Organizational structure and operational status of the AC;
 - b) Meetings, conclusions, and recommendations;
 - c) Results of financial statement oversight;
 - d) Results of reviewing internal control and risk management systems; operational/business processes and internal management rules; system of the Company's Charter, regulations, and rules;
 - e) Related-party transactions;
 - f) Internal audit and independent audit activities;
 - g) Compliance with legal provisions and internal rules;
 - h) Material issues, recommendations, and execution status of recommendations;
 - i) Other required contents;
 - j) Proposals and recommendations (if any).

Chapter V

WORKING RELATIONSHIPS

Article 13. Relationship with the Board of Directors

- 1. The AC reports directly to and is accountable to the BOD.
- 2. The AC shall respond within 05 working days from receiving requests from the BOD regarding AC tasks and activities.
- 3. The AC may recommend convening meetings with the BOD to address matters within its functional scope. The BOD shall decide on the agenda, timing, and method of such meetings.
- 4. The BOD considers AC reports and recommendations, and decides on matters within its authority.

Article 14. Relationship with the General Director and Executive Officers

- 1. The AC may organize meetings with the General Director and Executive Officers to receive reports, explanations, or exchange views on matters within the AC's functional scope.
- 2. The AC shall notify the BOD 05 days in advance regarding scheduled meetings with the General Director and Executive Officers in accordance with the Company Charter.
- 3. The General Director shall direct and urge Executive Officers, departments, units, and managed personnel to coordinate, provide information, and respond to AC requests.
- 4. The General Director shall direct and urge the remediation and enhancement of issues concluded or recommended by the AC within executive

management responsibility.

5. In case of disagreements or conflicts between the AC and the General Director or Executive Officers, the matter shall be reported to the BOD for review and resolution.

Article 15. Relationship with the Internal Audit Department

1. The IAD performs internal audit functions, ensuring professional independence and objectivity in accordance with law, the Company Charter, Internal Audit Regulations, and the BOD-approved internal audit plan.

2. The AC oversees internal audit operations, reviews audit findings, and reports/recommends matters within its authority to the BOD. The AC does not replace the IAD in performing audit procedures and shall not unlawfully interfere with the independence, objectivity, or professional judgment of internal auditors.

3. The IAD is responsible for reporting to the AC on:

- a) Status of internal audit plan implementation;
- b) Results of internal audit engagements;
- c) Identified material risks, deficiencies, and errors;
- d) Status of post-audit recommendation implementation;
- e) Issues affecting or threatening the independence and objectivity of internal audit;
- f) Other matters required under Internal Audit Regulations or requested by the BOD/AC within assigned duties.

4. Professional relationship, reporting lines, information access rights, audit scope, and duties of the IAD are specifically governed by the Internal Audit Regulations.

Article 16. Relationship with subsidiaries and invested enterprises

- Implemented in accordance with Article 10, Chapter III of these Regulations;
- During implementation, relevant units are responsible for coordinating and providing information/documents as requested by the AC or IAD.

Chapter VI

OPERATIONAL CONDITIONS AND IMPLEMENTATION PROVISIONS

Article 17. Budget and operational conditions

1. The annual operational budget of the AC is allocated by the BOD within the BOD operating budget approved by the GMS.

2. Remuneration, allowances, bonuses, and other benefits for AC members shall be executed pursuant to GMS Resolutions, the Charter, and Company rules.

3. Operating expenses and remuneration of the AC shall be reported to the

BOD and GMS as required.

4. The Company shall ensure necessary conditions regarding records, information, support personnel, logistics, and other reasonable resources for AC operations.

Article 18. Confidentiality and record archiving

1. AC members and supporting personnel/organizations must keep all accessed information and documents strictly confidential during the performance of their duties.

2. Files, minutes, reports, and documents of the AC must be fully managed and archived in accordance with law and Company rules.

3. The provision and disclosure of information related to AC activities shall comply with the law, Charter, and Information Disclosure Regulations of the Company.

Article 19. Implementation and effectiveness

1. These Regulations were approved by the General Meeting of Shareholders of Dak Lak Rubber Joint Stock Company pursuant to Point k, Clause 1, Article 15 of the Company Charter.

2. The BOD shall promulgate these Regulations based on the contents approved by the GMS and organize implementation.

3. The AC, BOD, General Director, Managers, Executive Officers, IAD, Capital Representatives, Dependent Units, and relevant organizations/individuals are responsible for executing these Regulations within their functions and authority.

4. During implementation, the AC is responsible for reviewing, synthesizing, and proposing necessary amendments and supplements to these Regulations, reporting to the BOD for submission to the GMS for approval. Any amendments, supplements, and re-promulgation following GMS approval shall follow the Company Charter.

5. If any provision in these Regulations conflicts with mandatory legal provisions or the amended Charter of the Company post-effective date, the legal provisions or Company Charter shall prevail; the BOD is responsible for organizing a review and submitting amendments to the GMS accordingly.

6. These Regulations shall take effect from September 24, 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**

Le Danh Thang