

**TẬP ĐOÀN DỆT MAY
VIỆT NAM**
**VIETNAM NATIONAL
TEXTILE & GARMENT GROUP**

Số: 197 /TDDMVN-THPC
No.: 197 /TDDMVN-THPC

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hà Nội, ngày 24 tháng 4 năm 2026
Hanoi, April 24th, 2026

CÔNG BỐ THÔNG TIN/ INFORMATION DISCLOSURE

Kính gửi/To:

- Ủy ban Chứng khoán Nhà nước/*State Securities Commission of Vietnam*;
- Sở Giao dịch Chứng khoán Hà Nội/*Hanoi Stock Exchange*.

Tên doanh nghiệp: **TẬP ĐOÀN DỆT MAY VIỆT NAM**

Name of organization: VIETNAM TEXTILE AND GARMENT GROUP

Mã chứng khoán/*Stock code: VGT*

Trụ sở chính: 25 Bà Triệu, Phường Cửa Nam, TP. Hà Nội

Head office address: 25 Ba Trieu, Cua Nam Ward, Hanoi

Trụ sở giao dịch: 41A Lý Thái Tổ, phường Hoàn Kiếm, TP. Hà Nội

Transaction office address: 41A Ly Thai To, Hoan Kiem Ward, Hanoi

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Loại thông tin công bố/*Type of information disclosed: Định kỳ/ Periodic*

Nội dung thông tin công bố/*Contents of information disclosure:*

Tài liệu họp Đại hội đồng cổ đông thường niên năm 2026 của Tập đoàn Dệt May Việt Nam.

Documents for the 2026 Annual General Meeting of Shareholders of Vietnam National Textile and Garment Group.

Thông tin này được công bố trên trang thông tin điện tử của Tập đoàn Dệt May Việt Nam theo đường link: www.vinatex.com.vn mục Quan hệ cổ đông vào ngày 24/04/2026.

This information is disclosed on the website of Vietnam National Textile and Garment Group at the link: www.vinatex.com.vn, Shareholder Relations section on April 24th, 2026.

Tập đoàn Dệt May Việt Nam cam kết thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung thông tin đã công bố.

Vietnam National Textile and Garment Group hereby certifies that the above information is true and is fully responsible before the laws with regards to the information disclosed.

Nơi nhận/Recipient:

- Như trên/As above;
- Lưu: VT, THPC/Save at the Office and Legal & General Department.

TỔNG GIÁM ĐỐC/PRESIDENT & CEO



Cao Hữu Hiền

Hanoi, April 24, 2026

NOTICE
**INVITATION TO THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

To: Esteemed Shareholders of Vietnam National Textile and Garment Group

Vietnam National Textile and Garment Group (Vinatex) hereby respectfully announces the organization of the 2026 Annual General Meeting of Shareholders (“GMS”) as follows:

Enterprise name : **VIETNAM NATIONAL TEXTILE AND GARMENT GROUP**

Stock code: **VGT**

Enterprise Registration No.: 0100100008

Head Office: 25 Ba Trieu Street, Cua Nam Ward, Hanoi

Transaction Office: 41A Ly Thai To Street, Hoan Kiem Ward, Hanoi

1. Time: **08:00 – 11:30, Wednesday, May 20, 2026**

(Reception and shareholder eligibility verification from 08:00 to 08:30)

2. Venue: **Almaz Convention Center, Vinhomes Riverside Urban Area, Phuc Loi Ward, Hanoi**

In case of any changes to the time and venue, Vinatex will notify Shareholders via its website: <http://www.vinatex.com.vn>, under the Investor Relations section..

3. Meeting Agenda:

- Approval of the 2025 business performance report, the report on activities of the Board of Directors, and the report of the Board of Supervisors; and the business plan for 2026;
- Approval of proposals within the authority of the General Meeting of Shareholders;
- Approval of the Minutes and Resolution of the General Meeting of Shareholders.

4. Documents for the GMS will be published on Vinatex’s website. Shareholders may access them at: <http://www.vinatex.com.vn>, under the Investor Relations section.

5. To ensure proper organization of the GMS, Shareholders are kindly requested to register their attendance. Registration period **from April 24, 2026 to 17:00 on May 19, 2026**. Shareholders may register via telephone, fax, or email at:

Vietnam National Textile and Garment Group (Vinatex)

7th Floor, Leadvisors Place Building


41A Ly Thai To Street, Hoan Kiem Ward, Hanoi

Tel: (024) 3825 7700 Fax: (024) 3826 2269 Email: qhcd@vinatex.com.vn

6. In case a shareholder authorizes another person to attend the Meeting, the required documents include: Original Power of Attorney, Copy of ID Card/Citizen ID/Passport or

other legal documents of the shareholder, Presentation of ID Card/Citizen ID/Passport of the authorized person. The Power of Attorney template can be downloaded from the website: <http://www.vinatex.com.vn>, under the Investor Relations section.

7. This Notice shall serve as the Meeting Invitation in case Shareholders have not received the official invitation letter. When attending the Meeting, Shareholders are requested to present their original ID Card/Citizen ID/Passport and the invitation letter (if any). In case of authorization, the authorized person must submit all required authorization documents as stated in Section (6).

Respectfully submitted./ 

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



Le Tien Truong



AGENDA
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

Time: From 08:00 to 11:30, May 20, 2026

Venue: Almaz Convention Center, Vinhomes Riverside Urban Area, Phuc Loi Ward, Hanoi.

No.	Contents
1	Opening of the Meeting; announcement of reasons; introduction of delegates
2	Report on results of verification of shareholder eligibility
3	Approval of the Regulation on organization of the Meeting
4	Introduction of the Chairman of the Meeting; appointment of the Secretariat; election of the Vote Counting Committee
5	Approval of the Meeting agenda
6	Presentation of reports and proposals: <i>Report on business performance in 2025 and business plan for 2026</i> <i>Report on activities of the Board of Directors</i> <i>Report of the Board of Supervisor</i> <i>Proposal on approval of the audited financial statements for 2025 (separate and consolidated) and the business plan for 2026</i> <i>Proposal on profit distribution for 2025</i> <i>Proposal on remuneration and compensation for the Board of Directors and the Board of Supervisor in 2025 and plan for 2026</i> <i>Proposal on amendments and supplements to the Charter on organization and operation</i> <i>Proposal on amendments and supplements to the Internal Regulations on Corporate Governance of Vinatex</i> <i>Proposal on amendments and supplements to the Regulation on operation of the Board of Directors</i> <i>Proposal on selection of the independent auditor for the 2026 financial statements</i> <i>Other matters falling within the authority of the General Meeting of Shareholders (if any)</i>
8	Discussion and Q&A session
9	Voting to approve the contents of the Meeting
10	Approval of the Minutes and Resolution of the Meeting; Closing of the Meeting



**VIETNAM NATIONAL
TEXTILE & GARMENT GROUP**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, May 20, 2026

REGULATION ON ORGANIZATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

CHAPTER I GENERAL PROVISIONS

Article 1. Scope of application and applicable subjects

- 1.1 This Regulation governs the organization of the Annual General Meeting of Shareholders 2026 (hereinafter referred to as the “Meeting” or the “GMS”) of Vietnam National Textile and Garment Group (hereinafter referred to as the “Group”).
- 1.2 This Regulation provides detailed provisions on the rights and obligations of shareholders, authorized representatives attending the Meeting, and other participants, as well as the conditions and procedures for conducting the Meeting.
- 1.3 Shareholders, authorized representatives and all participants attending the Meeting shall be responsible for complying with this Regulation.

CHAPTER II RIGHTS AND OBLIGATIONS OF PARTICIPANTS AT THE MEETING

Article 2. Rights and obligations of shareholders or authorized representatives

2.1 Eligibility to attend the Meeting

Shareholders or authorized representatives (with written authorization) of one or more shareholders whose names are included in the list of shareholders of the Group as of the record date for determining shareholders eligible to attend the Meeting.

2.2 Rights of shareholders attending the Meeting

- a. To attend the Meeting in person or authorize in writing another person to attend on their behalf. The power of attorney must comply with civil law regulations and clearly specify the name of the authorized individual/organization and the number of shares authorized.
- b. To speak, discuss and vote on all matters within the authority of the Meeting in accordance with the Law on Enterprises, relevant legal regulations and the Charter of the Group;
- c. To be informed by the Organizing Committee of the Meeting agenda, contents and accompanying documents;



- d. Each shareholder or authorized representative attending the Meeting shall receive a voting card indicating the number of voting shares owned and/or represented;
- e. Shareholders or authorized representatives arriving late may register and participate in voting on matters not yet voted upon. However, the Chairman is not required to suspend the Meeting, and the validity of prior voting results shall remain unaffected.

2.3. Obligations of shareholders attending the Meeting

- a. Shareholders or authorized representatives must complete registration procedures with the Shareholder Eligibility Verification Committee and present the following documents:
 - Invitation letter (if any);
 - ID card/Citizen ID/Passport or other legal identification documents;
 - Authorization documents (in case of proxy attendance), including: original power of attorney and copies of ID/Passport or equivalent documents of the shareholder;
- b. To maintain order and not cause disruption or disorder at the Meeting;
- c. To speak and vote in accordance with the instructions of the Organizing Committee and respect the direction of the Chairman;
- d. Audio or video recording must be publicly notified and approved by the Chairman. Participants shall comply with security checks and other lawful and reasonable security measures;
- e. To bear all expenses related to attending the Meeting (travel, accommodation, meals, etc.);
- f. To strictly comply with this Regulation and respect the results of the Meeting.

Article 3. Rights and Obligations of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee shall comprise one (01) Head and members who shall perform the following duties:

- a. To verify the eligibility of shareholders or authorized representatives attending the Meeting by requiring attendees to present the documents as prescribed in Clause 2.3, Article 2 of this Regulation;
- b. To distribute voting cards and meeting materials to shareholders or their authorized representatives attending the Meeting;
- c. The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the results of the verification of attending

shareholders and shall declare the opening of the Meeting upon satisfaction of the conditions set out in Article 6 of this Regulation.

Article 4: Rights and Obligations of the Chairman of the Meeting and the Secretariat

4.1 Rights and Obligations of the Chairman of the Meeting

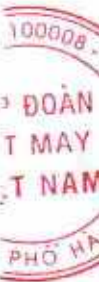
- a. The Chairman of the Board of Directors shall act as the Chairman of the Meeting or may authorize another member of the Board of Directors to act as the Chairman of the Meeting;
- b. Decisions of the Chairman regarding procedures, order of the Meeting, or matters arising outside the agenda of the General Meeting of Shareholders shall be final and binding;
- c. The Chairman shall have the right to take necessary and reasonable measures to conduct the Meeting in an orderly manner, in accordance with the approved agenda and reflecting the will of the majority of attendees;
- d. The Chairman may refuse to respond to or may only acknowledge comments from shareholders where such comments or proposals fall outside the scope of matters submitted to the Meeting for approval;
- e. Without requiring approval from the General Meeting of Shareholders, the Chairman may, at any time, adjourn the Meeting to another time (in compliance with the Law on Enterprises and the Charter of the Group) and at another venue as determined by the Chairman if it is deemed that:
 - The meeting venue does not have adequate seating capacity for all attendees;
 - The facilities at the venue do not ensure that attending shareholders can participate, discuss and vote;
 - There are acts of obstruction or disorder by attendees that may jeopardize the fairness and legality of the Meeting;

The maximum adjournment period shall not exceed three (03) working days from the originally scheduled opening date.

4.2 Rights and Obligations of the Secretariat

- a. The Secretariat of the Meeting shall be appointed by the Chairman;
- b. The Secretariat shall be responsible for preparing the Minutes and the Resolution of the General Meeting of Shareholders and performing assisting duties as assigned by the Chairman.

Article 5. Rights and Obligations of the Vote Counting Committee



- a. The Vote Counting Committee shall comprise one (01) Head and members nominated by the Chairman and approved by the General Meeting of Shareholders to perform vote counting at the Meeting;
- b. To inspect and supervise the voting process of shareholders and organize the vote counting;
- c. To report the voting results to the Chairman for announcement to the General Meeting of Shareholders;
- d. To be responsible for the accuracy and truthfulness of the announced voting results.

CHAPTER III PROCEDURES FOR CONDUCTING THE MEETING

Article 6. Conditions for holding the Meeting

The Meeting shall be conducted when shareholders attending represent more than 50% of the total voting shares, based on the list of shareholders established as of the record date for determining shareholders entitled to attend the Meeting.

Article 7. Conduct of the Meeting

- 7.1 The Meeting shall be conducted in accordance with the agenda approved by the General Meeting of Shareholders.
- 7.2 The Meeting shall discuss and approve each item on the agenda through voting in accordance with this Regulation.
- 7.3 The Meeting shall be closed after the Minutes of the Meeting have been approved.

Article 8. Speaking at the Meeting

- 8.1 Shareholders or authorized representatives attending the Meeting who wish to speak must raise their voting cards or may register their comments with the Chairman via the Secretariat using a shareholder comment form.
- 8.2 The Chairman shall, based on the Meeting agenda and time allocation, arrange the order of speeches.
- 8.3 Shareholders or authorized representatives shall present their opinions concisely and relevantly. The Chairman shall have the right to exclude irrelevant or repetitive questions from discussion and/or terminate a speech if deemed inappropriate.

Article 9. Voting procedures at the Meeting

Voting on matters submitted to the Meeting shall be conducted by raising white voting cards under the direction of the Chairman. The Vote Counting Committee shall

record the number of votes in favor, against, and abstentions for the Chairman to announce to the Meeting.

Article 10. Adoption of resolutions

Matters at the Meeting shall be adopted upon approval by shareholders or authorized representatives present at the Meeting, representing the voting ratio as prescribed in the Charter on Organization and Operation of the Group (Article 20).

Article 11. Minutes and Resolution of the Meeting

11.1 All contents of the Meeting shall be recorded in the Minutes by the Secretariat. The Minutes shall be presented to and approved by the General Meeting of Shareholders prior to the closing of the Meeting.

11.2 Based on the results of the Meeting, the Chairman shall issue the Resolution of the General Meeting of Shareholders on the matters approved.

Article 12. Effectiveness

12.1 This Regulation consists of 03 Chapters and 12 Articles and shall take effect immediately upon approval by the General Meeting of Shareholders.

12.2 This Regulation may be amended or supplemented upon proposal of the Chairman of the Board of Directors and subject to approval by the General Meeting of Shareholders.



**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN**

Le Tien Truong

Hanoi, March ,2026

REPORT ON THE ACTIVITIES AND PERFORMANCE ASSESSMENT OF THE BOARD OF DIRECTORS

1. Activities of the Board of Directors in 2025

The Board of Directors of Vietnam National Textile and Garment Group (hereinafter referred to as the “Board of Directors” or “BOD”) operated in full compliance with the laws of Vietnam, the Charter of Organization and Operation of Vietnam National Textile and Garment Group, and the BOD’s Operating Regulations approved by the General Meeting of Shareholders. The Board of Directors has full authority to exercise all rights and obligations of Vinatex, except for those falling under the jurisdiction of the General Meeting of Shareholders, on the principles of transparency, efficiency, and in the best interests of shareholders.

The Board of Directors of Vinatex comprises members with diverse expertise, skills, competencies, and perspectives, which are appropriate to effectively lead and supervise the Group. In 2025, the BOD maintained a disciplined and professional working regime, organizing regular and thematic meetings, while flexibly obtaining written opinions and conducting online meetings to promptly address arising issues amid continued market volatility. During the year, the Board of Directors of Vietnam National Textile and Garment Group held 05 in-person meetings and 09 online meetings / written consultations via email and documents and issued a total of 23 Resolutions and 12 Decisions. Members of the BOD fully participated in these activities, demonstrating a strong sense of responsibility and leveraging their governance experience and professional expertise to deliberate and decide on key matters related to production and business operations, investment, organizational structure, and the Group’s development orientation.

No.	Members of the Board of Directors	Number of BOD meetings attended	Attendance rate	Reason for absence
1	Le Tien Truong	14/14	100%	
2	Tran Quang Nghi	14/14	100%	
3	Dang Vu Hung	14/14	100%	
4	Vu Hong Tuan	14/14	100%	
5	Nguyen Xuan Dong	14/14	100%	
6	Cao Huu Hieu	14/14	100%	

No.	Members of the Board of Directors	Number of BOD meetings attended	Attendance rate	Reason for absence
7	Le Ngoc Diep	10/10	100%	Appointed as a member of the BOD from June 16, 2025

The Board of Directors fully implemented the resolutions of the General Meeting of Shareholders, while closely monitoring domestic and international economic developments, the textile and garment market, and the actual operations of the Group to issue timely decisions. These efforts contributed to maintaining operational stability and improving business performance. The key areas of focus of the Board of Directors in 2025 included:

- Regularly monitoring and evaluating the Group's production and business performance on a monthly and quarterly basis; promptly providing directions and management solutions in line with market developments amid the slow recovery of global textile demand, intensifying competition, and fluctuations in input costs.

- Directing the successful organization of the 2025 Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders; fully implementing all resolutions approved by the General Meeting of Shareholders in compliance with applicable laws and the Group's Charter.

- Deciding on key matters relating to organizational structure and senior management personnel under the authority of the Board of Directors, ensuring governance stability, enhancing management effectiveness, and meeting development requirements in the new phase.

- Directing the review and improvement of internal governance regulations and policies to ensure updates and compliance with new legal requirements and changes in administrative boundaries; strengthening management discipline, standardizing processes, and enhancing transparency and operational efficiency across the Group and its subsidiaries.

- Reviewing and approving matters related to corporate restructuring, adjustments to business lines, and the dissolution or termination of operations of certain non-core or inefficient entities, thereby focusing resources on core businesses and improving capital efficiency.

- Approving the profit distribution plan and dividend payment for 2024 in accordance with the resolution of the General Meeting of Shareholders, ensuring a balance between shareholders' interests and the need for reinvestment and sustainable development.

- Strengthening supervision and periodic evaluation of the Board of Management and capital representatives at subsidiaries, promptly addressing shortcomings and enhancing accountability in the management of the Group's capital and assets.

- Providing direction for the development of the 2026 business plan based on a comprehensive assessment of the global and domestic economic environment, which continues to present uncertainties, requiring the Group to proactively adapt, enhance competitiveness, ensure operational efficiency, and contribute positively to overall economic growth.

Through the above activities, the Board of Directors effectively fulfilled its role in strategic orientation, supervision, and decision-making on key matters, thus maintaining the Group's operational stability in 2025 and laying a solid foundation for the implementation of the 2026 business plan amid a business environment that continues to face significant uncertainties.

2. Supervisory Results of the Board of Directors over the Board of Management

In 2025, the Board of Directors performed its supervisory function over the Board of Management in accordance with the Group's Charter and internal governance regulations, ensuring that management and operations were implemented consistently with the strategic direction, resolutions of the General Meeting of Shareholders, and the resolutions and decisions of the Board of Directors.

Supervision was conducted on a regular basis through periodic reporting mechanisms, thematic meetings, executive briefings, and direct oversight by the Chairman of the Board of Directors. This enabled the timely monitoring of market developments, evaluation of plan implementation, and prompt handling of arising issues, particularly as the textile and garment industry continued to be affected by fluctuations in the global economic, trade, and policy environment.

Key supervisory areas in 2025 included:

- Maintaining bi-weekly briefings between the Chairman of the Board of Directors and the Standing Board of Management (the Chief Executive Officer and Permanent Deputy CEO) to update on production and business performance, order progress, market developments, and emerging challenges; which enables timely directions and management solutions aligned with actual conditions. In response to increasingly unpredictable market conditions, as early as April, the Board of Directors directed the Board of Management to implement a **"90-day acceleration campaign,"** mobilizing maximum resources to capitalize on secured orders, expedite production progress, and complete order plans within a shortened timeframe, helping to maintain production stability, job security, and sustained operational efficiency during a period of significant market volatility.

- Supervising the organization of the Group's General Meeting of Shareholders, ensuring that content preparation, organizational procedures, and information disclosure were conducted in full compliance with regulations, thereby fostering shareholder consensus on the Group's strategic directions and key decisions.

- Supervising the review, amendment, and supplementation of the Group's Charter and internal governance regulations at both the Group and subsidiary levels, ensuring compliance with prevailing legal requirements while progressively standardizing the governance model across the system; developing a model charter for consistent application at subsidiaries, thus enhancing management effectiveness and transparency.

- Supervising the direction and oversight of the Group's capital representatives at investee companies to ensure the full exercise of their rights and responsibilities in accordance with regulations; ensuring that General Meetings of Shareholders at subsidiaries were conducted in compliance with applicable laws and charters, thereby safeguarding the Group's invested capital and improving the performance of investee enterprises.

- Supervising and directing the consolidation of the organizational model and human resource governance, with a focus on developing a professional human resource management system and progressively standardizing organizational structures across subsidiaries; implementing succession planning, training, and development of a pipeline of future leaders toward establishing a shared pool of management personnel across the system, ensuring continuity, flexibility in assignment, rotation, and appointment, aligned with development requirements and the specific characteristics of each business segment, thereby enhancing governance effectiveness and operational stability.

- Supervising the research and development of the Group's digital transformation orientation and data infrastructure for the 2026–2030 period, with a view to enhancing governance capacity, strengthening connectivity and information sharing, and supporting management and operations across the system.

- Supervising the implementation of performance evaluation for the Board of Management and capital representatives based on modern governance practices, closely linking task performance with key performance indicators (KPIs), thereby improving accountability, efficiency, and management quality.

- Supervising the Board of Management in strengthening market analysis, scientific and technological research, human resource development, risk management, and internal control; and directing the enhancement of coordination mechanisms among units across the yarn – weaving, dyeing – garment value chain

through the Yarn Production & Business Division, Garment Production & Business Division, and the Human Resources Division, helping to improve management efficiency and enhancing overall system stability.

3. Activities of the Subcommittees under the Board of Directors

The Office of the Board of Directors serves as the standing advisory and supporting body for the Board of Directors, directly consolidating and analyzing information to support the activities of the subcommittees. Specifically:

- Human Resources:

+ Advising on succession planning, training, and development of a pipeline of future leaders, ensuring continuity and stability in management while meeting the Group's development requirements in the new phase;

+ Advising the Board of Directors on reviewing and consolidating the management team of the Parent Company within the Board's authority; evaluating, arranging, and supplementing the Group's capital representatives at subsidiaries, particularly in companies organizing the 2025–2030 term General Meetings of Shareholders;

+ Participating in the standing operations of the Group's Human Resources Division; leading the preparation of analytical reports and labor market forecasts to serve as a basis for managing and developing human resources across the Group and its subsidiaries; progressively standardizing human resource governance across the system;

- Market Affairs

+ Monitoring, analyzing, and forecasting the global textile and garment market in the context of a highly volatile business environment in 2025; promptly updating changes in trade policies, tariffs, trade defense measures, countervailing duties, traceability requirements, sustainable development initiatives, and new regulations in key export markets; assessing their impact on the Group's business operations and competitiveness. Concurrently, organizing 10 thematic seminars and special update sessions on tax and international trade policies to provide timely information, impact analysis, and recommended response measures.

+ Consolidating and analyzing macroeconomic and global trade trends, supply chain shifts, and policies of major exporting countries; comparing Vietnam's competitive environment with other countries in the region; advising on management solutions and business directions in line with market conditions.

+ Participating in the preparation of thematic reports and market analysis publications, including the publication "*Global and Vietnam Textile & Garment Industry 2026 – In the Midst of Reciprocal Tariffs*," serving as a basis for strategic planning, business plan development, and decision-making across the Group.

- Risk Management:

- + Advising the Board of Directors on issuing and amending financial management regulations and internal policies at the Parent Company and subsidiaries, strengthening risk controls, and ensuring the safe and efficient use of capital;

- + Reviewing and evaluating the operations of subsidiaries under the approved Group restructuring plan; advising the Board of Directors on arranging, restructuring, terminating, or dissolving units that are no longer suitable, ensuring capital preservation and improving operational efficiency.

4. Evaluation of the Group's Performance in 2025

In 2025, the domestic economy maintained positive growth, with GDP estimated to increase by 8.02%, placing Vietnam among the high-growth countries in the region. National textile and garment exports were estimated at USD 46.4 billion, up 6% compared to 2024, setting a new record for the sector. However, the global textile and garment market remained exposed to multiple uncertainties. Complex geopolitical developments and conflicts in key regions created pressures that disrupted global supply chains. In addition, the rising trend of trade protection measures – particularly the uncertainty surrounding U.S. reciprocal tariffs from April 2, 2025 – along with increasingly stringent requirements on traceability, sustainable development, and supply chain compliance, heightened risks and pressures for Vietnamese textile exporters.

Meanwhile, continued overcapacity in China exerted significant pressure on the global market, leading to an increase in low-cost products in many traditional markets and intensifying price competition. At the same time, low-cost labor countries such as Bangladesh, India, Indonesia, and Cambodia expanded production capacity and implemented targeted export support policies, increasing direct competition for Vietnamese textile enterprises. In the context of slow demand recovery and an unstable trade environment, the Group's business operations faced multiple pressures, requiring flexible, proactive, and market-oriented management.

Under the guidance of the Board of Directors, the Board of Management implemented coordinated measures to enhance governance efficiency, strengthen forecasting, manage production flexibly, and consolidate customer relationships, enabling the Group to adapt promptly to market fluctuations. As a result, in 2025, the Group not only met but also exceeded the targets set by the General Meeting of Shareholders, with consolidated profits reaching the highest level since its establishment.

Consolidated business results of the Group:

- Consolidated revenue reached VND 19,513 billion, achieving 106% of the plan and 106% of the previous year;

- Consolidated profit reached VND 1,479 billion, achieving 163% of the plan and 177% of the previous year;

Parent Company:

- Revenue reached VND 2,523 billion, achieving 103% of the plan and 113% of the previous year;

- Profit before tax reached VND 218 billion, achieving 115% of the plan and 140% of the previous year;

A key highlight of 2025 was that all units within the system maintained efficient operations, with no loss-making entities; the yarn, dyeing and weaving, garment, and other sectors all contributed positively to the Group's overall results. The Group continued to ensure stable employment for over 53,000 employees, with an average income of VND 12.14 million per person per month, an increase of 7% compared to the previous year, while maintaining full employee welfare benefits, contributing to production stability and providing a foundation for sustainable development.

Despite these positive results, the Group's operations in 2025 were still affected by structural challenges in specific sectors. The yarn sector continued to face pressure as demand in China - the primary consumption market - recovered slowly due to weakened domestic production and deflationary trends, while global yarn supply remained high, keeping prices low and narrowing profit margins. Fluctuations in cotton prices, logistics costs, and heavy reliance on exports made the yarn sector highly sensitive to international market volatility.

For the garment sector, although business results remained stable, global consumer demand had not yet fully recovered, and price competition was increasingly fierce, especially from low-cost countries. In this context, focusing solely on basic orders was no longer a long-term advantage, requiring enterprises to gradually shift toward higher-quality, higher-value-added, and more profitable products to maintain their position in key export markets.

These conditions underscore the need to continue strengthening management capabilities, enhancing supply chain integration, and accelerating restructuring to ensure the Group's stable and sustainable development in the coming years.

5. Orientation of the Board of Directors' Activities in 2026

The year 2026 is expected to pose more challenges and risks than 2025, as the global economic and trade environment remains highly volatile. According to early 2026 updates, the IMF forecasts global economic growth at approximately 3.3%, while the World Bank projects around 2.6%, both below the pre-pandemic average of approximately 3.7%, indicating a slow recovery of the global economy.

Geopolitical tensions in certain regions, particularly the outbreak of war in the Middle East, have increased the risk of supply chain disruptions, pushed energy and transportation costs higher, and elevated the risk of renewed inflation. In the event of rising inflation, central banks may maintain interest rates at elevated levels for an extended period, potentially reducing demand for textile and garment products in major import markets.

Beyond inflationary risks due to rising energy costs, a second major risk for the Group's operations in 2026 is increasing uncertainty in international trade policies, particularly from the United States. The temporary imposition of additional tariffs under Section 122 of the Trade Act of 1974 and the initiation of investigations under Section 301 against multiple partners, including Vietnam, increases the likelihood of tariffs being applied to goods determined to be transshipped, including textiles and garments exported to the U.S. - a market that accounts for a significant share of the Group's revenue.

Meanwhile, competition from low-cost countries such as Bangladesh, India, and Cambodia continues to intensify, while domestic costs are trending upward due to wage adjustments, electricity and fuel prices, and labor competition, making the production and business environment in 2026 considerably more challenging than the previous year.

Previous baseline scenarios projected global textile demand in 2026 to increase by approximately 3%, based on conditions at the end of 2025, when WTO forecasts for global merchandise trade growth in its October 2025 report were about 2.6%. However, following adverse developments in early 2026 – particularly the Middle East conflict, sharp energy price increases, and tighter trade policy trends – the WTO has revised its forecast for global trade growth down to approximately 1.9%. With such low growth, the likelihood of maintaining 3% global textile demand growth is slim, while unit prices are unlikely to improve and may even decline, as brands require manufacturers to share additional costs from tariffs, transportation, and raw materials. At the same time, China and India are actively implementing supportive policies to recover market share lost in 2025, increasing competitive pressure on Vietnamese textile exports.

Based on this assessment, the Board of Directors has identified 2026 as a year requiring focus on improving operational efficiency, enhancing resilience to market fluctuations, and maximizing the productivity of existing resources. The Board will continue to direct the Board of Management and subsidiary units to closely monitor market developments, proactively develop response scenarios for risks related to tariffs, costs, and demand, while accelerating restructuring, controlling costs, improving productivity, and strengthening integration across the system.

The Group's theme for 2026 is designated as "*The Year of Efficiency*", focusing on improving overall efficiency across all resources, including asset utilization, capital efficiency, market performance, and especially human resource productivity through more rational production organization and development of higher value-added products. In line with this, the Board of Directors directs the entire system to continue reviewing and filtering low-efficiency areas, concentrating resources on areas with strong competitiveness, enhancing quality growth and asset utilization efficiency; promoting digital transformation and building a governance system on a centralized data platform; intensifying R&D for new products at core units; modernizing training programs with digitalization and practical relevance; refining task assignment and performance evaluation mechanisms using quantitative indicators, gradually implementing contribution-based rewards; and organizing risk management rigorously with a proactive, preventive approach from early stages.

The coordinated implementation of these orientations aims to enhance operational efficiency, strengthen competitive capacity, and ensure the Group maintains stable business operations in 2026 amid a highly volatile market, while laying the foundation for sustainable development in the following period.

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

Le Tien Truong



VIETNAM NATIONAL
TEXTILE & GARMENT GROUP

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi

,2026

**REPORT OF THE BOARD OF MANAGEMENT
ON BUSINESS PERFORMANCE IN 2025 AND PLAN FOR 2026**

To: The General Meeting of Shareholders of Vietnam National Textile and
Garment Group

I. BUSINESS ENVIRONMENT IN 2025

In the 2020–2024 period, both the Vietnamese and global economies faced multiple major shocks, including the COVID-19 pandemic causing a deep recession; prolonged geopolitical instability disrupting global trade; and persistently high inflation slowing recovery and weakening consumer demand, thereby negatively impacting the textile and garment sector.

Entering 2025, positive signals were recorded domestically. Vietnam's macroeconomic environment remained stable with strong growth, with GDP reaching 8.02%, and the economy surpassing USD 514 billion in scale, ranking 32nd globally. Inflation was well controlled (CPI increased by 3.31%, core inflation at 3.21%). Fiscal and monetary policies were managed flexibly and effectively, supporting production and consumption activities. Total retail sales of goods and services increased by approximately 9.5%; notably, exports recorded strong growth of 16%, and the trade surplus reached a record level of USD 16.8 billion. At the same time, new growth drivers such as the digital economy, innovation, and renewable energy continued to be promoted.

However, the international environment remained fraught with risks. Rising trade tensions, policy uncertainty, and geopolitical conflicts continued to weigh on global growth prospects. In 2025, the global economy was estimated to grow at only around 3.2% (according to IMF and OECD), with clear divergence among regions. Notably, the U.S. reciprocal tariff policy introduced from April 2025 created a spillover shock to global supply chains, increasing costs, restructuring trade flows, and directly affecting export-oriented industries, including textiles and garments.

For the textile and garment sector, pressures continued to intensify from multiple fronts, including “green standards” barriers from the EU, rising input costs, localized labor shortages, and unpredictable changes in U.S. tariff policies – a market accounting for approximately 40% of total export turnover. These factors led to risks of order shifting, changes in ordering practices, margin compression, and increased requirements for origin traceability control.

Nevertheless, despite significant challenges, Vietnam’s textile and garment industry in general and Vinatex in particular still achieved positive results. In 2025, the industry’s total export turnover reached USD 46 billion, increasing by 5.6% compared to 2024, maintaining its position among the Top 3 globally. The trade surplus reached a record USD 21 billion, while the localization rate reached 52%, reflecting improved growth quality. Key export markets continued to grow: the United States reached USD 18.6 billion (+11.7%), with a market share of 21.1%; the EU increased by approximately 8.5%; Japan recorded slight growth; while South Korea and China saw only marginal declines.

These results were driven by the sector’s flexible adaptability, deeper participation in global supply chains, and effective management of tariff-related fluctuations. Practical experience in 2025 shows that in a context of geopolitical and geo-economic volatility, managerial capability, decision-making speed, and the ability to take controlled risks are key determinants of operational effectiveness.

II. ASSESSMENT OF BUSINESS PERFORMANCE IN 2025

Despite significant volatility in the global textile and garment market in 2025, under the close direction of the Party Committee and the Board of Directors, the proactive and flexible management of the Board of Management, together with the efforts of the entire system, Vietnam National Textile and Garment Group achieved a comprehensive and clear improvement in business performance compared to 2024, in terms of scale, efficiency, and quality of growth.

Consolidated profit before tax reached VND 1,479 billion, exceeding the historical peak level recorded in 2021 (VND 1,450 billion), increasing by 77% year-on-year and exceeding the approved plan by 62%. Notably, for the first time in five years, all business segments across the system recorded profits, reflecting a broad-based recovery across the entire production chain.

Growth momentum was driven by strong performance in core manufacturing segments: the garment segment increased by approximately VND 270 billion compared to 2024; the yarn segment turned from a loss position in 2024 (VND -

95 billion) to a profit of VND 197 billion in 2025, with profit before tax more than six times higher than the plan.

The business performance of the Parent Company and the consolidated financial results is presented in the tables below:

Results of the Parent Company:

Unit: VND billion

No.	Indicator	2024	2025		Comparison	
			Plan	Actual	Actual/Plan	Actual/YoY
1	Revenue and income	2.241	2.440	2.523	103,4%	112,6%
2	Total expenses	2.085	2.250	2.304	102,4%	110,5%
3	Profit before tax	156	190	219	115,3%	140,4%

Consolidated business results:

No.	Indicator	2024	2025		Comparison	
			Plan	Actual	Actual/Plan	Actual/YoY
1	Revenue and income	18.368	18.315	19.486	106,4%	106,1%
2	Total expenses	17.533	17.405	18.006	103,5%	102,7%
3	Profit before tax	835	910	1.480	162,6%	177,2%
<i>In which:</i>						
	Yarn segment	-95	31	197	633,3%	-
	Garment segment	664	589	931	158,1%	140,3%

The Group's financial position continued to remain sound and healthy:

- The current ratio reached 1.34 (>1), ensuring the Group's ability to meet its short-term liabilities.
- Profitability improved significantly: ROA increased from 3.4% to 6.6%, while ROE increased from 7.1% to 13.7%, reflecting enhanced management efficiency and production organization.
- The debt-to-equity ratio stood at 1.05x, continuing to decline compared to 2024 and remaining within a safe range, indicating effective financial leverage control.

(Financial Ratios Statement)

Indicator	2024	2025	Comparison
LIQUIDITY			
1. Current ratio	1,35	1,34	99,0%
2. Quick ratio	0,90	0,91	101,5%
OPERATING EFFICIENCY			
1. Asset turnover	3,03	3,48	114,6%
2. Average inventory days	75 days	76 days	102,2%
3. Average receivables days	58 days	54 days	94,4%
4. Average payables days	236 days	231 days	97,8%
5. Working capital turnover	1,87	1,81	96,9%
FINANCIAL AUTONOMY			
1. Total liabilities / Total assets	0,52	0,51	98,7%
2. Debt-to-equity ratio	1,08	1,05	97,4%
3. Long-term capital adequacy	2.485	2.720	109,5%
PROFITABILITY			
1. Return on Assets (ROA)	3,4%	6,6%	194,5%
2. Return on Equity (ROE)	7,1%	13,7%	192,9%
SHARE ANALYSIS			
1. Earnings per Share (EPS)	649	1.745	269,0%
2. Book Value per Share (BVPS)	18.553	20.090	108,3%

Alongside business performance indicators, the Group also achieved several notable results across key functional areas:

Human Resources:

In 2025, the Group's human resource management was consistently implemented toward workforce stabilization, quality enhancement, and structural optimization. The average workforce size reached 53,825 employees, representing a 3.6% decrease compared to 2024 and achieving 96.5% of the approved plan. This workforce optimization was aligned with restructuring requirements and directly contributed to improving operational efficiency across subsidiaries, thereby enhancing the Group's overall performance. In parallel with workforce streamlining, the Group focused on selective recruitment and strengthened specialized training programs, particularly for technical and production management positions.

Employee income continued to improve. The average monthly income in 2025 reached VND 12.14 million per employee, equivalent to 107% of 2024 and 105% of the plan, maintaining a stable growth rate of 5–7% per annum. This reflects substantive improvements in business performance and labor productivity.

Welfare policies continued to be maintained, contributing to stable labor relations and supporting sustainable development.

Market Development:

In 2025, Vinatex's export market structure continued to shift toward diversification, with increasing share in emerging markets such as the Middle East, South America, and South Asia. Although their scale remains modest compared to traditional markets, these regions recorded positive growth rates, contributing to customer diversification and reducing dependence on major markets.

Market structure differences between segments remained evident: the Garment segment primarily focused on the United States, EU, and Japan, while the Yarn and Textile segments were mainly oriented toward Asian markets. The Group's market expansion trend continued, thereby strengthening its adaptability to global trade volatility.

Investment Activities:

In 2025, the Group implemented 46 projects with a total investment of approximately VND 2,497 billion (Parent Company: 09 projects; subsidiaries: 37 projects), mainly focused on in-depth investment, equipment upgrades, and factory renovation. Several completed projects quickly demonstrated operational efficiency, notably the equipment replacement project at Factory No.2 of Phu Bai Spinning Joint Stock Company, which commenced operation in October 2025, and the expansion of the spinning workshop of Ninh Phu under Phong Phu Corporation, which was put into operation in February 2026. These projects contributed to capacity expansion, increasing yarn output by approximately 3,549 tons/year and garment output by approximately 1.52 million products/year

Investment in modern equipment, high automation systems, and digitalized management solutions contributed to labor productivity optimization, improved equipment efficiency, and enhanced cost control. As a result, return on sales (ROS) improved significantly.

Research and Development (R&D):

R&D activities continued to be strengthened, focusing on high-tech fabric lines such as multi-component flame-retardant fabrics incorporating functional fibers (flame retardant, anti-static, Pima cotton, and technical fibers). In addition to conventional dyed fabric lines, the Group developed dope-dyed products from aramid, modacrylic, and nylon/rayon FR materials, meeting stringent technical

requirements. Production units also actively researched and introduced new products to meet market demand and generate higher value-added outcomes.

Digital Transformation:

The Group continued implementing its digital transformation program toward a data-driven management system. IoT solutions have been progressively applied to connect production equipment, enabling real-time data collection and integration into management systems for operational monitoring and optimization. At the same time, the Group issued the Digital Transformation Strategy Framework for the 2026–2035 period, setting the orientation for a unified digital governance platform under the “One VINATEX Operating System” model.

III. KEY HIGHLIGHTS IN MANAGEMENT AND EXECUTION IN 2025

The results achieved in 2025 were driven not only by market recovery but also by significant improvements in the Group’s management and execution capabilities:

- The Board of Management (BOM) proactively translated the orientations and directives of the Board of Directors (BOD) into implementation plans, closely monitored market developments, and promptly provided forecasts and strategic guidance, thereby enabling the entire system to respond effectively, particularly to changes in U.S. tariff policies. The “90-day acceleration campaign” was effectively implemented, contributing to the optimization of business performance in the second quarter.
- Strong flexibility in management was clearly demonstrated, with the Group’s leadership and subsidiaries showing proactiveness and innovation in decision-making, promptly adjusting production and business plans, and strengthening internal supply chain coordination, thereby mitigating adverse impacts from trade policies and global market volatility.
- The coordinating role of business divisions was strengthened, enhancing system-wide connectivity, information sharing, management experience exchange, and operational solutions across subsidiaries.
- Financial and cash flow management remained tight and effective, ensuring stable resources for production and investment activities.
- Data-driven governance continued to be promoted, contributing to improved productivity, optimized management efficiency, strengthened cost control, and enhanced speed and quality of decision-making.

- The Human Resources Division established in 2025 enhanced human resource management capacity at subsidiaries and supported succession planning for the 2025–2030 period.

Overall, 2025 marked a clear transition from recovery to quality growth, with improved management effectiveness and a progressively strengthened foundation for sustainable development.

IV. OUTLOOK FOR 2026

Building on the results achieved in 2025, the Group enters 2026 with both opportunities and challenges.

1. Market situation:

Continuing the recovery momentum from the end of 2025, the textile and garment industry is expected to experience a relatively favorable first quarter of 2026, supported by early secured orders. However, the full-year outlook remains challenging as the global economy is projected to grow more slowly, while international trade continues to weaken. In addition, the current business environment has become more adverse compared to the previous year due to U.S. tariff risks and the impact of ongoing conflicts in the Middle East region.

At the macro level, international organizations forecast that global economic and trade growth in 2026 will remain below pre-pandemic levels. Notably, global merchandise trade is projected to increase by only around 1.9%. Key risks include geopolitical tensions, rising protectionism, uncertainty in trade policies, and potential inflationary pressures, all of which directly affect consumer demand in major export markets such as the United States and the EU. Global textile demand is expected to increase modestly by approximately 3%, with cautious consumption trends in key markets.

In addition, geopolitical and policy factors continue to represent major variables. Recent developments from late February 2026, particularly the escalation of conflicts in the Middle East and new U.S. trade policy actions, have further increased uncertainty. Rising oil prices have driven up energy, raw material, and logistics costs simultaneously, with international freight rates increasing by approximately 30% and longer delivery times across many shipping routes. This has placed significant pressure on production costs, especially in energy-intensive stages such as spinning, weaving, and dyeing, thereby narrowing profit margins.

At the same time, U.S. tariff policy remains the most significant risk factor for the 2026 outlook. The initiation of a Section 301 investigation into Vietnam has opened the possibility of higher and prolonged tariff measures, with potential

tariff levels reaching 30–40%. Given that the U.S. market accounts for approximately 44–45% of total export turnover, such measures, if implemented, would have a direct impact on business performance, particularly from the second half of 2026 onwards.

For Vietnam's economy, 2026 is still expected to maintain positive growth momentum, supported by a stable macroeconomic foundation, controlled inflation, and continued drivers such as public investment, domestic consumption, and export growth. However, the economy still faces challenges from weakening external demand, exchange rate pressure, and rising capital costs, requiring continued flexible policy management to ensure stability and sustainable growth.

In this context, Vietnam's textile and garment industry in general, and Vinatex in particular, are expected to face several key trends:

- **Shift from scale-based competition to efficiency-based competition:** Vietnam's textile and garment industry is entering a phase where there is limited room for extensive growth. Global market size is growing slowly, with total textile and apparel import value (excluding intra-EU trade) increasing from approximately USD 680 billion in 2015 to USD 870 billion in 2025, corresponding to an average growth rate of around 2.5% per year (before adjusting for inflation). This indicates limited potential for rapid expansion in both production volume and revenue in the coming period.
- **Increasing supply-side competitive pressure:** Countries with low-cost advantages such as Bangladesh, India, Indonesia, and Pakistan continue to expand production capacity. Vietnam is gradually losing its low-cost labor advantage, as average wages are among the highest within major exporting countries, while the availability of unskilled labor is declining and competition for labor with other industrial sectors is intensifying.
- **Cost pressure and margin compression:** Prices of energy and raw materials (fiber, yarn) remain highly volatile; logistics costs remain elevated, increasing by an estimated up to 20%, with longer transportation lead times. Domestically, regional minimum wages have increased as of 1 January 2026, while interest rates remain high and are projected to increase by an average of approximately 20% in 2026. In addition, enterprises may continue to share reciprocal tariff-related costs with customers, further compressing profit margins.

- **Changes in ordering behavior:** Customers increasingly tend to place smaller orders, require faster delivery times, higher quality standards, and prioritize suppliers with end-to-end supply capabilities (FOB, ODM).
- **Rising sustainability requirements:** “Green” standards, traceability, and emissions reduction requirements (particularly in the EU market) are expected to become mandatory compliance conditions rather than competitive advantages.

Overall, 2026 is forecast to mark a period in which the textile and garment industry will increasingly shift toward competition based on growth quality, governance capability, and adaptability, rather than expansion in scale as in previous years.

2. 2026 Business Plan Targets:

In the context of a highly volatile global environment, characterized by tariff risks from the U.S. market, newly emerging geopolitical instability, and escalating input cost pressures, the Group’s 2026 business plan is developed on the following principles: cautious forecasting; full reflection of major market risks starting from Q2, particularly in the second half of 2026; flexible management; and substantive growth. Growth will not be driven solely by revenue expansion but will focus on more fundamental factors such as value creation and improvement in employee income. Accordingly, the Group proposes the following key business targets:

- Parent Company results::

No.	Information	Actual 2025	Plan 2026	Comparison Plan 2026/Actual 2025
1	Revenue and income	2.523	2.800	111,0%
2	Profit before tax	219	260	119,0%

- Consolidated results:

No	Information	Actual 2025	Plan 2026	Comparison Plan 2026/Actual 2025
1	Revenue and income	19.486	20.000	102,6%
2	Profit before tax	1.480	1.380	93,2%

Consolidated profit for the full year is expected to reach VND 1.380 billion, equivalent to 93,2% compared to the previous year. However, in practice, if the

non-recurring profit recorded in 2025 (approximately VND 227 billion) is excluded, the 2026 consolidated profit plan reflects a growth of 10% compared to the previous year.

3. Key strategic objectives and key solutions:

The above observations indicate that the coming period will be characterized by a shift in key growth drivers: from scale expansion to efficiency enhancement; from cost advantages to technological and governance capabilities; and from short-term growth to sustainable development. In this context, a sustainable value chain, high-quality human resources, and data- and digital technology-driven governance solutions are increasingly becoming the key pillars of growth.

In response to these requirements, Vinatex has been proactively preparing long-term growth drivers. Under the direction of the Board of Directors, and aiming to create momentum for breakthrough development in the 2025–2030 period, the Group has defined 2026 as the “**Year of Efficiency**”, focusing on improving performance, effectiveness, and efficiency across the entire system.

Based on the results and management experience in 2025, as well as new market requirements in the coming period, the Group has identified the following key objectives and solutions for 2026:

- **Improving Total Factor Productivity (TFP):** Enhancing the governance system, standardizing processes, increasing automation, and applying advanced energy-saving technologies to improve productivity and reduce costs, thereby strengthening operational efficiency and the Group’s competitiveness. TFP in 2026 is targeted to increase by more than 5%, significantly higher than the recent national average level (2.5%–3%).
- **Maintaining stability and improving employee welfare:** Ensuring workforce stability, improving productivity and workforce quality, with a target average income increase of over 10% linked to work performance. At the same time, implementing competitive remuneration mechanisms associated with corporate culture development to attract, retain, and develop talent. Personnel planning and succession development for the 2026–2030 period will be implemented, building a strategic workforce to meet requirements of digital transformation and sustainable development.
- **Proactive cash flow management:** Optimizing working capital and managing foreign exchange and interest rate risks. Promoting digitalization of reporting systems and developing real-time financial dashboards; concurrently implementing support solutions and financial restructuring for subsidiaries.

- **Market diversification and supply chain integration enhancement:** Continuing to expand export markets and reduce excessive dependence on the U.S. and China markets. Strengthening internal linkage across the fiber-textile-garment chain to increase intra-system material utilization. Restructuring product portfolio towards reducing basic products and developing higher value-added yarn and garment products. This serves as a foundation to reduce external dependency, gradually shift towards higher-value production models (ODM, OBM), and improve profit margins.
- **Strengthening research and product development:** Focusing on developing high value-added products with technological differentiation and enhanced functionality. The “centralized R&D – decentralized production” model will continue to be implemented, with core units responsible for R&D and system-wide transfer. Priority will be given to investments in automation technologies in spinning and garment sectors, promoting green manufacturing and energy efficiency.
- **Accelerating digital transformation:** Focusing on building and operating an integrated data center, and completing digital governance infrastructure at key subsidiaries. Continuing the deployment of vHRM and developing MES, CRM, SCM, and PLM systems integrated with IoT expansion. These initiatives aim to enhance monitoring capability, risk control, and data-driven decision-making with greater speed and accuracy.

Respectfully submitted./.

PRESIDENT & CEO

Cao Huu Hieu

Hanoi, April 15 2026

**REPORT OF THE BOARD OF SUPERVISORS
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF VIETNAM NATIONAL TEXTILE AND GARMENT GROUP**

To: The General Meeting of Shareholders of Vietnam National Textile and Garment Group

Legal Bases:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Charter on Organization and Operation of Vietnam National Textile and Garment Group;
- Regulation on Organization and Operation of the Board of Supervisors;
- Resolution No. 09/NQ-DHDCĐ dated June 16, 2025 of the 2025 Annual General Meeting of Shareholders;
- Separate and Consolidated Financial Statements for 2025 audited by KPMG Vietnam Co., Ltd.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders the results of its supervision of the Group's operations for the financial year ended December 31, 2025, as follows:

PART I. ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025

1. Structure of the Board of Supervisors

The Board of Supervisors for the 2025–2030 term was elected at the General Meeting of Shareholders on June 16, 2025, **comprising 05 members**, including 01 Head and 04 Members:

No.	Full name	Chức vụ	Date of appointment	Number of meetings attended	Attendance rate	Voting rate
1	Tran Thi Thu Hang	Trưởng Ban	16/06/2025	07/07	100%	100%

No.	Full name	Chức vụ	Date of appointment	Number of meetings attended	Attendance rate	Voting rate
2	Doan Thi Thu Huong	TV BKS	16/06/2025	07/07	100%	100%
3	Dang Thi Hong Le	TV BKS	16/06/2025	07/07	100%	100%
4	Nguyen Thanh Le	TV BKS	16/06/2025	07/07	100%	100%
5	Bui Viet Phuong	TV BKS	16/06/2025	04/04	100%	100%

2. Remuneration and Operating Expenses

Remuneration was implemented in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders and fully recorded in the 2025 Financial Statements.

Operating expenses incurred in 2025 complied with applicable regulations and internal policies of the Group.

3. Activities of the Board of Supervisors

In 2025, the Board of Supervisors held **06 official meetings** with full attendance and unanimous approval of supervisory reports.

Key activities included: Reviewing quarterly and annual supervisory reports submitted to the General Meeting of Shareholders; Assigning duties to members of the new term; Selecting and proposing the external auditor for 2025 financial statements.

During 2025, the Board of Supervisors fully performed its duties in accordance with applicable regulations, including: supervising the activities of the Board of Directors and the Board of Management; reviewing financial statements and periodic management reports; monitoring compliance with laws, the Charter and resolutions of the General Meeting of Shareholders; reviewing material related-party transactions; attending all meetings of the Board of Directors and providing independent opinions.

In addition to its statutory duties, the Board of Supervisors further enhanced its supervisory activities in a proactive, in-depth manner closely aligned with practical operations, including: conducting assessments of production, business and financial performance at member units in order to promptly identify existing issues and risks and propose appropriate remedial measures; reviewing and evaluating operational efficiency by business segments at the Parent Company, thereby contributing to improving governance and management quality; coordinating the review and amendment of the Group's Charter and internal regulations; organizing professional training and guidance for supervisory, finance and accounting personnel across the system to progressively strengthen internal control capacity; and supervising the direction and evaluation of the Group's capital

representatives at investee enterprises, thereby contributing to improving the effectiveness of capital investment management.

PART II. RESULTS OF SUPERVISION OF THE GROUP'S OPERATIONS IN 2025

In 2025, the Group recorded a marked improvement in operational efficiency and financial quality.

1. Assessment of Business Performance in accordance with the 2025 GMS Resolution

Unit: VND billion

Criteria	Actual 2024	Plan 2025	Actual 2025	% of Plan	% vs. 2024
CONSOLIDATED RESULTS					
- Total revenue	18.368,5	18.315,0	19.485,6	106,4%	106,1%
- Profit before tax	835,1	910,0	1.479,8	162,6%	177,2%
PARENT COMPANY RESULTS					
- Total revenue	2.241,1	2.440,0	2.522,7	103,4%	112,6%
- Profit before tax	156,4	190,0	218,5	115,0%	139,8%

Despite the highly complex market conditions, particularly the reciprocal tariff policies of the United States, **the Group's production and business performance recorded exceptional growth, reaching the highest level to date.**

Garment segment: By leveraging opportunities to accelerate production and exports ahead of the imposition of new U.S. tariffs, **100% of units fulfilled and exceeded their profit targets.** Total profit before tax of the garment segment reached VND 2,232.3 billion, representing a strong increase compared to 2024.

Yarn segment: After several years of difficulties, **the yarn segment returned to profitability in 2025, recording a profit of VND 195 billion, achieving 126% of the plan and increasing by VND 285 billion compared to 2024** (loss of VND 90 billion). This result was not only driven by market recovery but also reflected the effective management and direction of the Group through the implementation of synchronized and systematic solutions, including: proactively optimizing raw material procurement strategies in line with market developments; strengthening internal linkages and support; ensuring financial resources for stable production; and enhancing governance practices, thereby improving output, product quality and operational efficiency.

The results achieved in 2025 were primarily driven by the Group's core production and business activities. Except for certain units that have temporarily

suspended operations, there were no remaining loss-making units across the Group, thereby affirming a substantive improvement in operational efficiency and the quality of growth.

2. Financial Situation

a) Assessment of Compliance with Accounting Regime and Preparation of Financial Statements:

The Group prepared and disclosed its quarterly, semi-annual and annual financial statements in a full and timely manner, in compliance with regulations applicable to public companies.

The 2025 financial statements (including consolidated and separate financial statements) were audited by KPMG Vietnam Co., Ltd., which issued an unqualified opinion, confirming that the financial statements present fairly, in all material respects, the financial position and business performance of the Group.

The Board of Supervisors assesses that the accounting, statistics and financial reporting of the Group have been carried out prudently, in compliance with regulations and ensuring reliability.

The Board of Supervisors confirms that the financial data presented in the reports of the Board of Directors and the Board of Management are consistent with the audited financial statements.

On that basis, the Board of Supervisors agrees to submit to the General Meeting of Shareholders for consideration and approval the audited 2025 financial statements as audited by **KPMG Vietnam Co., Ltd.**

b) Assessment of Financial Position:

In 2025, the Group's financial position continued to be strengthened towards **greater safety and efficiency**.

- Based on the consolidated financial statements

Criteria	2024	2025	Change
Total assets / Total sources (VND billion)	19.266	20.555	+1.289 (+6,7%)
Owners' equity (VND billion)	9.204	10.006	+802 (+8,7%)
Total liabilities (VND billion)	10.061	10.549	+488 (+4,8%)
Debt-to-equity ratio	1,09	1,05	-0,04 (-4%)
ROE (Profit after tax / Equity)	7,2%	13,8%	+6,6 pp
Z-score	2,48	3,07	+0,58 (+23%)
Book value per share (VND)	18.409	20.011	+1.602 (+8,7%)

The scale of assets and capital continued to record stable growth, with consolidated total assets reaching VND 20,555 billion, an increase of 6.7% compared to 2024.

Owners' equity reached VND 10,006 billion, increasing by 8.7% and outpacing the growth rate of total liabilities (4.8%), thereby strengthening the Group's financial foundation and capital quality.

The financial structure improved as the debt-to-equity ratio decreased from 1.09 to 1.05, reflecting better control of financial leverage and a reduction in financial risk.

Capital efficiency showed significant improvement, as reflected by ROE rising sharply from 7.2% to 13.8%, indicating enhanced profitability on equity.

The Z-score increased from 2.48 to 3.07, placing the Group in a safe financial zone with improved resilience against market volatility. However, although the Group's overall financial health is assessed as strong, certain yarn-sector units within the system continue to face difficulties following a prolonged period of market downturn and inefficient operations. These units have shown positive developments during the year; however, continued monitoring and supporting measures remain necessary in the coming period.

Book value per share reached VND 20,011, an increase of 8.7%, contributing to enhanced value for shareholders.

- Based on the Parent Company's separate financial statements

Criteria	2024	2025	Change
Total assets / Total sources (VND billion)	8.284	7.937	-347 (-4,2%)
Owners' equity (VND billion)	5.775	5.832	+57 (+1%)
Total liabilities (VND billion)	2.509	2.106	-403 (-16%)
Liquidity ratio	2,86	2,64	-0,22 (-8%)
Debt-to-equity ratio	0,43	0,36	-0,07 (-17%)
ROE (Profit after tax / Equity)	2,7%	3,8%	+1,1 pp

The scale of total assets/total sources decreased by 4.2%, mainly due to the restructuring of capital sources. Total liabilities decreased significantly by 16% as the Parent Company proactively made an early repayment of VND 540 billion of the ADB loan in 2025, thereby reducing interest expense pressure; meanwhile, owners' equity increased slightly by 1%, resulting in a decrease in the debt-to-equity ratio from 0.43 to 0.36.

The liquidity position remained at a high level (2.64 times); although slightly lower compared to the previous year, it still ensures short-term liquidity safety.

Capital efficiency showed positive developments, with ROE increasing from 2.7% to 3.8%; profitability has gradually improved, albeit still at a modest level except for certain outstanding receivables at subsidiaries facing financial difficulties, overall accounts receivable were tightly controlled, with no new overdue receivables arising.

The Parent Company has fully made provisions for potential risks in accordance with regulations, thereby enhancing prudence, transparency, and financial quality.

In 2025, most key financial indicators improved simultaneously, and the Group's financial foundation continued to be strengthened, creating room for growth and reinforcing its role in financial coordination across the entire system.

c) Related-party transactions:

During 2025, certain transactions with related parties arose. All such transactions were approved within competent authority, conducted in accordance with applicable laws, and complied with disclosure requirements. **The Board of Supervisors did not record any violations, conflicts of interest, or transactions that adversely affected the legitimate rights and interests of the Group and its shareholders**

3. Capital Construction Investment Situation

Vinatex Building Office – Apartment Project (Ho Chi Minh City): The project has been completed and put into operation from early 2026. The Management Board is currently finalizing procedures for approval of project settlement, with a total settled value of VND 421 billion compared to the approved total investment of VND 483 billion

Nam Dinh Yarn Factory Project – Phase 2: The project has not yet been continued. The Board of Supervisors recommends that the Management Board promptly determine the investment plan for Phase 2 before the expiry in Q4/2026.

Que Son Textile–Garment Complex Project (Quang Nam Province): The project is currently under study for the development of a smart garment factory investment plan, expected to be implemented in Q3/2026.

The Board of Supervisors notes that the implementation **progress of certain projects remains slower than planned and recommends that the Management Board promptly develop specific solutions** to ensure investment efficiency and compliance with approved timelines.

PART IV. RESULTS OF SUPERVISION OF THE BOARD OF DIRECTORS, BOARD OF MANAGEMENT, AND COORDINATION OF ACTIVITIES

1. Supervision of the Board of Directors

In 2025, the Board of Directors issued 23 Resolutions and 13 Decisions in accordance with its authority and in compliance with applicable regulations.

The Board of Directors maintained regular coordination with the Board of Management, promptly issued appropriate decisions, and directed the implementation of the “90-day breakthrough working campaign”, thereby capitalizing on market opportunities and exceeding planned targets.

In governance activities, the Board of Directors directed the review and completion of the Charter and internal regulations, organized the General Meeting of Shareholders at

the Parent Company, and supervised the organization of such meetings at subsidiaries in accordance with regulations. In addition, the Board of Directors provided strategic orientation for key initiatives such as organizational restructuring, promotion of digital transformation, and implementation of KPIs in performance evaluation.

Risk management activities were strengthened through market analysis, forecasting, and the application of governance data systems, thereby enhancing responsiveness and proactive management.

Information disclosure was fully and timely implemented, ensuring transparency.

Overall, the activities of the Board of Directors were implemented in a synchronized manner, in compliance with regulations and closely aligned with practical conditions, contributing to improved management efficiency and strengthening the Group's governance foundation.

2. Supervision of the Board of Management

In 2025, the Board of Management proactively and flexibly implemented directives of the Board of Directors, ensuring stable operations and positive business performance across the entire system, including:

Reviewing and amending the Charter and internal rules and regulations at both the Group and its subsidiaries;

Strengthening supervision at subsidiaries, promptly addressing difficulties and coordinating financial and human resources to support stable operations across the system;

Effectively implementing industry-based management, with the Yarn-Garment segment showing clear improvement; continuously enhancing management reporting systems to better support decision-making;

Conducting evaluation of capital representatives, thereby improving the efficiency of the Group's capital management;

Maintaining and strengthening internal control and compliance, ensuring discipline, transparency, and effectiveness in governance and management.

Overall, the execution role of the Board of Management was clearly demonstrated, contributing to operational stability and improved system-wide efficiency.

3. Coordination between the Board of Supervisors – Board of Directors – Board of Management – Shareholders

During the year, coordination among the governance and supervisory bodies of the Group was smooth and effective. The Board of Directors and the Board of Management provided complete and timely information and documentation, creating favorable conditions for the Board of Supervisors to perform its duties independently and objectively.

The Board of Supervisors was invited to and attended all meetings of the Board of Directors, as well as the Group's periodic and annual review meetings. On a quarterly and annual basis, the Board of Supervisors submitted supervisory reports to both the Board of Directors and the Board of Management.

With respect to shareholders, no requests or inquiries were received from shareholders during 2025.

Through its supervisory activities, the Board of Supervisors **did not identify any material violations or abnormal issues**, and at the same time noted a clear improvement in governance quality and operational efficiency of the Group in 2025.

PART V. RECOMMENDATIONS OF THE BOARD OF SUPERVISORS

Based on the comprehensive supervisory results in 2025, the Board of Supervisors respectfully submits the following **five recommendations** to the General Meeting of Shareholders, the Board of Directors, and the Board of Management:

First, regarding market response and tariff policies: The market environment in the coming period is expected to remain subject to significant risks, particularly arising from tariff policies and the US–Iran conflict. It is recommended that the Board of Directors and the Board of Management continue to strengthen market research and forecasting, and regularly update State support policies in order to provide timely guidance to subsidiaries.

Second, regarding financially distressed units: Continue close coordination and supervision of units facing financial difficulties, with the objective of fully eliminating accumulated losses during the 2026–2030 period.

Third, regarding digital transformation: Accelerate the development of a Group-wide digital data center as a foundation for analysis, forecasting, and governance decision-making.

Fourth, regarding capital construction investment: Focus on studying and implementing the Que Son Project in accordance with the planned schedule, and clearly define the investment plan for Phase 2 of the Nam Dinh Yarn Project before the expiration of its approval timeline.

Fifth, regarding human resources: Continue to prioritize training and development of high-quality human resources for both the Group and its subsidiaries.

PART VI. OPERATIONAL ORIENTATION OF THE BOARD OF SUPERVISORS FOR 2026

The year 2026 is forecasted to continue experiencing significant fluctuations in markets and policies. The Board of Supervisors **will strengthen proactive supervision, closely linked to risk management and operational efficiency**, focusing on the following key areas:

- Supervising the Board of Directors and the Board of Management in the implementation of General Meeting of Shareholders resolutions, ensuring compliance and effectiveness;

- Reviewing periodic financial statements and supervising financial reporting and information disclosure to ensure transparency and reliability;

- Strengthening proactive and in-depth supervision, focusing on key areas such as capital management, production and business efficiency, and cost control;

- Monitoring financially distressed units, promptly issuing risk warnings and proposing remedial solutions;

- Supervising key investment projects to ensure progress, efficiency, and compliance with regulations;

- Supporting the enhancement of internal control and risk management effectiveness, associated with the improvement of data systems and management reporting;

- Strengthening training and capacity building for supervisory, finance, and accounting personnel;

- Ensuring compliance with reporting regulations and timely information provision

This is the full report of the **Board of Supervisors** on the results of supervision of Vietnam National Textile and Garment Group in 2025.

The Board of Supervisors respectfully submits this report to the General Meeting of Shareholders for consideration and approval..

Respectfully submitted./.

ON BEHALF OF
THE BOARD OF SUPERVISORS
HEAD OF THE BOARD



Tran Thi Thu Hang



**VIETNAM NATIONAL
TEXTILE & GARMENT GROUP**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. / TTr-HĐQT

Hanoi,

2026

PROPOSAL

On the Approval of the 2025 Financial Statements and Plan for the year 2026 of Vietnam National Textile and Garment Group

To: The General Meeting of Shareholders of the Vietnam National Textile and
Garment Group

*Pursuant to the Law on Enterprises dated June 17, 2020, the Law amending and
supplementing the Law on Enterprises dated June 17, 2025;*

*Pursuant to the Charter on the Organization and Operation of the Vietnam National
Textile and Garment Group approved by the General Meeting of Shareholders on June
16, 2025;*

*Pursuant to the Separate and Consolidated Financial Statements for the year
2025 of the Vietnam National Textile and Garment Group audited by KPMG Limited
Liability Company.*

The Board of Directors of Vinatex respectfully submits to the General Meeting
the Separate and Consolidated Financial Statements for 2025, including:

- Report of the General Director;
- Independent Auditor's Report No. 25-02-00220-26-1 for the Separate Financial
Statements;
- Independent Auditor's Report No. 25-02-00220-26-2 for the Consolidated
Financial Statements;
- Separate and Consolidated Balance Sheets as of December 31, 2025;
- Separate and Consolidated Income Statements for the year 2025;
- Separate and Consolidated Cash Flow Statements for the year 2025;
- Explanation to the Separate and Consolidated Financial Statements for the year
2025.

I. Business results for 2025 in the Separate and Consolidated Financial Statements:

1. Consolidated Financial Statements for 2025

1.1. Balance Sheet:

Some key indicators:



Unit: million VND

No.	Indicator	31/12/2025	01/01/2025
1	Total Assets	20.554.892	19.265.850
1.1	Short-term Assets	10.762.536	9.551.569
1.2	Long-term Assets	9.792.356	9.714.281
2	Total Liabilities and Equity	20.554.892	19.265.850
2.1	Liabilities	10.549.213	10.061.418
2.2	Owner's Equity	10.005.679	9.204.432
	- Charter Capital	5.000.000	5.000.000
	- Undistributed Post-Tax Profit	1.426.980	894.985
	- Non-controlling shareholders Interests	2.611.005	2.422.820

1.2. Income Statements

Unit: million VND

No.	Indicator	2025	2024
1	Total Revenue and Income	19.485.640	18.368.509
2	Expenses	18.005.872	17.533.417
3	Profit Before Tax	1.479.768	835.092
4	Profit After Tax	1.323.938	655.439

2. Separate Financial Statements for 2025 (Parent Company)

2.1. Balance Sheet

Some key indicators:

Unit: million VND

No.	Indicator	31/12/2025	01/01/2025
1	Total Assets	7.937.316	8.283.713
1.1	Short-term Assets	2.855.821	2.709.869
1.2	Long-term Assets	5.081.495	5.573.844
2	Total Liabilities and Equity	7.937.316	8.283.713
2.1	Liabilities	2.105.621	2.508.833
2.2	Owner's Equity	5.831.695	5.774.880
	- Charter Capital	5.000.000	5.000.000
	- Undistributed Post-Tax Profit	218.526	182.111

2.2. Income Statement:

Unit: million VND

No.	Indicator	2025	2024
1	Total Revenue and Income	2.522.731	2.241.065
2	Expenses	2.304.205	2.084.706
3	Profit Before Tax	218.526	156.359

No.	Indicator	2025	2024
4	Profit After Tax	218.526	156.359

II. Business plan for the year 2026

In 2026, the global economy is projected to continue facing multiple risks, with global growth remaining at a relatively low level compared to the pre-pandemic period. According to early 2026 updates from the International Monetary Fund (IMF), global economic growth is expected to reach approximately 3.3%, while the World Bank forecasts around 2.6%, significantly lower than the average of about 3.7% during the 2010–2019 period. The World Trade Organization (WTO) also projects global merchandise trade growth in 2026 at only around 1.9%, much lower than in 2025. Meanwhile, escalating geopolitical tensions, particularly the conflict in the Middle East since late February 2026, have driven up energy prices and transportation costs, increasing the risk of inflation resurgence and compelling central banks to maintain cautious monetary policies, thereby directly affecting consumer demand in key export markets such as the U.S. and the EU.

In addition, U.S. trade policy represents the most significant risk factor for the textile and garment industry in 2026. The temporary additional tariff of 10% under Section 122, currently imposed by the United States on multiple countries, is effective for only 150 days, while the U.S. has initiated investigations under Section 301 into trade remedy mechanisms concerning 16 economies, including Vietnam. This mechanism allows for the imposition of substantial and long-term additional tariffs on imports where the U.S. determines there are signs of trade imbalances or excess capacity.

Domestically, the sharp increase in fuel prices following the outbreak of the Middle East conflict has led to higher transportation, production, and living costs. At the same time, rising input costs in the power sector have increased the likelihood of electricity price adjustments in the near future, placing considerable pressure on the operational efficiency of textile and garment enterprises, particularly in energy-intensive segments such as spinning, weaving, and dyeing.

In the context of limited room for extensive growth in the global textile and garment market, and with the emergence of several new adverse factors in 2026 compared to 2025, such as rising energy costs, heightened geopolitical instability, and changes in U.S. trade policy, the Board of Directors has developed the 2026 business plan based on a prudent approach, closely aligned with implementation capacity and fully reflecting potential risks, particularly in the second half of the year, as follows:

1. Consolidated plan

Unit: billion VND

No.	Indicator	Actual 2025	Plan 2026	Compared Plan26/Actual25
1	Revenue and Income	19.486	20.000	102,6%
2	Before-tax profit	1.480	1.380	93,2%

2. Separated plan (Parent Company)

Unit: billion VND

No.	Indicator	Actual 2025	Plan 2026	Compared Plan 26/Actual 25
1	Revenue and Income	2.523	2.800	110%
2	Before-tax profit	219	260	119%

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration and approval./.

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

Le Tien Truong

**VIETNAM NATIONAL
TEXTILE & GARMENT GROUP**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: /TTr-HĐQT

Hanoi,

2026

PROPOSAL

On the Approval of Profit Distribution for the Year 2025

To: The General Meeting of Shareholders of the Vietnam National Textile and Garment Group

Pursuant to the business performance results of the Vietnam National Textile and Garment Group in 2025.

The Board of Directors of the Vietnam National Textile and Garment Group respectfully submits to the General Meeting of Shareholders the proposed profit distribution plan for 2025:

- + After-tax profit in 2025: 218.526.319.710 VND
- + Undistributed after-tax profit from previous years: 0 VND
- + Undistributed after-tax profit as of December 31, 2025: 218.526.319.710 VND
- + Profit available for distribution: **218.526.319.710 VND**
- + Profit distribution plan:
 - Dividend distribution at 3% of charter capital: **150.000.000.000 VND**
 - Appropriation to the Bonus and Welfare Fund: **18.526.319.710 VND**, equivalent to 8.5% of 2025 profit after tax. The specific allocations shall be considered and decided by the Board of Directors.
 - Remaining undistributed profit after tax: **50.000.000.000 VND**, expected to be used for investment in the Que Son Garment Factory.

The above is the proposed after-tax profit distribution plan for 2024 of the Vietnam National Textile and Garment Group. The Board of Directors respectfully submits it to the General Meeting of Shareholders for consideration and approval./.

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

Le Tien Truong



**VIETNAM NATIONAL
TEXTILE & GARMENT GROUP**

No:../TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi,

2026

PROPOSAL

On the approval of the Remuneration of the Board of Directors and the Board of Supervisors for 2025 and the Remuneration Plan for 2026

To: The General Meeting of Shareholders of the Vietnam National Textile and Garment Group

Pursuant to the Law on Enterprises and the Charter on Organization and Operation of Vietnam National Textile and Garment Group;

Pursuant to the Business Performance Results of Vietnam National Textile and Garment Group in 2025 and the Business Plan for 2026;

The Board of Directors of Vietnam National Textile and Garment Group hereby submits to the General Meeting of Shareholders for approval the remuneration of the Board of Directors and the Board of Supervisors of the Group for 2025 and the Remuneration Plan for 2026 as follows:

1. Remuneration of the Board of Directors and the Board of Supervisors of the Group in 2025, in accordance with Decree No. 44/2025/NĐ-CP and Decree No. 248/2025/NĐ-CP:

No.	Title	Planned Remuneration Fund as per AGM Resolution (million VND)		Actual Remuneration Fund in 2025 (million VND)	
		Number of Individuals	Amount	Number of Individuals	Amount
I	Board of Directors	7	3.024	7	2.971,7
II	Board of Supervisors	5	1.980	5	1.245,4
	Total (I+II)	12	5.004	12	4.217,1

The actual remuneration fund for the Board of Directors and the Board of Supervisors was paid based on the actual number of members and their working time (including the addition of 01 member of the Board of Directors and 01 member of the Board of Supervisors from June 2025).

2. Remuneration Plan for the Board of Directors and the Board of Supervisors of the Group in 2026, in accordance with Decree No. 248/2025/NĐ-CP:

No.	Title	Number of Individuals	Planned Remuneration Fund (million VND)
I	Board of Directors	7	3.024
II	Board of Supervisors	5	1.980
	Total (I+II)	12	5.004

The planned remuneration fund for the Board of Directors and the Board of Supervisors in 2026 is developed based on the structure of the Board of Directors comprising 7 members (2 full-time members and 5 non-executive members) and the Board of Supervisors comprising 5 members (2 full-time members and 3 non-executive members).

The Board of Directors respectfully submits this report to the General Meeting of Shareholders for consideration and approval./.

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

Le Tien Truong

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VIETNAM
TEXTILE & GARMENT
TẬP ĐOÀN
DỆT MAY
VIỆT NAM
THÀNH PHỐ HÀ NỘI

ΓTr-HDQT

On the amendments and supplements to certain provisions of the Charter on Organization and Operation of Vietnam National Textile and Garment Group and the Internal Regulations on Corporate Governance

To: The General Meeting of Shareholders of the Vietnam National Textile
and Garment Group

The Charter on Organization and Operation of the Vietnam National Textile and Garment Group (the “Charter”) and the Internal Regulations on Corporate Governance of Vinatex were approved by the General Meeting of Shareholders on June 16, 2025. Since then, the applicable laws have undergone a number of amendments and supplements, notably including the Law amending and supplementing the Law on Enterprises in 2025 and Decree No. 245/2025/ND-CP amending and supplementing Decree No. 155/2020/ND-CP guiding the implementation of the Law on Securities. In order to ensure that the Charter and the Internal Regulations on Corporate Governance of Vinatex comply with applicable laws and to further enhance the effectiveness and efficiency of the Group’s corporate governance, the Board of Directors (the “Board of Directors”) has conducted a review and proposes to amend and supplement a number of articles and clauses of the current Charter and Internal Regulations on Corporate Governance to incorporate the updated legal provisions, without altering the fundamental nature and governance objectives of Vinatex. The Board of Directors respectfully submits to the General Meeting of Shareholders (the “General Meeting of Shareholders”) for consideration and approval the following matters:

1. To approve the amendments and supplements to the Charter on Organization and Operation of the Vietnam National Textile and Garment Group (Explanatory Notes on the amendments and supplements attached hereto) and the amendments and supplements to the Internal Regulations on Corporate Governance of Vinatex.
2. Based on the approved contents under Item 1 above, to authorize the Board of Directors and the legal representative of the Group to organize the completion of the amendments and supplements to the Charter and the Internal Regulations on Corporate Governance of Vinatex (including formal and technical matters); to sign and promulgate the Charter and the Internal Regulations on Corporate Governance; and to register and/or submit the amended Charter to competent authorities and relevant parties.
3. To approve the new Charter and the new Internal Regulations on Corporate Governance of Vinatex, as amended and supplemented in accordance with Items 1 and 2 above, to replace the current Charter and Internal Regulations on Corporate Governance approved by the General Meeting of Shareholders on June 16, 2025.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval./.

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

Le Tien Truong

**EXPLANATORY NOTES ON THE AMENDMENTS AND SUPPLEMENTS TO CERTAIN PROVISIONS OF THE CHARTER ON
ORGANIZATION AND OPERATION OF VIETNAM NATIONAL TEXTILE AND GARMENT GROUP**

No	Current Charter Provisions <i>(italicized and strikethrough text indicates deleted content; amendments and supplements)</i>	Draft Amended and Supplemented Charter <i>(italicized and bold text indicates amended and supplemented content)</i>	Reason
1	Basis of reference <i>Basis of reference: – Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020 and its guiding documents; – Law on Securities No. 54/2019/QH14 adopted by the National Assembly on 26 November 2019 and its guiding documents.</i>	<i>Deleted</i>	The content has been provided under Points (d) and (e), Clause 1, Article 1 regarding definitions and interpretation of terms in the Charter.
I	CHAPTER I. DEFINITIONS AND INTERPRETATION OF TERMS IN THE CHARTER		
2	Article 1. Definitions and Interpretation of Terms in the Charter <i>v) Not provided</i>	<i>(v) “Beneficial Owner of VINATEX” means an individual who satisfies one of the following conditions:</i> <i>i. Directly owns twenty-five percent (25%) or more of the total voting shares;</i> <i>ii. Indirectly owns twenty-five percent (25%) or more of the total voting shares through another organization;</i> <i>iii. Has the power to control the adoption of at least one of the following matters: appointment, dismissal or removal of a majority or all members of the Board of Directors, the Chairman of the Board of Directors, the legal representative, or the General Director of VINATEX; amendment or supplementation of VINATEX’s Charter; changes to VINATEX’s organizational structure; reorganization or dissolution of VINATEX.</i>	Pursuant to Point (d), Clause 1, Article 1 of the Law on Enterprises (as amended and supplemented in 2025) and Article 17 of Decree No. 168/2025/NĐ-CP.
II	CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, AND TERM OF OPERATION		
3	Article 2. Name, Legal Form, Head Office, Legal Representative, Branches, Representative Offices, Business Locations, and Term of Operation of VINATEX		

No	Current Charter Provisions <i>(italicized and strikethrough text indicates deleted content; amendments and supplements)</i>	Draft Amended and Supplemented Charter <i>(italicized and bold text indicates amended and supplemented content)</i>	Reason
	1. Name and Head Office Address e) Head office: No. 25 Ba Trieu Street, <i>Hang Bai Ward</i> , Hanoi city, Vietnam	1. Name and Head Office Address e) Head office: No. 25 Ba Trieu Street, Cua Nam Ward , Hanoi City, Vietnam.	Amended in accordance with the two-tier local government system and the latest enterprise registration regulations.
III	CHAPTER III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF VINATEX		
4	Article 3. Objectives and Scope of Business		
	2. Business Lines <i>In accordance with the business lines specified in Decision No. 27/2018/QĐ-TTg;</i>	2. Business Lines <i>In accordance with the business lines specified in Decision No. 36/2025/QĐ-TTg;</i>	- Decision No. 36/2025/QĐ-TTg has replaced Decision No. 27/2018/QĐ-TTg; - The business lines are reorganized (from principal business lines to other business lines in ascending order of code numbers) for ease of reference and lookup.
IV	CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS OF VINATEX		
5	Article 11. Rights of Shareholders		
	3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights: [...] A request for convening a General Meeting of Shareholders must be made in writing and shall include the full name, contact address, nationality, and legal identification number of the individual shareholder; for organizational shareholders, the name, head office address, enterprise registration number or legal document number; the number	3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights: [...] A request for convening a General Meeting of Shareholders shall be made in writing and must include the full name, contact address, nationality, and legal identification number of the individual shareholder; for organizational shareholders, the name, head office address, enterprise registration number or other legal document	Updated in accordance with Clause 18, Article 1 of the Law on Enterprises (as amended and supplemented in 2025).

No	Current Charter Provisions <i>(italicized and strikethrough text indicates deleted content; amendments and supplements)</i>	Draft Amended and Supplemented Charter <i>(italicized and bold text indicates amended and supplemented content)</i>	Reason
	<p>of shares and the time of share registration of each shareholder; the total number of shares held by the group of shareholders and their ownership percentage in the total shares of VINATEX; and the grounds and reasons for requesting the convening of the General Meeting of Shareholders.</p> <p>The request for convening the General Meeting of Shareholders must be accompanied by documents and evidence of violations committed by the Board of Directors, the extent of such violations, or resolutions adopted beyond its authorized competence</p>	<p>number; the number of shares and the time of share registration of each shareholder; the total number of shares held by the group of shareholders and their ownership percentage in the total shares of VINATEX; and the grounds and reasons for requesting the convening of the General Meeting of Shareholders.</p> <p>The request for convening the General Meeting of Shareholders must be accompanied by documents and evidence of violations committed by the Board of Directors, the extent of such violations, or resolutions issued beyond its authorized competence.</p> <p><i>Shareholders or groups of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of a General Meeting of Shareholders.</i></p>	
6	<p>Article 12. Obligations of Shareholders</p> <p>1. Shareholders shall have the following obligations: [...] <i>i) Not stipulated.</i></p>	<p>1. Shareholders shall have the following obligations: [...] <i>i) To provide VINATEX with complete and accurate information regarding the beneficial owner of VINATEX in accordance with applicable laws within five (05) working days from the date on which such status as beneficial owner is established or from the date of any change to the information relating to the beneficial owner of VINATEX;</i></p>	<p>To supplement in accordance with the regulations on the beneficial owner of an enterprise as prescribed in Clause 2, Article 1 of the Law on Enterprises as amended and supplemented in 2025.</p>
V	CHAPTER VII. VINATEX BOARD OF DIRECTORS		
7	Article 25. Legal Status, Composition, and Term of Office		

No	Current Charter Provisions <i>(italicized and strikethrough text indicates deleted content; amendments and supplements)</i>	Draft Amended and Supplemented Charter <i>(italicized and bold text indicates amended and supplemented content)</i>	Reason
	<p>1. Status of Members of the Board of Directors [...]</p> <p>c) A member of the Board of Directors of VINATEX shall not concurrently hold membership on the board of directors of more than five (05) other companies.</p> <p>2. Composition and Term of Office</p> <p>b) The structure of the Board of Directors shall ensure that at least one-third (1/3) of its total members are non-executive members.</p>	<p>1. Status of Members of the Board of Directors [...]</p> <p>cA member of the Board of Directors of VINATEX shall not concurrently serve as a member of the Board of Directors or the Members' Council in more than five (05) other companies.</p> <p>2. Composition and Term of Office</p> <p>b) The number of non-executive members of the Board of Directors of VINATEX shall comply with the following requirements:</p> <p>i) There shall be at least one (01) non-executive member where the Board of Directors comprises from three (03) to five (05) members;</p> <p>ii) There shall be at least two (02) non-executive members where the Board of Directors comprises from six (06) to eight (08) members;</p> <p>iii) There shall be at least three (03) non-executive members where the Board of Directors comprises from nine (09) to eleven (11) members.</p> <p><i>(Concurrently, amend Point (a), Clause 1, Article 7 of the Internal Governance Regulations of VINATEX to ensure consistency between the Regulations and this Charter)</i></p>	<p>To be supplemented in accordance with Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP.</p> <p>To be amended in accordance with Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP.</p>
8	<p>Article 28. Forms of Adoption of Resolutions of the Board of Directors</p> <p>11. Resolutions/decisions adopted by written consultation: Resolutions/decisions adopted by way of written consultation of the members of the Board of Directors shall be passed on the basis of the affirmative votes of a majority of the voting members of the Board of Directors (more than 50%). Such resolutions/decisions shall be effective and have the same validity as resolutions/decisions adopted by the</p>	<p>Combine into a single Clause as follows:</p> <p>11. The adoption of resolutions/decisions of the Board of Directors may be carried out in the form of written consultation of the members of the Board of Directors or in other forms as decided by the Board of Directors. In such cases, resolutions/decisions of the Board of Directors shall be adopted upon approval by a majority of</p>	<p>To be amended to reflect the actual operations of the VINATEX Board of Directors and to ensure compliance with Clauses 9 and 12.</p>

No	Current Charter Provisions (<i>italicized and strikethrough text indicates deleted content; amendments and supplements</i>)	Draft Amended and Supplemented Charter (<i>italicized and bold text indicates amended and supplemented content</i>)	Reason
	<p>members of the Board of Directors at meetings duly convened and held in accordance with customary practice. Resolutions/decisions may be adopted by using multiple counterparts of the same document, provided that each counterpart is signed by one (01) or more members.</p> <p>12. Adoption of resolutions/decisions of the Board of Directors by other forms:</p> <p>Resolutions/decisions of the Board of Directors may be adopted through the members of the Board of Directors signing confirmation of the affirmative opinion of a majority of the voting members of the Board of Directors (more than 50%) on a submission submitted to the Board of Directors by the General Director or a person authorized or delegated by the General Director. Each member's opinion may be handwritten by such member next to his/her signature and shall be binding upon such member. Resolutions/decisions of the Board of Directors adopted in accordance with this Clause shall have the same validity and legal effect as those adopted by voting at meetings or by written consultation of the members of the Board of Directors.</p>	<p>the voting members of the Board of Directors (more than 50%).</p>	<p>Article 157 of the 2020 Law on Enterprises.</p>
VI	CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS		
9	Article 34. Duty of Honesty and Avoidance of Conflicts of Interest		
	<p>2. Members of the Board of Directors, Controllers, the General Director, and other executive officers shall be obliged to notify the Board of Directors of any potential conflict-of-interest benefits they may derive through economic entities, transactions, or other individuals. Such notification shall include:</p> <p>a) The name, head office address, business lines, enterprise registration certificate number and date of issuance, and</p>	<p>2. Members of the Board of Directors, Controllers, the General Director, and other executive officers shall be obliged to notify the Board of Directors of any potential conflict-of-interest benefits that they may derive through economic legal entities, transactions, or other individuals. Such notification shall include:</p> <p>a) The name, head office address, business lines, enterprise registration certificate number and date of issuance, and</p>	<p>To be supplemented in accordance with Clause 84, Article 1 of Decree No. 245/2025/ND-CP and Clause 2, Article 164 of the 2020 Law on Enterprises.</p>



No	Current Charter Provisions <i>(italicized and strikethrough text indicates deleted content; amendments and supplements)</i>	Draft Amended and Supplemented Charter <i>(italicized and bold text indicates amended and supplemented content)</i>	Reason
	<p>place of business registration of the enterprise in which they own shares or contributed capital; the percentage and timing of such ownership;</p> <p>b) The name, head office address, business lines, enterprise registration certificate number and date of issuance, and place of business registration of the enterprise in which their related persons jointly own or individually own shares or contributed capital representing more than ten percent (10%) of the charter capital.</p> <p>4. Pursuant to Article 167 of the Law on Enterprises, VINATEX shall only enter into the following contracts and transactions (in addition to those specified in Clause 3 of this Article) upon approval by the General Meeting of Shareholders:</p> <p>a) Contracts or transactions with a value equal to or greater than thirty-five percent (35%), or transactions resulting in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction reaching at least thirty-five percent (35%) of the total asset value recorded in the latest audited separate financial statements of VINATEX, entered into between VINATEX and any of the following parties:</p> <p>[...]</p> <p>(iii) An enterprise in which members of the Board of Directors, Controllers, the General Director, and other executive officers hold contributed capital or shares; or an enterprise in which related persons of members of the Board of Directors, Controllers, the General Director, and other executive officers jointly own or individually own shares or contributed capital representing more than ten percent (10%) of the charter capital.</p>	<p>place of business registration of the enterprise of which they are <i>the owner or</i> in which they own shares or contributed capital; the percentage and timing of such ownership;</p> <p>b) The name, head office address, business lines, enterprise registration certificate number and date of issuance, and place of business registration of the enterprise in which their related persons are <i>the owner or</i> jointly own or individually own shares or contributed capital representing more than ten percent (10%) of the charter capital.</p> <p>4. Pursuant to Article 167 of the Law on Enterprises, VINATEX shall only implement the following contracts and transactions (in addition to those specified in Clause 3 of this Article) upon approval of the General Meeting of Shareholders:</p> <p>a) Contracts or transactions with a value of thirty-five percent (35%) or more, or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total asset value recorded in the latest audited separate financial statements of VINATEX, entered into between VINATEX and any of the following parties:</p> <p>[...]</p> <p>(iii) An enterprise of which members of the Board of Directors, Controllers, the General Director, and other executive officers <i>are owners or</i> hold contributed capital or shares; or an enterprise in which related persons of members of the Board of Directors, Controllers, the General Director, and other executive officers <i>are owners</i>, jointly own, or individually own shares or contributed</p>	

No	Current Charter Provisions <i>(italicized and strikethrough text indicates deleted content; amendments and supplements)</i>	Draft Amended and Supplemented Charter <i>(italicized and bold text indicates amended and supplemented content)</i>	Reason
		capital representing more than ten percent (10%) of the charter capital.	
10	Article 35. Liability for Damages and Compensation 3. <i>Not stipulated..</i>	3. Members of the Board of Directors, Controllers, the General Director, and other executive officers shall be deemed to have fulfilled their duty of due care and shall not bear personal liability for business decisions resulting in losses or outcomes not as expected for VINATEX, provided that it can be proven that, at the time of making such decisions, they fully satisfied the following conditions: a) Lawfulness: They complied with the authority, order, and procedures for decision-making in accordance with applicable laws, this Charter, and VINATEX's internal governance regulations; b) Honesty and absence of conflict of interest: They acted honestly, objectively, and in good faith for the best interests of VINATEX and had no personal conflict of interest in such decision in accordance with Article 34 of this Charter; c) Adequacy of information: They reasonably obtained, reviewed, and assessed all necessary information, documents, and data that a prudent manager in a similar position would have considered prior to making the decision, including consultation with experts where necessary; d) Independence: The decision was made independently and prudently, without influence or coercion from any third party in a manner contrary to the interests of VINATEX. This provision shall not apply in cases where such member commits violations of law, intentionally acts	Business activities inherently involve various risks for decision-makers; therefore, it is necessary to establish a protection mechanism to encourage innovation, the development of new products, and to serve as a basis for purchasing liability insurance for individual members of the Board of Directors, Controllers, the General Director, and other executive officers of VINATEX.

No	Current Charter Provisions <i>(italicized and strikethrough text indicates deleted content; amendments and supplements)</i>	Draft Amended and Supplemented Charter <i>(italicized and bold text indicates amended and supplemented content)</i>	Reason
		<i>against the law, or seriously breaches this VINATEX Charter.</i>	



Draft

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

ON ORGANIZATION AND OPERATION

VIETNAM NATIONAL TEXTILE AND

GARMENT GROUP

VINATEX

CHARTER ADOPTED BY THE GENERAL MEETING OF SHAREHOLDERS
OF VINATEX ON .../.../2026

*Charter on the Organization and Operation of the Vietnam National
Textile and Garment Group*



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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CHARTER

ON ORGANIZATION AND OPERATION

VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

VINATEX

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TABLE OF CONTENTS

PREAMBLE	1
CHAPTER I DEFINITIONS AND TERMS IN THE CHARTER.....	1
Article 1. Definitions and Terms in the Charter.....	1
CHAPTER II NAME, FORM, HEADQUARTERS, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, AND DURATION OF OPERATIONS OF VINATEX	4
Article 2. Name, form, headquarters, legal representative, branches, representative offices, business locations, and duration of operations of VINATEX.....	4
CHAPTER III OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF VINATEX	5
Article 3. Objectives and Scope of Business	5
Article 4. Scope of Business and Operations	15
CHAPTER IV CHARTER CAPITAL AND SHARES.....	15
Article 5. Charter Capital and Shares	15
Article 6. Share Certificates	16
Article 7. Share Transfer.....	17
Article 8. Inheritance of Shares.....	17
Article 9. Share Recall	18
CHAPTER V ORGANIZATIONAL MANAGEMENT STRUCTURE.....	18
Article 10. Organizational Management Structure.....	18
CHAPTER VI SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS OF VINATEX.....	19
Article 11. Rights of Shareholders.....	19
c) The procedures for electing members of the Board of Directors and Supervisors are detailed in the Internal Regulations on VINATEX Governance and the Election Regulations approved at the General Meeting of Shareholders.	22
Article 12. Obligations of Shareholders.....	22
Article 13. General Meeting of Shareholders.....	23
Article 14. Rights and Obligations of the General Meeting of Shareholders...	25
Article 15. Authorized Representatives and Proxy Attendees	26

Article 16. Changes in Rights.....	27
Article 17. Convening the General Meeting of Shareholders, Agenda and Notice	28
Article 18. Conditions for Conducting the General Meeting of Shareholders .	30
Article 19. Procedures for Conducting and Voting at the General Meeting of Shareholders	30
Article 20. Forms of Resolution Adoption by the General Meeting of Shareholders and Conditions for Resolution Approval	32
Article 21. Minutes of the General Meeting of Shareholders	33
Article 22. Effectiveness of Resolutions of the General Meeting of Shareholders	33
Article 23. Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders	34
Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders	35
CHAPTER VII BOARD OF DIRECTORS OF VINATEX	36
Article 25. Qualifications, Composition, and Term of Office	36
1. Qualifications of Members of the Board of Directors	36
Article 26. Powers and Duties of the Board of Directors	37
Article 27. Chairperson, Vice Chairperson, and Members of the Board of Directors	40
Article 28. Forms of Decision-Making by the Board of Directors	42
CHAPTER VIII GENERAL DIRECTOR, MANAGEMENT STRUCTURE AND THE CORPORATE GOVERNANCE OFFICER OF VINATEX	44
Article 29. Management Organization.....	44
Article 30. Appointment, Removal, Dismissal, Powers and Responsibilities of the General Director.....	45
Article 31. Person in Charge of Governance of VINATEX	48
CHAPTER IX THE SUPERVISORY BOARD	49
Article 32. The Supervisory Board	49
CHAPTER X	52
RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES	52
Article 33. Duty of Care	52

Article 34. Duty of Loyalty and Avoidance of Conflicts of Interest.....	53
Article 35. Liability for Damages and Compensation	55
CHAPTER XI RIGHT TO INSPECT VINATEX'S BOOKS AND RECORDS.....	56
Article 36. Right to Inspect Books and Records	56
CHAPTER XII DISTRIBUTION OF PROFITS	57
Article 37. Dividends	57
Article 38. Distribution of After-Tax Profits	58
CHAPTER XIII BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME.....	59
Article 39. Bank Accounts	59
Article 40. Fiscal Year	59
Article 41. Accounting Regime	59
CHAPTER XIV PERIODIC REPORTING, INFORMATION DISCLOSURE RESPONSIBILITY, AND PUBLIC ANNOUNCEMENTS	59
Article 42. Annual, Semi-Annual, and Quarterly Financial Statements	59
Article 43. Information Disclosure and Public Announcements.....	60
Article 44. Annual Report	60
CHAPTER XV THE AUDIT OF VINATEX.....	60
Article 45. The Audit	60
CHAPTER XVI THE SEAL OF VINATEX.....	61
Article 46. The Seal	61
CHAPTER XVII TERMINATION OF OPERATIONS AND LIQUIDATION.....	61
Article 47. Termination of Operations.....	61
Article 48. Liquidation	61
CHAPTER XVIII INTERNAL DISPUTE RESOLUTION	62
Article 49. Internal Dispute Resolution	62
CHAPTER XIX THE PARTY ORGANIZATION AND SOCIO-POLITICAL ORGANIZATIONS	63
Article 50. The Party Organization and Socio-Political Organizations	63
CHAPTER XX RELATIONSHIP WITH SUBSIDIARIES AND AFFILIATES....	63
Article 51. Capital invested by VINATEX in other enterprises	63

Article 52. Relationship with Subsidiaries Being Single-Member Limited Liability Companies.....	63
Article 53. Relationship with Subsidiaries that are Joint Stock Companies or Limited Liability Companies with Two or More Members.....	65
Article 54. Relationship with Affiliates	66
Article 55. Relationship with Public Service Units.....	67
Article 56. Standards and Conditions of VINATEX's Capital Representative at Other Enterprises	67
Article 58. Use of the Group's Brand Name.....	68
Article 59. Use of Shared Services	68
Article 60. Management Agreement with Member Units.....	68
CHAPTER XXI AMENDMENTS AND SUPPLEMENTS TO THE CHARTER..	69
Article 61. Amendments and Supplements to the Charter.....	69
CHAPTER XXII EFFECTIVE DATE.....	69
Article 62. Effective Date.....	69

PREAMBLE

The Charter on Organization and Operation of the Vietnam National Textile and Garment Group serves as the legal basis for all activities of the Group as a joint stock company in accordance with the Law on Enterprises. This Charter, together with the resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors, and other decisions duly issued by the Group in compliance with applicable laws, shall constitute the binding rules and regulations governing the Group's business operations.

This Charter is adopted pursuant to a resolution of the General Meeting of Shareholders dated ... [month] ..., 2026 (hereinafter referred to as the "Charter") and is made in both Vietnamese and English. In the event of any discrepancy between the English version and the Vietnamese version, the Vietnamese version shall prevail.

CHAPTER I

DEFINITIONS AND TERMS IN THE CHARTER

Article 1. Definitions and Terms in the Charter

1. Unless otherwise provided by the provisions or the context of this Charter, the following terms shall have the meanings as prescribed below:

a) "The Group" or "Vietnam National Textile and Garment Group" as referred to in this Charter means the "VIETNAM NATIONAL TEXTILE AND GARMENT GROUP – PARENT COMPANY," international trade name: VIETNAM NATIONAL TEXTILE AND GARMENT GROUP; abbreviation: VINATEX;

b) "Business Area" means the geographical scope where the Group carries out its production and business activities, including within and outside the territory of Vietnam;

c) "Charter Capital" means the total par value of all types of shares sold as regulated in Article 5 of this Charter;

d) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any amended, supplemented or replaced Laws (if any) at relevant times;

e) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any amended, supplemented or replaced Laws (if any) at relevant times;

f) "Managers" means:

i. Chairman of the Board of Directors, Vice Chairman of the Board of Directors, and members of the Board of Directors;

ii. Enterprise executives, including:

- General Director, Deputy General Director, Executive Director, Chief Accountant;
- Other individuals holding management positions (authorized persons representing VINATEX to sign transactions on behalf of VINATEX) as decided by the Board of Directors from time to time.

g) "Establishment Date" means the date recorded in the initial Enterprise Registration Certificate of the Group operating under the form of a joint stock company;

h) "Law" means all legal normative documents as prescribed in Article 4 of the Law on Promulgation of Legal Documents No. 64/2025/QH13 passed by the National Assembly on February 19, 2025, and any amended, supplemented or replaced laws (if any) at relevant times;

i) "Related Person" means any individual or organization defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

j) "Shareholder" means an individual or organization owning at least one (01) share of VINATEX;

k) "Operating Term" means the term of operation of VINATEX as prescribed in Article 2 of this Charter and may be changed by a resolution of the General Meeting of Shareholders;

l) "Vietnam" means the Socialist Republic of Vietnam;

m) "Authorized Representative" means a person authorized by a Shareholder who is an organization through written authorization or other lawful forms of authorization to exercise the Shareholder's rights in accordance with the Law;

n) "Authorized Attendee" means a person authorized by a Shareholder (organization or individual) or the Authorized Representative of the Shareholder to attend and vote at the General Meeting of Shareholders;

o) "Branch" means a dependent unit of VINATEX, legally established in Vietnam or abroad, tasked with performing all or part of VINATEX's functions, including authorized representation functions. The business sectors and industries of the Branch must be consistent with those of VINATEX;

p) "Representative Office" means a dependent unit of VINATEX tasked with representing VINATEX's interests and protecting such interests on authorization. The organization and operation of the Representative Office comply with legal regulations;

q) "Subsidiary" of VINATEX means a company falling under one of the following cases:

i. VINATEX owns over fifty (50)% of the charter capital or the total number of common shares of that company;

ii. VINATEX has the direct or indirect right to appoint the majority or all members of the Board of Directors, Director, or General Director of that company;

iii. VINATEX has the right to decide on amendments and supplements to the Charter of that company.

r) "Affiliate" means a company in which VINATEX owns shares or capital contributions that do not fall under the cases prescribed in point (q) clause 1 of this Article, and is bound by rights and obligations with VINATEX according to the contributed capital ratio or the association contract signed between that company and VINATEX. An Affiliate may be organized as a Joint Stock Company, a Multi-member Limited Liability Company, or a company operating abroad;

s) "Non-business unit" refers to training schools, research institutes, medical centers, museums, and other non-business units established and invested in by VINATEX for infrastructure construction, ensuring operational funding by VINATEX's capital, and operating in accordance with the Law;

t) "Internal Governance Regulations of VINATEX" means the internal corporate governance regulations of VINATEX developed by the Board of Directors and submitted to the General Meeting of Shareholders for approval, which regulate the management and administration of VINATEX in compliance with applicable laws at each time;

u) "Major Shareholder" means a Shareholder owning five percent (05%) or more of the total voting shares of VINATEX.

v) **"Beneficial Owner of VINATEX"** means an individual who satisfies any of the following conditions:

i. **An individual who directly owns twenty-five percent (25%) or more of the total voting shares;**

ii. **An individual who indirectly owns, through another organization, twenty-five percent (25%) or more of the total voting shares;**

iii. **An individual who has the power to control the adoption of at least one of the following matters: the appointment, removal or dismissal of the majority or all members of the Board of Directors, the Chairman of the Board of Directors, the legal representative, or the General Director of VINATEX; amendments or supplements to the Charter of VINATEX; changes to the organizational structure of VINATEX; or the reorganization or dissolution of VINATEX.**

2. The headings (chapters, articles) in this Charter are included for convenience of reference only and shall not affect the nature of the content and structure of the Charter.

3. Terms or expressions defined in the Law on Enterprises or the Law on Securities (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

4. Any provision or document referenced in this Charter shall include any amendments, supplements, or replacements of such provision or document.

CHAPTER II

NAME, FORM, HEADQUARTERS, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, AND DURATION OF OPERATIONS OF VINATEX

Article 2. Name, form, headquarters, legal representative, branches, representative offices, business locations, and duration of operations of VINATEX

1. Name and address of the head office

a) Vietnamese name: **Tập đoàn Dệt May Việt Nam;**

b) Type of entity: **Joint Stock Company;**

c) International trading name: **VIETNAM NATIONAL TEXTILE AND GARMENT GROUP;**

d) Abbreviation: **VINATEX;**

e) Head office address: No. 25 Ba Trieu Street, **Cua Nam** Ward, Hanoi City, Vietnam;

f) Telephone: (84.24) 38257700; Fax: (84.24) 38262269;

g) Website: www.vinatex.com.vn

2. Vietnam National Textile and Garment Group (VINATEX) has legal status under Vietnamese law from the date of issuance of the Enterprise Registration Certificate; possesses its own seal; is entitled to open bank accounts as prescribed by law; is organized and operates pursuant to the Charter of the Group, in accordance with the Enterprise Law and relevant legal provisions.

3. VINATEX has one (01) legal representative, who is the General Director. The rights, obligations, and responsibilities of the legal representative of VINATEX shall be implemented in accordance with the provisions of Article 30 of this Charter.

4. VINATEX may establish Branches, Representative Offices, and Business Locations; may divide, split, merge, consolidate, or convert its subordinate units within the business area to achieve the Group's objectives, in accordance with resolutions of the General Meeting of Shareholders, the Board of Directors, and applicable laws.

5. The duration of operation of VINATEX is indefinite unless otherwise decided by the General Meeting of Shareholders.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF VINATEX

Article 3. Objectives and Scope of Business

1. Objectives:

To develop VINATEX into a destination capable of providing turnkey green solutions for corporate customers in the global supply chain of the world's textile and garment industry, with a leading scale in Vietnam and the region.

2. Scope of Business:

No.	Industry Code	Business Line
I	Principal Business Activities	
1	1311	Manufacture of fibers..
2	4641	Wholesale of textiles, garments and footwear. Details: - Wholesale of blankets, mosquito nets, curtains, bed sheets, pillows and other textile products; - Wholesale of garments; - Wholesale of footwear.
II	Other Business Lines	
3	0116	Growing of fiber crops.
4	0129	Growing of other perennial crops.
5	0220	Logging.
6	1079	Manufacture of other food products n.e.c. Details: - Processing and preliminary processing of agricultural, forestry and fishery products.
7	1312	Weaving of textiles.
8	1313	Finishing of textiles.
9	1391	Manufacture of knitted, crocheted and nonwoven fabrics.

No.	Industry Code	Business Line
10	1392	Manufacture of made-up textile articles, except apparel.
11	1393	Manufacture of carpets, rugs, blankets and mattresses
12	1399	Manufacture of other textiles n.e.c.. Details: - Manufacture of stretch fabrics; - Manufacture of other textile products.
13	1410	Manufacture of wearing apparel (except fur apparel). Details: - Manufacture of garments using any materials, including coated, covered or rubberized fabrics; - Manufacture of protective workwear; - Manufacture of outerwear for men, women and children such as: shirts, pullovers, shorts, underwear, pajamas, nightwear, lab coats, etc.
14	1430	Manufacture of knitted and crocheted apparel.
15	1811	Printing.
16	3290	Other manufacturing n.e.c Details: - Manufacture of fire-resistant and protective clothing; - Manufacture of asbestos garments (e.g. fire protection suits).
17	3512	Production of electricity from renewable energy sources. Details: - Solar power.
18	3600	Water collection, treatment and supply. Details: - Extraction of water from rivers, lakes and groundwater,...; - Water treatment for supply;

No.	Industry Code	Business Line
		- Water treatment for industrial and other uses.
19	3700	Sewerage and wastewater treatment. Details: - Wastewater treatment.
20	3811	Collection of non-hazardous waste. Details: - Collection of industrial waste outputs.
21	3821	Treatment and disposal of non-hazardous waste. Details: - Treatment and disposal of non-hazardous waste (excluding energy recovery).
22	3830	Materials recovery. Details: - Recycling of metal waste; - Recycling of non-metal waste.
23	3900	Remediation activities and other waste management services. Details: - Decontamination of industrial plants and zones; - Remediation and cleaning of contaminated surface water.
24	4299	Construction of other civil engineering projects. Details: - Construction of non-residential structures.
25	4321	Electrical installation. Details: - Installation, repair and maintenance of electrical systems.
26	4632	Wholesale of food.

No.	Industry Code	Business Line
		<p>Details:</p> <ul style="list-style-type: none"> - Wholesale of meat, seafood, vegetables, coffee, tea, sugar, dairy products, confectionery and grain-based products,...
27	4633	<p>Wholesale of beverages.</p> <p>Detail:</p> <ul style="list-style-type: none"> - Wholesale of alcoholic beverages.
28	4634	<p>Wholesale of tobacco products.</p> <p>Detail:</p> <ul style="list-style-type: none"> - Wholesale of tobacco products and related items such as cigarettes, cigars, electronic cigarettes, lighters, pipes and rolling devices.
29	4649	<p>Wholesale of other household goods.</p> <p>Detail:</p> <ul style="list-style-type: none"> - Wholesale of perfumes, cosmetics and hygiene products; - Wholesale of books, newspapers, magazines and stationery.
30	4651	<p>Wholesale of computers, peripheral equipment and software.</p> <p>Details:</p> <ul style="list-style-type: none"> - Wholesale of computers, peripheral equipment; - Wholesale of pre-packaged software without customization.
31	4652	Bán buôn thiết bị và linh kiện điện tử, viễn thông.
32	4659	<p>Wholesale of other machinery, equipment and supplies</p> <p>Details:</p> <ul style="list-style-type: none"> - Wholesale of office machinery (excluding computers); - Wholesale of electrical wires, switches and installation equipment; - Wholesale of textile and garment machinery;

No.	Industry Code	Business Line
		- Wholesale of measuring instruments.
33	4661	Wholesale of motor vehicles Details: - Wholesale of passenger cars (up to 9 seats); - Wholesale of other motor vehicles.
34	4663	Wholesale of motorcycles and related parts and accessories Details: - Wholesale of motorcycles; - Wholesale of parts and accessories of motorcycles.
35	4673	Wholesale of construction materials and installation equipment.
36	4679	Other specialized wholesale n.e.c. Details: - Wholesale of textile fibers; - Wholesale of spun yarn; - Wholesale of garment accessories, including interlining (mex), shoulder pads, hair canvas, zippers, etc.,...
37	4771	Retail sale of garments, footwear, leather and imitation leather goods. Details: - Retail sale of garments; - Retail sale of garment accessories such as gloves, scarves, socks, ties, belts, etc.; - Retail sale of footwear; - Retail sale of leather and imitation leather products.
38	4773	Retail sale of other new goods n.e.c. (excluding motor vehicles, motorcycles and related parts). Details:

No.	Industry Code	Business Line
		- Retail sale of cleaning and sanitation products such as brooms, brushes, cloths, etc,...;
39	4933	Freight transport by road. Details: - General cargo transport; - Heavy cargo and container transport.
40	5210	Warehousing and storage Details: - Storage and warehousing of goods in general warehouses; - Storage of goods in bonded warehouses.
41	5225	Supporting direct services for road transport. Details: - Management and operation of parking facilities.
42	5232	Intermediary services for passenger transport. Details: - Brokerage services for the purchase and sale of airline tickets.
43	5510	Short-term accommodation services. Detail: - Hotel services.
44	5610	Restaurants and mobile food service activities. Details: - Restaurants and eateries; - Restaurant services within hotels.
45	5819	Other publishing activities Details: - Publishing of manuals and other documents; - Publishing of statistical data or other information;

No.	Industry Code	Business Line
		- Publishing in print, electronic, digital or other forms.
46	6190	Other telecommunications activities.
47	6810	<p>Real estate activities with own or leased property.</p> <p>Details:</p> <ul style="list-style-type: none"> - Leasing of non-residential real estate such as offices, retail spaces, commercial centers, factories, exhibition areas and warehouses; - Investment and development of infrastructure, industrial parks and urban areas, including real estate business under ownership or lease; development of housing, industrial zones and urban areas; leasing of factories and offices; provision of housing rental services; investment in postal and telecommunications infrastructure; construction, management and operation of markets and commercial centers.
48	7120	<p>Technical testing and analysis.</p> <p>Details:</p> <ul style="list-style-type: none"> - Inspection, testing and quality control of textile materials, chemicals, dyes and textile products; - Testing and certification of cotton seeds and other agricultural seeds; - Quality testing of cotton and fibers for production and research purposes.
49	7310	<p>Advertising.</p> <p>Details:</p> <ul style="list-style-type: none"> - Creation and placement of advertisements in newspapers, magazines, radio, television, internet and other media; outdoor advertising such as billboards, panels, display windows, showrooms, vehicles, etc.; aerial advertising; distribution of advertising materials; provision of advertising spaces; website design and layout,...;

No.	Industry Code	Business Line
		- Conducting advertising campaigns and related services such as promotion, point-of-sale marketing, direct marketing and marketing consultancy...
50	7410	Specialized design activities. Details: - Fashion design relating to textiles, garments, footwear, jewelry, furniture and interior decoration, as well as personal and household goods; - Graphic design; - Interior decoration.
51	7499	Other professional, scientific and technical activities n.e.c. Details: - Commercial brokerage; - Environmental and energy-saving consultancy.
52	7710	Renting and leasing of motor vehicles. Details: - Car rental; - Rental of other motor vehicles.
53	7730	Renting and leasing of machinery, equipment and tangible goods without operator. Details: - Leasing of office machinery without operator ; - Leasing of other machinery and equipment n.e.c.
54	7740	Leasing of non-financial intangible assets. Details: - Licensing of non-financial intangible assets with royalties or license fees ; - Leasing of other non-financial intangible assets, excluding copyrights.
55	7912	Tour operator activities.

No.	Industry Code	Business Line
		<p>Details:</p> <ul style="list-style-type: none"> - Travel services; - Domestic tour operations.
56	8210	<p>Office administrative and support activities.</p> <p>Details:</p> <ul style="list-style-type: none"> - Other office support services.
57	8230	<p>Organization of trade promotion and events.</p> <p>Details:</p> <ul style="list-style-type: none"> - Organization, promotion and management of exhibitions, trade fairs, corporate events, conferences and seminars.
58	8292	<p>Packaging activities.</p> <p>Details:</p> <ul style="list-style-type: none"> - Packaging of solid goods; - Parcel and gift packaging.
59	8299	<p>Other business support service activities n.e.c.</p> <p>Details:</p> <ul style="list-style-type: none"> - Import and export of textile and garment products (including cotton, fibers, knitted goods, sewing threads, towels, wool, carpets, jute, silk materials), machinery, spare parts, accessories, chemicals and dyes; - Provision of commercial and industrial-related services; - Entrusted trading of petroleum products; - Overseas investment and representation of foreign companies in Vietnam.
60	8531	<p>Short-term vocational training.</p> <p>Details:</p> <ul style="list-style-type: none"> - Provision of short-term training programs (from 3 months to under 1 year) with a minimum of 300 training hours.

No.	Industry Code	Business Line
61	8532	<p>Intermediate vocational training</p> <p>Details:</p> <ul style="list-style-type: none"> - Provision of intermediate-level vocational training programs enabling learners to perform tasks at the elementary level and to undertake certain tasks of a more complex nature within a specific trade or profession; learners shall be capable of applying technical and technological knowledge in practice, working independently and in teams. The duration of intermediate-level training programs shall range from one (01) to two (02) academic years, depending on the specialization or trade, for individuals holding at least a lower secondary school diploma.
62	8533	<p>College-Level Training</p> <p>Details:</p> <ul style="list-style-type: none"> - Provision of college-level training programs enabling learners to perform tasks at the intermediate level and to address complex professional tasks; learners shall possess the ability to innovate, apply advanced technologies in their work, and guide and supervise others within a team. The duration of college-level training programs shall range from two (02) to three (03) academic years, depending on the specialization or trade, for individuals holding a high school diploma; or from one (01) to two (02) academic years for individuals holding an intermediate-level qualification in the same field, together with a high school diploma or equivalent general education completion.
63	9329	<p>Other Amusement and Recreation Activities.</p> <p>Details:</p> <ul style="list-style-type: none"> - Operation of billiard halls; - Operation of bowling centers; - Other amusement and recreational activities not elsewhere classified, excluding amusement parks and theme parks.

Article 4. Scope of Business and Operations

1. VINATEX is permitted to plan and carry out all business activities in accordance with its Enterprise Registration Certificate and this Charter, in compliance with current laws, and to implement appropriate measures to achieve VINATEX's objectives.
2. VINATEX may engage in other business activities not prohibited by law and approved by the General Meeting of Shareholders.

CHAPTER IV CHARTER CAPITAL AND SHARES

Article 5. Charter Capital and Shares

1. At the time of adoption of this Charter, the Charter Capital of VINATEX is five trillion (5,000,000,000,000) VND. The Charter Capital is divided into five hundred million (500,000,000) shares, with a par value of ten thousand VND (10,000 VND) per share.
2. All shares of VINATEX at the time of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Articles 11 and 12 of this Charter.
3. VINATEX may change its Charter Capital only with the approval of the General Meeting of Shareholders and in accordance with legal regulations, except as provided in Clauses 7 and 8 of this Article.
4. Upon approval of the General Meeting of Shareholders, VINATEX may issue preference shares in accordance with applicable laws.
5. Newly issued ordinary shares shall be offered first to exist shareholders in proportion to their current shareholding in VINATEX, unless otherwise provided by the General Meeting of Shareholders. VINATEX must notify the shareholders of the offer, clearly stating the number of shares offered and a reasonable subscription period (not less than twenty-one (21) days). Any shares not subscribed for within the notified period shall be under the control of the Board of Directors, who may distribute or gift the purchase rights to such shares to other parties, under terms and conditions deemed appropriate by the Board, provided that the shares are not sold under more favorable conditions than those offered to the shareholders, unless otherwise approved by the General Meeting of Shareholders or as required by securities laws.
6. VINATEX may repurchase its own shares in any manner permitted by law and, where appropriate, within the authority set forth in this Charter and the Law on Enterprises. Any shares repurchased (treasury shares) may be re-offered by the Board

of Directors in a manner approved by the General Meeting of Shareholders and in accordance with applicable laws.

7. With the approval of the General Meeting of Shareholders, the Board of Directors may issue convertible bonds and bonds with warrants, allowing the warrant holders to purchase shares in accordance with applicable laws.

8. Charter Capital may be increased without further approval from the General Meeting of Shareholders in the following case:

If the General Meeting of Shareholders has approved a plan for the issuance of convertible bonds and/or bonds with warrants that allow the holders to purchase shares of VINATEX, such approval shall be deemed to include the approval for the corresponding adjustment of Charter Capital at the time when the bondholders exercise their conversion or subscription rights in accordance with the approved issuance plan. In this case, the Charter Capital of VINATEX shall be automatically increased in proportion to the number of shares converted or subscribed for, without requiring additional approval from the General Meeting of Shareholders. The Board of Directors shall be deemed authorized by the General Meeting of Shareholders to carry out all necessary procedures for the corresponding Charter Capital adjustment.

Article 6. Share Certificates

1. A share is a certificate issued by VINATEX, an entry in the shareholder register, or electronic data confirming ownership of one or more shares in VINATEX. Shares must contain the main contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

2. Preferred shares (if any) issued by VINATEX must contain additional information as stipulated in Articles 116, 117, and 118 of the Law on Enterprises.

3. Except as provided in Clause 7 of this Article, shareholders of VINATEX are entitled to be issued share certificates or confirmations corresponding to the number and type of shares they own within thirty (30) days from the date of fully submitting the application for share transfer as prescribed by VINATEX or the date of full payment for share purchases as specified in VINATEX's share issuance plan. Shareholders shall not be required to pay for the printing of share certificates.

4. In case only a portion of shares in a share certificate is transferred, the old certificate shall be canceled and a new certificate reflecting the remaining shares will be issued free of charge to the shareholder.

5. If a share certificate is lost, destroyed, or otherwise damaged, the shareholder may request VINATEX to reissue the certificate. The shareholder's request must include the following:

a) Information about the lost, destroyed, or damaged certificate;

b) A commitment to take responsibility for any disputes arising from the reissuance.

6. Unless otherwise provided by relevant laws, all share, bond, or other security certificates of VINATEX (excluding offering letters, temporary certificates, and similar documents) shall bear the seal and specimen signature of VINATEX's legal representative.

7. Within the framework of applicable laws and the securities market, VINATEX may issue shares in uncertificated form and allow their transfer. The Board of Directors may also, from time to time, enact other rules replacing those specified in this Article regarding share certificates and transfer.

Article 7. Share Transfer

1. All ordinary shares are freely transferable unless otherwise prescribed by law. The transferor remains the owner of the relevant shares until the transferee's name is recorded in VINATEX's shareholder register. Shares registered for trading/listed on the Stock Exchange shall be transferred in accordance with the Law on Securities and the securities market.

2. Unpaid shares cannot be transferred and do not entitle the holder to benefits such as dividends, bonus shares, rights to purchase newly issued shares, or other rights under applicable laws.

3. Transfer of preferred shares (if any) shall be governed by separate provisions applicable to each type of preferred share.

Article 8. Inheritance of Shares

1. VINATEX respects the right to inheritance of shares. Inheritance shall be handled in accordance with the Civil Code and other applicable laws.

2. In the event a shareholder who is a natural person dies, VINATEX recognizes the following individuals as the rightful owners of the deceased's shares:

a) Heirs under a will or under the law;

b) In cases where multiple individuals inherit the shares of the deceased shareholder, they must appoint one (01) person to act as the sole representative owner by means of a notarized power of attorney, and must comply with the provisions of this Charter. VINATEX shall not be responsible for resolving disputes among the heirs..

3. Upon lawful acquisition or inheritance of shares, the heir shall register as the new owner and enjoy all rights and obligations of a shareholder, including liabilities affiliates with the inherited shares.

4. Shares owned by members of the Board of Directors and Supervisors are inheritable in accordance with the provisions of the law and the VINATEX Charter. However, the heir of such shares does not automatically inherit the rights as a member of the Board of Directors or Supervisor.

Article 9. Share Recall

1. If a Shareholder fails to pay in full and on time the amount for purchasing shares as stipulated by the Enterprise Law, the Board of Directors may at any time send a notice to such Shareholder requesting payment of the outstanding amount together with accrued interest (if any) on that amount and any costs incurred due to non-payment to VINATEX.

The payment notice must clearly specify the payment deadline (at least 07 days from the date of sending the notice), the payment location, and must clearly state that if payment is not made as required, the unpaid shares will be subject to repurchase.

2. If the requirements of any such notice are not fulfilled, the Board of Directors may repurchase all shares referred to in that notice at any time before the Shareholder makes full payment of all amounts due, accrued interest, and related costs. This repurchase shall include all declared dividends on the repurchased shares that have not actually been paid up to the date of repurchase. The Board of Directors may accept the delivery of the repurchased shares in accordance with Clause 4 of this Article and other cases provided in this Charter.

3. Shares repurchased are considered shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors of VINATEX may directly or by authorization sell or redistribute such shares under conditions and methods deemed appropriate by the Board of Directors.

4. Shareholders holding repurchased or delivered shares shall forfeit their shareholder status for those shares but remain responsible for paying VINATEX all amounts related to such shares that are payable to VINATEX at the time of repurchase or delivery, plus interest at the rate prescribed by the Board of Directors' resolution from the date of repurchase or delivery until payment is made. The Board of Directors has full authority to enforce full payment of the share value at the time of repurchase or delivery and may waive or reduce part or all of such payment. A repurchase notice shall be sent to the holder of the repurchased shares prior to the repurchase date. The repurchase remains effective even in cases of error or negligence in sending the notice.

CHAPTER V ORGANIZATIONAL MANAGEMENT STRUCTURE

Article 10. Organizational Management Structure

The organizational management structure of VINATEX includes:

- a) General Meeting of Shareholders;
- b) Board of Directors;
- c) Board of Supervisors;
- d) General Director.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS OF VINATEX

Article 11. Rights of Shareholders

1. Shareholders are the owners of VINATEX and shall have the rights and obligations corresponding to the number and types of shares they own. Shareholders shall only be liable for the debts and other financial obligations of VINATEX within the scope of the shares they own.

2. Holders of ordinary shares shall have the following rights:

a) To attend and speak at General Meetings of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through an authorized representative attending the meeting or by exercising voting rights by sending voting ballots via postal mail or voting at online conferences, electronic voting, or other electronic forms. Each common share has one vote.

b) To receive dividends at a rate determined by the General Meeting of Shareholders;

c) To freely transfer fully paid shares in accordance with Article 7 of this Charter and the prevailing laws;

d) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares they own;

e) To review, look up, and extract information about names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information;

f) To review, inspect, extract, or copy the Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

g) In the event of dissolution or bankruptcy of VINATEX, to receive a portion of the remaining assets in proportion to the capital contributed to VINATEX after it has settled all debts (including obligations to the state, taxes, fees) and payments to holders of other classes of shares in accordance with the law;

h) To request VINATEX to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type shall confer equal rights, obligations, and interests on the shareholder. If VINATEX issues preferred shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have access to periodic and ad-hoc information disclosed by VINATEX in accordance with the law;

k) To have their lawful rights and interests protected; to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed in this Charter and by law.

3. Shareholders or groups of Shareholders holding five (05)% or more of the total number of common shares have the following rights:

a) To request the convening of a General Meeting of Shareholders in the following cases:

i. The Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond its delegated authority;

ii. Other cases as provided in this Charter.

Request to convene a General Meeting of Shareholders must be made in writing and must include the full name, contact address, nationality, legal personal identification number for individual Shareholders; the name, head office address, enterprise code, or legal document number for organizational Shareholders; the number of shares and the time of share registration of each Shareholder, the total number of shares of the entire group of Shareholders, and the ownership ratio in the total number of shares of VINATEX; the basis and reasons for requesting the convening of the General Meeting of Shareholders.

Supporting documents and evidence of the Board of Directors' violations or excessive decisions must accompany the request.

Shareholders or a group of Shareholders shall bear full responsibility before the law for the accuracy and truthfulness of the documents and evidence submitted to competent authorities when requesting the convening of a General Meeting of Shareholders.

b) To review, inspect, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions requiring approval by the Board of Directors, and other documents except those relating to trade or business secrets of VINATEX;

c) To examine and receive copies or extracts of the list of shareholders eligible to attend and vote at the General Meeting of Shareholders;

d) To request the Supervisory Board to inspect each specific issue related to the management and administration of VINATEX's operations when deemed necessary. The request must be in writing; must include the full name, contact address, nationality, legal personal identification number for individual Shareholders; the name, head office address, enterprise code, or legal document

number for organizational Shareholders; the number of shares and the time of share registration of each Shareholder, the total number of shares of the entire group of Shareholders, and the ownership ratio in the total number of shares of VINATEX; the issue to be inspected, the purpose of the inspection;

e) To propose issues to be included in the agenda of the General Meeting of Shareholders;

f) Other rights as stipulated in this Charter and the Law.

4. Shareholders or groups of shareholders holding ten (10)% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Shareholders or groups of shareholders holding:

i. From ten (10)% to less than twenty (20)% may nominate up to one (01) candidate;

ii. From twenty (20)% to less than thirty (30)% may nominate up to two (02) candidates;

iii. From thirty (30)% to less than forty (40)% may nominate up to three (03) candidates;

iv. From forty (40)% to less than fifty (50)% may nominate up to four (04) candidates;

v. From fifty (50)% to less than sixty (60)% may nominate up to five (05) candidates;

vi. From sixty (60)% to less than seventy (70)% may nominate up to six (06) candidates;

vii. From seventy (70)% to less than eighty (80)% may nominate up to seven (07) candidates;

viii. From eighty (80)% to less than ninety (90)% may nominate up to eight (08) candidates.

b) In case the number of candidates nominated by Shareholders or groups of Shareholders for election to the Board of Directors and the Supervisory Board is insufficient, the incumbent Board of Directors and Supervisory Board may nominate additional candidates and must be approved by the General Meeting of Shareholders before the election is held.

c) The procedures for electing members of the Board of Directors and Supervisors are detailed in the Internal Regulations on VINATEX Governance and the Election Regulations approved at the General Meeting of Shareholders.

Article 12. Obligations of Shareholders

1. Shareholders shall have the following obligations:

a) To comply with this Charter and VINATEX's internal corporate governance regulations; to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

b) To attend the General Meeting of Shareholders and exercise the right to vote through one of the following methods:

i. Attending and voting directly at the meeting;

ii. Authorizing another person to attend and vote at the meeting;

iii. Attending and voting via online meeting, electronic voting, or other electronic means;

iv. Sending voting ballots to the meeting by mail, fax, or email.

c) To pay in full for the shares registered for subscription in accordance with prescribed procedures; to be liable for debts and other property obligations of VINATEX within the amount of capital contributed to VINATEX. Shareholders may not withdraw capital contributed to the form of ordinary shares from VINATEX in any form, except in cases where the shares are repurchased by VINATEX or by another person. In case a shareholder withdraws part or all the share capital in contravention of this provision, such shareholder and any related beneficiary within VINATEX shall be jointly liable for the debts and other property obligations of VINATEX within the value of the withdrawn shares and any resulting damages;

d) To provide accurate addresses when registering to purchase shares and to promptly notify VINATEX of any changes to the registered information;

e) To bear personal liability when acting on behalf of VINATEX in any form to perform any of the following acts;

f) To bear personal liability when acting on behalf of VINATEX in any form to perform any of the following acts:

i. Violation of the law;

ii. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;

iii. Making payments of undue debts in the event of potential financial risks to VINATEX;

g) To personally bear the costs when directly or jointly requesting the convening of the General Meeting of Shareholders based on inappropriate reasons or grounds.

h) To maintain the confidentiality of information provided by VINATEX in accordance with this Charter and the law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; it is strictly prohibited to disseminate, copy, or send such information to other organizations or individuals;

i) **To fully and accurately provide information on the Beneficial Owner of VINATEX in accordance with applicable laws to VINATEX within five (05) working days from the date of becoming a Beneficial Owner or from the date of any change in such Beneficial Owner information.**

k) To fulfill other obligations as stipulated in this Charter and by law.

2. Major shareholders shall have the following additional obligations:

a) Any organization or individual becoming a major shareholder of VINATEX must report to VINATEX, the State Securities Commission, and the stock exchange where VINATEX's shares are traded/listed within five (05) working days from the date of becoming a major shareholder. Ownership reports of major shareholders shall be made in accordance with the securities law;

- Major shareholders shall not abuse their dominant position to cause harm to the rights and interests of VINATEX or other shareholders;

- Major shareholders shall be obligated to disclose information in accordance with the law.

b) In the event of any change in share ownership crossing the threshold of one (01)% of the voting shares, major shareholders shall disclose information and report to VINATEX, the State Securities Commission, and the stock exchange where VINATEX's shares are traded/listed within five (05) working days from the date of such change in accordance with the securities law;

c) The provisions under Points (a) and (b) of this Clause shall also apply to Related Persons who own five (05)% or more of VINATEX's voting shares;

d) The provisions under Points (a), (b), and (c) of this Clause do not apply to entities that do not actively conduct transactions in the event of a change in the ownership ratio of voting shares arising from VINATEX's repurchase of its own shares or VINATEX's additional issuance of shares.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of VINATEX. The General Meeting of Shareholders shall convene annually once (01) per year and must be held within four (04) months from the end of the fiscal year; this period may be extended but not exceeding six (06) months from the end of the fiscal year, as decided by the Board of Directors. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is

determined as the place where the chairperson of the meeting attends and must be within the territory of Vietnam.

2. The Board of Directors shall organize the convening of the Annual General Meeting of Shareholders and select a suitable meeting location within the territory of Vietnam. The Annual General Meeting of Shareholders shall decide on matters stipulated by Law and this Charter, in particular, the approval of the audited annual financial statements. In case the auditor's report on VINATEX's annual financial statements contains material exceptions, adverse opinions, or disclaimers, VINATEX must invite a representative of the approved independent auditing company to audit the financial statements to attend the Annual General Meeting of Shareholders, and the representative of the approved independent auditing company shall be responsible for attending VINATEX's Annual General Meeting of Shareholders.

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

- a) When the Board of Directors deems it necessary for the interests of VINATEX;
- b) When the number of members of the Board of Directors, Supervisors, or non-executive members of the Board of Directors is less than the number prescribed by law;
- c) Shareholders or groups of Shareholders specified in clause 3, Article 11 of this Charter request the convening of a General Meeting of Shareholders in writing.
- d) Upon request by the Board of Supervisors if it has grounds to believe that any Manager has seriously violated their duties under Article 165 of the Law on Enterprises or the Board of Directors is acting or intends to act beyond its authority;
- e) Other cases as prescribed by law and this Charter.

4. Responsibility for convening extraordinary meetings of the General Meeting of Shareholders:

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date when the number of members of the Board of Directors, Supervisors, or non-executive members falls below the minimum as stipulated at Point (b), Clause 3 of this Article or from the date of receipt of the request as stipulated in Points (c) and (d), Clause 3 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated, the Chairperson, Vice Chairperson, and members of the Board of Directors shall be liable before the law and must compensate VINATEX for any arising damages;

b) If the Board of Directors does not convene the meeting as mentioned above, then within the next thirty (30) days, the Board of Supervisors shall be responsible for convening the meeting in place of the Board of Directors. If the Board of Supervisors fails to convene the meeting, it shall be liable before the law and must compensate VINATEX for any arising damages;

c) If the Board of Supervisors does not convene the meeting, then within the next thirty (30) days, the shareholders or group of shareholders that made the request under

Point (c), Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors and the Board of Supervisors. In such case, the shareholders or group of shareholders convening the General Meeting may request the Business Registration Authority to supervise the meeting's convening and proceedings if deemed necessary;

d) All expenses related to the convening and conducting of the General Meeting of Shareholders shall be borne by VINATEX. These expenses do not include costs incurred by shareholders in attending the meeting, including accommodation and travel expenses;

e) The convener of the General Meeting of Shareholders is responsible for performing the tasks specified in clause 2, Article 17 of this Charter.

Article 14. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:

a) To approve the development orientation of VINATEX; to amend and supplement business lines; **objective, mission**; to approve the annual business plan of VINATEX;

b) To decide on the types of shares and the total number of shares of each type authorized to be offered for sale; to issue bonds convertible into shares and bonds attached with warrants allowing the holder to purchase shares at a predetermined price; to decide on the annual dividend rate for each type of share;

c) To decide on the number of members of the Board of Directors and the Supervisory Board; to elect, dismiss, remove, and replace members of the Board of Directors and Supervisors;

d) To decide on investments or the sale of assets with a value equal to or greater than thirty-five (35)% of the total asset value of VINATEX recorded in the most recent audited separate financial statements;

e) To decide on amendments and supplements to the Charter;

f) To approve the audited annual financial statements;

g) To decide on VINATEX's repurchase of over ten (10)% of the total number of issued shares of each type;

h) To consider and handle violations of members of the Board of Directors and Supervisors that cause damage to VINATEX and VINATEX's Shareholders;

i) To decide on the reorganization or dissolution of VINATEX;

j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k) To approve the Internal Regulations on VINATEX Governance; the Operating

Charter of the Board of Directors and the Supervisory Board;

l) To approve the list of accepted auditing companies; to decide on the accepted auditing company to audit VINATEX's operations, and to dismiss accepted auditors when deemed necessary;

m) To approve the report of the Board of Directors on governance and the results of the Board of Directors' and each member's activities; the self-assessment report on the performance of the Supervisory Board and Supervisors; the report of the Supervisory Board on VINATEX's business results and the performance of the Board of Directors and the General Director;

n) To approve contracts and transactions as stipulated in clauses 3 and 4, Article 34 of this Charter;

o) Other rights and obligations as stipulated by this Charter, other regulations of VINATEX, and relevant legal provisions.

2. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

3. Shareholders are not entitled to vote on any resolution relating to:

a) Contracts or transactions stipulated in Point (n), Clause 1 of this Article if such shareholders have related interests in the parties involved in such contracts or transactions;

b) The repurchase of shares by VINATEX from such shareholders or any related persons of such shareholders, except where shares are repurchased on a pro rata basis from all shareholders in accordance with Clause 3, Article 133 of the Law on Enterprises.

Article 15. Authorized Representatives and Proxy Attendees

1. A shareholder that is an organization shall have the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with the provisions of law. A shareholder that is an organization and owns at least ten percent (10%) of the total ordinary shares may appoint up to five (05) authorized representatives. The appointment, termination, or change of authorized representatives must be notified in writing to VINATEX as soon as practicable. The written notice must include the following key contents:

a) Name, enterprise code or establishment decision number of the shareholder;

b) Number of shares, type of shares, and shareholder registration date with VINATEX;

c) Number, full name, contact address, nationality, and identification details of the authorized representative(s);

d) Number and percentage of shares represented by each authorized

representative;

e) Term of the authorization (clearly stating the commencement date);

f) Full name and signatures of the authorized representative(s) and the legal representative of the shareholder.

2. Shareholders shall have the right to attend the General Meeting of Shareholders in accordance with the law, and may either attend in person or authorize a proxy to attend the meeting. The proxy attendee is not required to be a shareholder.

3. The authorization for individuals or organizations to represent attendance at the General Meeting of Shareholders as stipulated in clause 2 of this Article must be made in writing in accordance with the civil law and must clearly state the name of the authorizing Shareholder; the name of the authorized individual or organization; the number of shares and the proportion of authorized shares; the content of the authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party. The proxy does not necessarily have to be a Shareholder. The individual or organization authorized to attend the General Meeting of Shareholders must submit the power of attorney before entering the meeting room.

4. The voting rights exercised by a proxy within the scope of authorization shall remain valid even if the authorizing shareholder:

a) Dies, is declared legally incapacitated or with limited legal capacity;

b) Revokes the authorization;

c) Terminates the authority of the authorized person.

However, this Clause shall not apply if VINATEX receives a written notice of any of the aforementioned events no later than forty-eight (48) hours prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

5. Any restrictions imposed by a Shareholder on their authorized representative in exercising the Shareholder's rights and obligations at the General Meeting of Shareholders shall be invalid with respect to third parties.

Article 16. Changes in Rights

1. The modification or cancellation of special rights attached to a type of preference share (if any) shall be effective when approved by Shareholders representing sixty-five (65)% or more of the total voting rights of all Shareholders attending and voting at the meeting. Resolutions of the General Meeting of Shareholders on matters that adversely change the rights and obligations of holders of preference shares shall only be passed if the preference shareholders of the same class attending the meeting holding seventy-five (75)% or more of the total preference shares of that class approve, or if preference shareholders of the same class holding seventy-five (75)% or more of the total preference shares of that class approve in case the resolution is passed in the



form of written opinions.

2. A meeting of shareholders holding a class of preferred shares to approve the above alteration shall be valid only if attended by at least two (02) shareholders (or their authorized representatives/proxy attendees) holding at least one-third (1/3) of the par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within thirty (30) subsequent days, and any shareholders holding such shares (regardless of the number of attendees and number of shares held), whether attending in person or via an authorized representative/proxy, shall be deemed to constitute a valid quorum. At such meetings of preferred shareholders, the attendees (in person or by authorized representative/proxy) may request voting by secret ballot. Each share of the same class shall carry equal voting rights at these meetings.

The procedures for conducting separate meetings under this Article shall be implemented in accordance with the provisions of Articles 18, 19, 20, 21, 22, and 23 of this Charter.

3. Unless otherwise stipulated in the terms of share issuance, the special rights attached to classes of preferred shares relating to some or all matters concerning the distribution of profits or assets of VINATEX shall not be affected by the issuance of additional shares of the same class

Article 17. Convening the General Meeting of Shareholders, Agenda and Notice

1. The General Meeting of Shareholders shall be convened by the Board of Directors, except in the cases stipulated in Points (b) and (c), Clause 4, Article 13 of this Charter.

2. The convener of the General Meeting of Shareholders shall carry out the following tasks:

a) Prepare a list of shareholders entitled to attend the General Meeting of Shareholders. The list shall be compiled no more than ten (10) days before the date of sending the meeting invitation notice of the General Meeting of Shareholders. VINATEX shall publicize information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare the meeting documents;

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

e) Determine the time and venue of the meeting;

f) Notify and send the meeting invitation notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the general meeting.

3. The meeting invitation notice of the General Meeting of Shareholders shall be sent to all shareholders on the list of shareholders entitled to attend by postal mail, email, text message, fax, and/or other means of communication to ensure delivery to the registered address of the Shareholder; and shall also be published on VINATEX's website and the website of the State Securities Commission and the Stock Exchange. The convener of the General Meeting of Shareholders must send the meeting invitation notice to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched, postage prepaid, or deposited in the mailbox). The agenda of the General Meeting of Shareholders and related documents on the issues to be voted on at the meeting shall be sent to the shareholders or/and posted on VINATEX's website. In case the documents are not enclosed with the meeting invitation notice of the General Meeting of Shareholders, the meeting invitation notice must clearly state the link to the full meeting documents so that shareholders can access them, and VINATEX must send the meeting documents to shareholders upon their request. The meeting documents include:

- a) Meeting agenda and materials for the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors and Supervisors;
- c) Voting ballots;
- d) Form for appointment of an authorized representative to attend;
- e) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders specified in clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to VINATEX no later than five (05) working days before the opening of the General Meeting of Shareholders. The proposal must include the Shareholder's name, the number of shares of each type held by the Shareholder, and the issue proposed to be included in the meeting agenda.

5. Should the convener of the General Meeting of Shareholders reject the proposal stipulated in Clause 4 of this Article, they must provide a written response stating the reasons, no later than two (02) business days prior to the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only refuse proposals related to Clause 4 of this Article in the following circumstances:

- a) The proposal is not submitted on time;
- b) At the time of the proposal, the Shareholder or group of Shareholders does not hold at least five percent (5%) of the ordinary shares;

c) The proposal does not contain sufficient information;

d) The proposed matter is beyond the decision-making authority of the General Meeting of Shareholders.

6. The convener must accept and include the proposal in the tentative agenda and contents of the meeting, unless one of the exceptions in Clause 5 applies. The proposal shall be officially included in the meeting agenda if it is approved by the General Meeting of Shareholders.

Article 18. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders may be conducted when it is attended by Shareholders representing more than fifty percent (50%) of the total voting shares.

2. In case the first meeting fails to meet the quorum as specified in Clause 1 of this Article, a second meeting must be convened within thirty (30) days from the intended date of the first meeting. The second meeting shall be conducted when it is attended by Shareholders representing at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting also fails to meet the quorum as specified in Clause 2 of this Article, a third meeting must be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall be valid regardless of the number of Shareholders and the amount of voting shares represented.

Article 19. Procedures for Conducting and Voting at the General Meeting of Shareholders

1. Shareholders attending the General Meeting of Shareholders must complete registration before the opening of the meeting.

2. The election of the chairperson, secretary, and vote counting committee shall be carried out as follows:

a) The Chairperson of the Board of Directors shall preside over the General Meetings of Shareholders convened by the Board of Directors. In the absence or temporary incapacity of the Chairperson, the Vice Chairperson shall act as chairperson. In case both the Chairperson and the Vice Chairperson are absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one (01) person among them to act as chairperson by majority vote. If no one is elected as chairperson, the Head of the Board of Supervisors shall conduct the meeting to allow the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall act as chairperson;

b) In other cases, the person signing the notice convening the General Meeting of Shareholders shall conduct the meeting to allow the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall act as chairperson;

c) The chairperson shall appoint one or more persons to act as secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the chairperson.

3. The agenda and contents of the meeting must be adopted by the General Meeting of Shareholders at the opening session. The agenda must specify the timing for each item to be discussed.

4. The chairperson has the right to take all necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and in a way that reflects the majority's will.

5. The General Meeting of Shareholders shall discuss and vote on each item of the agenda. Voting shall be conducted by collecting votes in favor, against, and abstentions. The vote counting results shall be announced by the chairperson before the meeting is closed.

6. Shareholders or authorized representatives arriving after the meeting has commenced may still register and shall be entitled to vote immediately after registration; in such case, the validity of the votes already cast shall remain unaffected.

7. The person convening the General Meeting of Shareholders shall have the following rights:

a) To request all attendees to undergo inspections or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting and expel any person who fails to comply with the chairperson's authority, intentionally disrupts the meeting, hinders the normal conduct of the meeting, or fails to comply with security inspection requirements.

8. The chairperson has the right to postpone or temporarily suspend the General Meeting of Shareholders—where a quorum has been established as required—to another time or change the meeting location in the following cases:

a) The meeting venue does not have adequate seating for all attendees;

b) The communication facilities at the venue do not allow Shareholders to participate, discuss, and vote;

c) Có người dự họp cản trở, gây rối trật tự, có nguy cơ làm cho cuộc họp không được tiến hành một cách công bằng và hợp pháp.

The maximum period for postponement or suspension shall not exceed three (03) days from the scheduled opening date of the meeting.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall

elect another attendee to replace the chairperson and continue to conduct the meeting until it concludes. The election of the substitute chairperson shall follow the procedure prescribed in Clause 2 of this Article. All resolutions passed at such meeting shall remain valid and enforceable.

10. The General Meeting of Shareholders may be held in the form of a physical meeting (either in-person or virtual) or by collecting written opinions from Shareholders. However, the annual General Meeting of Shareholders must not be conducted by way of collecting written opinions.

Article 20. Forms of Resolution Adoption by the General Meeting of Shareholders and Conditions for Resolution Approval

1. The General Meeting of Shareholders shall adopt decisions within its authority either by voting at the meeting or by collecting written opinions.

2. A resolution on the following matters shall be adopted if it is approved by Shareholders representing at least sixty-five (65)% of the total voting shares of all Shareholders attending and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 5 of this Article or Clause 1, Article 16 of this Charter

- a) Types of shares and the total number of shares of each type;
- b) Changes to business lines, sectors, and industries;
- c) Changes in the organizational management structure of VINATEX;
- d) Investment projects or asset sales with a value equal to or greater than thirty-five (35)% of the total asset value recorded in VINATEX's latest audited separate financial statements;
- e) Reorganization or dissolution of VINATEX.

3. Resolutions on the following matters shall be passed if approved by Shareholders representing at least fifty (50)% of the total voting rights of all Shareholders attending and voting at the meeting, except as provided in clauses 2, 4, 5 of this Article and clause 1, Article 16 of this Charter.

4. The election of members of the Board of Directors and Supervisors shall be conducted by the method of cumulative voting, whereby each Shareholder shall have a total number of voting rights corresponding to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or several candidates. The elected members of the Board of Directors or the Board of Supervisors shall be those with the highest number of votes in descending order until the required number of members stipulated in the Charter of VINATEX is reached. If two (02) or more candidates receive the same number of votes for the final available seat, a re-election shall be conducted among those candidates or selection shall be made based on criteria set out in the election regulations. If the required number of members

of the Board of Directors or the Board of Supervisors is not elected, the General Meeting of Shareholders shall proceed with additional elections until the required number is reached.

5. Adoption of resolutions by way of collecting written opinions:

In the case of adopting a resolution by collecting written opinions, the resolution of the General Meeting of Shareholders shall be adopted if approved by Shareholders representing more than fifty (50)% of the total voting shares.

Article 21. Minutes of the General Meeting of Shareholders

1. The minutes of the General Meeting of Shareholders shall be prepared in both Vietnamese and English, with equal legal validity. In the event of any discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail. The minutes shall be signed for certification by the chairperson and the secretary of the meeting and shall be archived in accordance with the provisions of the Law on Enterprises and this Charter

If the chairperson or the secretary refuses to sign the minutes, such minutes shall still be valid if signed by all other members of the Board of Directors who attended the meeting and contain all the contents as prescribed in Clause 1, Article 150 of the Law on Enterprises. The minutes must clearly state the refusal of the chairperson and/or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders shall be disclosed on the securities market within twenty-four (24) hours from the end of the vote counting.

Article 22. Effectiveness of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date specified in such resolutions.

2. Resolutions adopted by unanimous consent of one hundred (100)% of the total voting shares shall be valid and effective even if the procedures for convening the meeting and passing such resolutions are not in accordance with the provisions of the Law on Enterprises and this Charter.

If a Shareholder or a group of Shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders pursuant to Article 24 of this Charter, such resolution shall remain effective until a valid annulment decision is issued by the Court or Arbitration, unless provisional emergency measures are applied in accordance with the authority of the competent agency.

3. Resolutions of the General Meeting of Shareholders must be notified to all Shareholders entitled to attend the meeting within fifteen (15) days from the date of adoption; such notification may be replaced by publication on VINATEX's official website.

Article 23. Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders

1. All decisions of the General Meeting of Shareholders may be adopted either by voting at the meeting or by collecting written opinions from Shareholders, except for the following matters which must be decided by voting at the meeting of the General Meeting of Shareholders:

a) Election, dismissal, or removal of members of the Board of Directors and Supervisors;

b) Reorganization or dissolution of VINATEX.

2. The Board of Directors has the authority to collect written opinions from Shareholders to adopt a resolution of the General Meeting of Shareholders if deemed necessary for the interests of VINATEX.

3. The Board of Directors shall prepare the opinion forms, the draft resolution of the General Meeting of Shareholders, and the explanatory materials related to the draft resolution. The list of Shareholders entitled to send the opinion forms shall be prepared in accordance with Point (a), Clause 2, Article 17 of this Charter.

The Board of Directors shall send the opinion forms to all Shareholders with voting rights no later than ten (10) days prior to the deadline for returning such forms, by one or more of the following means: postal mail, email, SMS, fax, and/or other communication methods that ensure delivery to the registered address of the Shareholders. The opinion forms, draft resolution, and explanatory materials shall also be published on VINATEX's official website

4. The opinion form must contain the following key information:

a) Name, head office address, and enterprise code of VINATEX;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification of the Shareholder if an individual; name, enterprise code or legal documentation number, and head office address of the Shareholder if an organization; or the full name, contact address, nationality, and legal identification of the authorized representative of an organizational Shareholder; number of shares held by type and corresponding voting rights

d) Issues subject to voting;

e) Voting options, including approval, disapproval, and abstention;

f) Deadline for submitting the completed opinion form to VINATEX;

g) Location and method to access the draft resolution and explanatory materials on VINATEX's official website;

h) Full name and signature of the Chairperson of the Board of Directors.

5. Shareholders may return the completed opinion form to VINATEX using one of the following methods:

a) By post: The completed form must be signed by the individual Shareholder, or by the legal representative or authorized representative if the Shareholder is an organization. The form must be sealed in an envelope, which must remain unopened until vote counting;

b) By fax or email: The opinion form sent by fax or email must remain confidential until the time of vote counting.

Forms returned after the deadline indicated on the form, or opened in the case of postal mail, or disclosed in the case of fax or email, shall be considered invalid. Forms not returned shall be deemed as non-participation in the vote.

6. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or Shareholders who do not hold management positions at VINATEX. The minutes must include the following:

- a) Name, head office address, and enterprise code of VINATEX;
- b) Purpose and issues being voted on;
- c) Number of Shareholders and total voting rights who participated in the vote, distinguishing between valid and invalid votes, voting methods, and an appendix listing the participating Shareholders;
- d) Total number of votes for, against, and abstained for each issue;
- e) Issues adopted and the corresponding adoption rates;
- f) Full names and signatures of the Chairperson of the Board of Directors, the vote counting supervisor, and the vote counter.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the accuracy and honesty of the vote counting minutes and shall be jointly liable for any damage resulting from resolutions adopted on the basis of dishonest or inaccurate vote counting.

7. The vote counting minutes must be published on VINATEX's official website within twenty-four (24) hours from the conclusion of the vote counting.

8. Completed opinion forms, vote counting minutes, adopted resolutions, and related explanatory documents sent along with the opinion forms must be archived at VINATEX's head office.

9. Resolutions adopted by collecting written opinions from Shareholders shall have the same legal effect as those adopted at the General Meeting of Shareholders.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote counting result by

written ballot of the General Meeting of Shareholders, the Shareholder or group of Shareholders stipulated in Clause 3, Article 11 of this Charter shall have the right to request a Court or Arbitration (if competent) to consider and annul a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting written opinions of Shareholders and adopting resolutions of the General Meeting of Shareholders were not carried out in accordance with the Law on Enterprises and this Charter, except for the case stipulated in Clause 2, Article 22 of this Charter;

2. The contents of the resolution violate the Law or this Charter.

Within thirty (30) days from the date on which the resolution of the General Meeting of Shareholders is annulled, the person with authority to convene the General Meeting of Shareholders may consider and decide on the re-convening of the General Meeting of Shareholders in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

CHAPTER VII

BOARD OF DIRECTORS OF VINATEX

Article 25. Qualifications, Composition, and Term of Office

1. Qualifications of Members of the Board of Directors

a) Members of the Board of Directors must satisfy the standards and conditions prescribed for members of the Board of Directors under Article 155 of the Law on Enterprises;

b) The Chairperson of the Board of Directors shall not concurrently hold the position of General Director;

c) A member of the Board of Directors of VINATEX may concurrently serve as a member of the board of directors **or the Members' Council** of no more than five (05) other companies.

2. Composition and Term of Office

a) The number of members of the Board of Directors shall be no less than five (05) and no more than eleven (11), as specifically determined by the General Meeting of Shareholders for each term;

b) The number of non-executive members of the Board of Directors of VINATEX shall comply with the following requirements:

i. At least one (01) non-executive member where the Board of Directors comprises five (05) members;

ii. At least two (02) non-executive members where the Board of Directors comprises from six (06) to eight (08) members;

iii. At least three (03) non-executive members where the Board of Directors comprises from nine (09) to eleven (11) members.

c) The term of the Board of Directors is five (05) years; the term of a member of the Board of Directors follows the term of the Board of Directors and may be re-elected by the General Meeting of Shareholders for an unlimited number of terms; in case all members of the Board of Directors simultaneously complete their term, 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;

d) In case of supplementary election or replacement election of a member of the Board of Directors who has been dismissed or removed, the term of the newly elected or replacement member shall be the remaining term of the Board of Directors;

e) A member of the Board of Directors shall cease to hold office when dismissed, removed, or replaced by the General Meeting of Shareholders under any of the following circumstances:

i. The member no longer meets the qualifications required under Clause 1 of this Article, the Law on Enterprises, or is prohibited by law from serving as a member of the Board of Directors;

ii. The member submits a written resignation to the head office of VINATEX. The Board of Directors shall acknowledge the resignation, disclose information in accordance with the law, and report it to the General Meeting of Shareholders at the nearest meeting. In such case, the resigning member shall not participate in discussions or vote on decisions of the Board from the date of signing the resignation letter;

iii. The member loses or is restricted in civil act capacity or violates the law and is detained or held in custody by competent state authorities;

iv. The member is absent and fails to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

v. Other cases as resolved by the General Meeting of Shareholders.

f) The Board of Directors shall convene a General Meeting of Shareholders to elect additional members within sixty (60) days from the date on which the number of members falls below one-third (1/3) of the number of members as stated in the effective resolution of the General Meeting of Shareholders, except as provided in Point (b), Clause 3, Article 13 of this Charter;

g) The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

Article 26. Powers and Duties of the Board of Directors

1. The business operations and affairs of VINATEX shall be subject to the

management and direction of the Board of Directors. The Board of Directors shall have full authority to exercise all rights and perform all duties of VINATEX, except for powers and duties vested in the General Meeting of Shareholders

2. The rights and obligations of the Board of Directors are stipulated by Law, the Charter, VINATEX's internal regulations, and the resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) To decide on the strategy, medium-term development plan, and annual *business* plan; to decide on the increase or decrease of capital contribution to other enterprises;

b) To propose the types of shares and the total number of shares of each type to be offered for sale;

c) To propose the issuance of convertible bonds and bonds with warrants entitling the holder to purchase shares at a predetermined price; for other types of bonds, the Board of Directors is authorized to decide on the issuance, total value, and timing thereof, provided that the General Meeting of Shareholders is notified at the next meeting;

d) To decide on the sale of unsold shares within the scope of shares permitted to be offered; and to decide on other forms of capital mobilization;

e) To determine the offering prices of bonds, shares, and convertible securities;

f) To decide on the repurchase of no more than ten (10)% of total issued shares of each class within twelve (12) months; and to determine the repurchase price in accordance with Clauses 2 and 3, Article 133 of the Law on Enterprises;

g) To approve investment plans and projects with a value of less than thirty-five (35)% of total assets recorded in the latest audited separate financial statements of VINATEX;

h) To approve contracts for purchase, sale, borrowing, and other transactions with a value equal to or exceeding thirty-five (35)% of the total assets stated in the most recent audited separate financial statements of VINATEX, and contracts or transactions under Clauses 3 and 5, Article 34 of this Charter, except those within the competence of the General Meeting of Shareholders as prescribed herein;

i) To decide on market development, marketing, and technology strategies;

j) To elect, dismiss, or remove the Chairperson and Vice Chairperson of the Board of Directors; to appoint, dismiss, remove, or discharge the General Director and other managers pursuant to resolutions of the Board of Directors, unless such matters fall within the competence of the General Meeting of Shareholders; to determine salaries and other benefits for such managers; to designate authorized representatives of capital contributions or shares in other companies, and to determine remuneration and other

benefits for such representatives;

k) To supervise and direct the General Director and other managers in the daily business operations of VINATEX; to resolve complaints against the business operators of VINATEX, as well as to decide on the selection of VINATEX's representatives to resolve issues related to legal proceedings against those operators;

l) To decide on the organizational structure; to issue the Internal Regulations on VINATEX Governance, the Operating Charter of the Board of Directors after being approved by the General Meeting of Shareholders, and to decide on the issuance of VINATEX's Information Disclosure Regulations and other internal management regulations;

m) To decide on the establishment, reorganization, dissolution, and bankruptcy of subsidiaries where VINATEX holds one hundred (100)% of the charter capital; to decide on capital contribution, purchase of shares or contributed capital, or sale of contributed capital or shares in other enterprises; to decide on the establishment, reorganization, and dissolution of branches, representative offices, and business locations;

n) To approve the agenda and documents for the General Meeting of Shareholders; to convene General Meetings or conduct the collection of shareholders' written opinions for resolutions of the General Meeting of Shareholders;

o) To submit the audited annual financial statements to the General Meeting of Shareholders;

p) To propose the annual dividend to be distributed and to decide on interim dividend distributions; and to determine the timing and procedure for dividend payment or the handling of business losses;

q) To propose the reorganization, dissolution, or bankruptcy of VINATEX;

r) To disclose interests: A member of the Board of Directors who, in any way, directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with VINATEX shall disclose the nature and content of that interest at the meeting where the Board of Directors first considers the signing of this contract or transaction if, at that time, the member knows they have an interest in it. Alternatively, the member may disclose this at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the related transaction or contract;

s) Other powers and duties as prescribed by this Charter and by Law.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Law and this Charter.

4. Unless otherwise provided by Law or this Charter, the Board of Directors may appoint representative managers to handle work on behalf of VINATEX.

5. Members of the Board of Directors (excluding alternates or authorized substitutes) shall be entitled to remuneration and bonuses for their services as members of the Board. The total remuneration of the Board shall be determined by the General Meeting of Shareholders and distributed among the members as agreed by the Board or equally if no agreement is reached.

Remuneration of Board members shall be included in VINATEX's business expenses in accordance with tax laws on corporate income and must be presented as a separate item in VINATEX's annual financial statements and reported to the General Meeting of Shareholders at its annual meeting.

6. Members of the Board of Directors who hold executive positions (including the Chairperson regardless of whether the position involves executive duties); who serve on committees of the Board; or who perform duties deemed by the Board to be beyond the scope of ordinary Board responsibilities, may receive additional remuneration in the form of a lump sum, salary, commission, profit share, or other form of compensation as determined by the Board.

7. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred while fulfilling their duties as Board members, including attending Board meetings, committee meetings, or General Meetings of Shareholders.

8. Members of the Board of Directors and their related people must report to the State Securities Commission and disclose information in accordance with the Law when conducting transactions involving VINATEX shares.

9. VINATEX may purchase liability insurance for members of the Board of Directors with prior approval from the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of Law or this Charter by the members.

10. Committees of the Board of Directors: The Board may establish and delegate authority to committees. A committee may comprise one or more members of the Board and/or people who are not members, as determined by the Board. In exercising its delegated powers, the committee must comply with regulations prescribed by the Board from time to time. Such regulations may allow non-Board members to join the committee and vote as members, provided that:

a) The number of non-Board members must be less than half (1/2) of the total committee membership; and;

b) Resolutions of the committee shall be invalid if the majority of voting members present are not members of the Board of Directors.

Article 27. Chairperson, Vice Chairperson, and Members of the Board of Directors

1. The Board of Directors shall elect from among its members one (01) Chairperson and one (01) Vice Chairperson.

In addition to the standards and conditions specified in Clause 1, Article 25 of this Charter, the Chairperson of the Board of Directors must also meet the following standards and conditions: having strategic vision, innovative thinking, and experience in managing large-scale companies.

2. Powers and duties of the Chairperson of the Board of Directors:

- a) Develop programs and plans for the activities of the Board of Directors;
- b) Prepare or organize the preparation of agendas, contents, and materials for meetings; convene, chair, and preside over meetings of the General Meeting of Shareholders and meetings of the Board of Directors
- c) Represent the Board of Directors in signing resolutions and decisions of the Board of Directors;
- d) Monitor and supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Propose to the Board of Directors the appointment, dismissal, removal, or discharge of the General Director; represent the Board of Directors in signing the labor contract with the General Director (if applicable);
- f) The Chairperson of the Board of Directors shall submit to the General Meeting of Shareholders the annual financial statements, the general report on the status of VINATEX, the auditor's report, and the report on the activities of the Board of Directors;
- g) Other powers and duties as prescribed by law and this Charter.

3. If the Chairperson has notified the Board of Directors of his/her absence or must be absent due to force majeure or is incapacitated **or for any other reason**, the Vice Chairperson shall assume the powers and duties of the Chairperson. If both the Chairperson and the Vice Chairperson are absent or incapacitated, a member of the Board of Directors authorized in writing by the Chairperson shall assume the powers and duties of the Chairperson. If no such authorization exists or the Chairperson is deceased, missing, under detention, serving a prison sentence, undergoing administrative measures at a compulsory detoxification or educational facility, absconding, legally incapacitated, has limited legal capacity, faces cognitive or behavioral impairments, or is prohibited by the Court from holding positions or engaging in certain occupations or jobs, then the remaining members of the Board of Directors shall elect one among them to act as Chairperson based on the majority approval of the remaining members, until a new decision is made by the Board of Directors.

4. In the event that the Chairperson of the Board of Directors resigns, is dismissed, or removed pursuant to a resolution of the Board of Directors for any reason, the Board of Directors shall elect a replacement within ten (10) days from the date it receives the resignation letter or passes the resolution on dismissal or removal.



5. If the Vice Chairperson of the Board of Directors resigns, is dismissed, or removed pursuant to a resolution by the Board of Directors, the Board may decide whether to elect a replacement. If the Board decides to elect a replacement, such an election shall be conducted within ten (10) days from the date the resignation letter is received or the resolution on dismissal or removal is passed.

Article 28. Forms of Decision-Making by the Board of Directors

1. The Board of Directors shall pass resolutions by voting at meetings, collecting written opinions, or through other forms in accordance with this Article. Each member of the Board of Directors shall have one (01) vote.

2. Meeting to Elect the Chairperson and Vice Chairperson of the Board of Directors: The first meeting of the Board of Directors to elect the Chairperson, Vice Chairperson, and decide other matters within its authority must be convened within seven (07) working days from the date of conclusion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the members receiving the highest number of votes. In case more than one (01) member has the highest and equal number of votes, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.

3. Regular Meetings: The Chairperson of the Board of Directors must convene regular meetings of the Board of Directors, prepare the agenda, schedule, and venue of the meeting at least seven (07) days prior to the proposed meeting date. The Chairperson may convene meetings at any time deemed necessary, but at least once every quarter.

4. Extraordinary Meetings: The Chairperson must convene a meeting of the Board of Directors, and must not delay such meeting without just cause, upon a written request stating the purpose and issues to be discussed from one of the following entities:

- a) The General Director or at least five (05) other Managers;
- b) At least two (02) members of the Board of Directors;
- c) The Board of Supervisors;
- d) Upon request of the Independent Auditor, the Chairperson must convene a meeting of the Board of Directors to discuss the audit report and the status of VINATEX.

The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of such a request. If the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damage caused to VINATEX. The requested parties mentioned in this Clause shall have the right to convene the meeting in lieu of the Chairperson.

5. Meeting Venue: Meetings of the Board of Directors shall be held at the registered office of VINATEX or at other locations in Vietnam or abroad as proposed by the Chairperson and agreed upon by the Board of Directors.

6. Notice and Meeting Agenda: Meetings must be conducted based on a notice

sent to members of the Board of Directors no later than seven (07) days prior to the meeting date. The meeting notice must be in Vietnamese and must include the agenda, date, time, location of the meeting, and necessary documents regarding matters to be discussed and decided at the meeting, together with voting ballots for members who are unable to attend. The meeting invitation notice shall be sent by *one of the following methods: postal mail, fax, email, or other means*, but must ensure delivery to the address of each member of the Board of Directors registered with VINATEX.

7. Minimum Attendance: A meeting of the Board of Directors can only be held and pass resolutions when at least three-quarters (3/4) of the total number of members of the Board of Directors attend the meeting. A member of the Board of Directors is considered to have attended and voted at the meeting when:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote if approved by a majority of the members of the Board of Directors;
- c) Attending and voting through online conferences, electronic voting, or other electronic forms;
- d) Sending a ballot to the meeting by postal mail, fax, email, or other means approved by a majority of the members of the Board of Directors.

In case of sending a letter, the ballot must be in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening time and opened in the presence of all attendees.

If the meeting convened as above fails to meet the required quorum, it shall be reconvened within seven (07) days. The reconvened meeting shall be valid if more than one-half (1/2) of the members of the Board of Directors are present.

8. Voting:

- a) Except as provided in point (b) of this Clause, each Board member or authorized person attending in person at the meeting shall have one (01) vote.
- b) A Board of Directors member or a person authorized by a Board of Directors member attending the meeting shall not vote on contracts, transactions, or proposals in which such member or his/her Related Person has a material interest that conflicts or may conflict with the interest of VINATEX. Such members shall not be counted toward the quorum for passing resolutions concerning such decisions

Any member of the Board of Directors who derives benefits from a contract or transaction under Clause 4, Article 34 of this Charter shall be deemed to have a material interest in such a contract or transaction.

- c) Pursuant to point (b) of this Clause, at a meeting of the Board of Directors, if any matter arises concerning a Director's interest or the voting right of any Director that is not resolved by such Director's voluntary abstention from voting, such matter shall

be referred to the Chairperson of the meeting. The decision of the Chairperson in relation to all other Directors shall be final and binding, except where the nature or extent of the interested Director's interest has not been properly disclosed.

9. Voting on Decisions: The Board of Directors shall adopt resolutions and make decisions based on the affirmative votes of most of the Directors present, which must be more than fifty percent (50%). In the event of a tie, the final decision shall be determined in favor of the opinion of the Chairperson of the Board of Directors or the person authorized by the Chairperson to vote at the meeting

10. Disclosure of Interests: A member of the Board of Directors shall be required to disclose the nature and content (including any amendments or supplements) of any contracts or transactions **with VINATEX**. The approval or disapproval of such contracts or transactions shall be decided by the remaining members through an open voting process.

11. The adoption of resolutions and decisions of the Board of Directors may be conducted by collecting written opinions from members of the Board of Directors or by other methods as decided by the Board of Directors. In such cases, a resolution or decision shall be deemed adopted when it is approved by a majority of the members of the Board of Directors (more than fifty percent (50%).

12. Minutes of Meetings: The Chairman of the Board of Directors shall be responsible for delivering the minutes of Board meetings to the members, and such minutes shall be deemed valid evidence of the proceedings conducted at such meetings unless objections are raised within ten (10) days from the date of delivery. The minutes shall be prepared in Vietnamese and must be signed by all Directors who attended the meeting, or in separate copies where each copy bears the signature of at least one (01) attending Director.

In case the Chairperson or the minute-taker refuses to sign the meeting minutes, the minutes shall still be valid if signed by all Directors attending the meeting and containing all contents as required by regulations.

CHAPTER VIII

GENERAL DIRECTOR, MANAGEMENT STRUCTURE AND THE CORPORATE GOVERNANCE OFFICER OF VINATEX

Article 29. Management Organization

The management system of VINATEX must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of VINATEX.

VINATEX shall have one (01) General Director, a number of Deputy General Directors, a number of Executive Directors, and one (01) Chief Accountant appointed by the Board of Directors upon the recommendation of the General Director

(collectively referred to as the Executive Body). The General Director, Deputy General Directors, and Executive Directors may concurrently serve as members of the Board of Directors. The appointment, dismissal, removal from office, and discharge of the above positions must be carried out through legally adopted resolutions of the Board of Directors, whereby:

1. Deputy General Directors and Executive Directors shall assist the General Director in performing one or more tasks as assigned and authorized by the General Director; they shall be responsible to the General Director, the Board of Directors, and the Law for the scope of work assigned or authorized.

2. The Chief Accountant shall assist the General Director in directing and uniformly implementing accounting, finance, and statistical operations; and shall be responsible for managing VINATEX's financial, accounting, and statistical affairs in accordance with the law.

3. Upon the proposal of the General Director and with the approval of the Board of Directors, VINATEX's management system may include a certain number of additional executive positions as deemed necessary and appropriate to VINATEX's organizational structure and management practices, as determined by the Board of Directors from time to time. Executive officers must exercise the necessary diligence to ensure that VINATEX's activities and organization achieve the set objectives.

4. The salary, remuneration, benefits, and other terms of the labor contract for the General Director shall be determined by the Board of Directors; labor contracts for other executive officers shall also be decided by the Board of Directors, with salaries and entitlements proposed by the General Director and approved by the Board of Directors. The remuneration of the General Director and other executive officers must be presented as a separate item in VINATEX's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 30. Appointment, Removal, Dismissal, Powers and Responsibilities of the General Director

1. Appointment:

a) The Board of Directors shall appoint one of its members or hire another individual to serve as the General Director and shall enter into a labor contract in accordance with labor laws;

b) Eligibility criteria for the General Director:

The General Director must meet the following standards and conditions:

i. Must not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;

ii. Must not be a person who has a family relationship with a business manager, a Supervisor of VINATEX; a representative of the State capital or a representative of

the capital contributed by another enterprise at VINATEX;

iii. Must possess professional qualifications and experience relevant to the business administration of VINATEX.

2. Term of office:

The term of the General Director shall correspond to the term of the Board of Directors and shall not exceed five (05) years. The General Director may be reappointed for an unlimited number of terms. The appointment may cease to be effective pursuant to the provisions of the labor contract entered into with the General Director (if any).

3. Powers and Responsibilities:

The General Director shall have the following powers and responsibilities:

a) To decide on all matters not required to be resolved by the Board of Directors, including acting on behalf of VINATEX in signing financial and commercial contracts; organizing and managing the day-to-day business operations of VINATEX in accordance with best management practices;

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

c) To organize the implementation of VINATEX's annual business plan and investment projects;

d) To propose measures to improve VINATEX's management activities; to recommend the organizational structure and internal management regulations of VINATEX;

e) To propose plans on dividend distribution or handling of business losses;

f) To recommend the number of executive positions to be recruited by VINATEX for the Board of Directors to appoint, dismiss, remove from office, or discharge when necessary; to seek opinions of the Board of Directors regarding the salaries, remuneration, benefits, and other terms of the labor contracts of the executive officers; to appoint, dismiss, and remove managers within VINATEX, except for positions under the authority of the Board of Directors or the General Meeting of Shareholders;

g) To decide on salaries and other benefits for employees of VINATEX, including managers whose appointment falls under the authority of the General Director;

h) To prepare the detailed business plan for the next fiscal year in alignment with development requirements and submit it to the Board of Directors for approval;

i) To prepare long-term, annual, and monthly budgets of VINATEX for the purpose of long-term, annual, and monthly management in line with the business plan;

j) General Director shall act as the legal representative of VINATEX or may authorize another executive officer to carry out recruitment and enter into labor contracts;

k) To manage the daily business activities of VINATEX in accordance with the law, this Charter, VINATEX's internal regulations issued by the Board of Directors, resolutions of the Board of Directors, and the labor contract signed with VINATEX. If the General Director operates in contravention of such regulations and causes damage to VINATEX, he/she shall bear legal liability (if applicable) and be liable for compensation for damages caused to VINATEX;

l) Within the scope of his/her functions and powers, the General Director may authorize individuals and/or organizations to perform tasks relating to his/her powers and responsibilities as necessary from time to time;

m) Other rights and obligations as prescribed by Law, this Charter, and resolutions or decisions of the Board of Directors.

4. As the legal representative of VINATEX, the General Director shall have the following rights and obligations:

a) To represent VINATEX in dealings with and in signing documents and papers relating to the rights and obligations of VINATEX with third parties, including competent state authorities;

b) To represent VINATEX in exercising rights and performing obligations arising from VINATEX's contracts and transactions;

c) To represent VINATEX as a petitioner in civil matters, as a plaintiff, defendant, or a person with related rights and obligations before arbitral tribunals and courts;

d) Other rights and obligations as stipulated in this Charter and relevant laws.

5. Reporting to the Board of Directors and Shareholders:

The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the exercise of his/her assigned powers and duties, and shall report to these bodies upon request.

6. Dismissal and Removal:

The Board of Directors may dismiss or remove the General Director upon the affirmative vote of the majority of its members (excluding the vote of any Board member concurrently holding the position of General Director) and shall appoint a new General Director as a replacement.

7. The General Director may be relieved from duty by the Board of Directors in the following circumstances:

a) Due to staffing requirements, personnel reassignment or rotation within VINATEX;

b) Due to health conditions that do not permit continuation of work;

c) Upon submission of a resignation letter;

d) Upon expiration of the labor contract or retirement in accordance with applicable regulations, and VINATEX does not require a contract renewal.

8. The General Director may be dismissed by the Board of Directors in the following circumstances:

a) Failure to fulfill assigned duties or violation of VINATEX's internal rules and regulations;

b) Violation of applicable laws not to the extent of criminal prosecution or requiring termination of the labor contract.

Article 31. Person in Charge of Governance of VINATEX

1. The Board of Directors shall appoint at least one person as the Person in Charge of Governance of VINATEX with a term of office and other terms decided by the Board of Directors to support governance activities at VINATEX. The Person in Charge of Governance may concurrently hold the position of Secretary of VINATEX. The Board of Directors may dismiss or remove the Person in Charge of Governance at any time, provided that such actions comply with current labor laws.

2. The Person in Charge of Governance of VINATEX must have knowledge of the law and shall not simultaneously work for an independent auditing organization conducting the audit of VINATEX's financial statements.

3. The Person in Charge of Governance of VINATEX shall have the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to VINATEX and its shareholders;

b) Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;

c) Provide advice on meeting procedures;

d) Attend and take minutes of meetings, ensuring that resolutions and decisions of the Board of Directors and the General Meeting of Shareholders comply with legal regulations;

e) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisors; act as the liaison with related parties;

f) Supervise and report to the Board of Directors on VINATEX's information disclosure activities;

g) Maintain confidentiality of information in accordance with the law and this Charter;

h) Perform other rights and obligations as prescribed by law and the Charter of

VINATEX.

4. The Person in Charge of Governance of VINATEX is responsible for maintaining confidentiality of information in accordance with the provisions of law and the Charter of VINATEX.

CHAPTER IX THE SUPERVISORY BOARD

Article 32. The Supervisory Board

1. The Supervisory Board and Supervisors shall have the powers and responsibilities as prescribed in Articles 170 and 173 of the Law on Enterprises and this Charter, mainly including the following duties and authorities:

a) The Supervisory Board supervises the Board of Directors, the General Director, and other executives in the management and operation of VINATEX; supervises the implementation of recommendations and opinions from auditing agencies, inspection authorities with jurisdiction. It is responsible to the General Meeting of Shareholders for the assigned tasks.

b) Examine the rationality, legality, honesty, and prudence in management and operation of business activities, in organizing accounting, statistics, and financial reporting.

c) Evaluate the completeness, legality, and honesty of the annual, semi-annual, and quarterly business reports and financial statements of VINATEX, as well as the management evaluation report of the Board of Directors. Submit the appraisal reports on financial statements, annual business reports, and management evaluation reports of the Board of Directors to the General Meeting of Shareholders at the annual meeting. Review contracts and transactions with Related Parties under the approval authority of the Board of Directors or General Meeting of Shareholders, and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;

d) Examine VINATEX's accounting books and other documents, management and operational activities of VINATEX at any time if deemed necessary or as resolved by the General Meeting of Shareholders or requested by a Shareholder or a group of Shareholders according to Clause 3, Article 11 of this Charter;

e) Upon request from a Shareholder or a group of Shareholders as stipulated in Clause 3, Article 11 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the completion of the inspection, the Supervisory Board must report and explain the inspected matters to the Board of Directors and the requesting Shareholder(s). The inspection by the Supervisory Board under this clause shall not obstruct the normal activities of the Board of Directors nor disrupt the business



operations of VINATEX;

f) Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and operation of VINATEX's business activities;

g) When discovering that any member of the Board of Directors, the General Director, or other executives of VINATEX commits violations of the law or this Charter, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation and propose measures to remedy the consequences;

h) The Supervisory Board has the right to use independent consultants, VINATEX's internal audit department to perform assigned tasks or consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

i) Review, inspect, and evaluate the effectiveness and efficiency of VINATEX's internal control system, internal audit, risk management, and early warning mechanisms;

j) Have the right to attend and participate in discussions at the General Meeting of Shareholders, Board of Directors meetings, and other meetings of VINATEX.

2. In the accounting and auditing activities of VINATEX, the Supervisory Board shall have the following rights, obligations, and responsibilities:

a) The Supervisory Board has the right to select and propose to the General Meeting of Shareholders to approve an independent audit firm to conduct audits of VINATEX's financial statements;

b) Discuss with the independent auditors the nature and scope of the audit before starting the audit;

c) Discuss difficulties and issues arising from interim or final audit results as well as any matters the independent auditors wish to discuss;

d) Review the management letter from the independent auditors and the responses from VINATEX's management;

e) Perform other rights, obligations, and responsibilities as stipulated in this Charter and Articles 171, 172, and 173 of the Law on Enterprises and other relevant laws;

f) Be responsible to the Shareholders for its supervisory activities;

g) Ensure coordination between the Board of Directors, General Director, and Shareholders;

h) Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

i) Report the activities of the Supervisory Board at the General Meeting as required by law.

3. The Board of Directors, its members, the General Director, and other executives must provide all information and documents related to VINATEX's operations upon the request of the Supervisory Board; and the person in charge of governance at VINATEX must ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as copies of the minutes of the Board meetings, are simultaneously provided to the Supervisory Board members.

4. The Supervisory Board shall consist of from three (03) to five (05) Supervisors, with the exact number for each term decided by the General Meeting of Shareholders. The term of the Supervisory Board is five (05) years; the term of each Supervisor is the same as that of the Supervisory Board and may be re-elected for an unlimited number of terms. In the event that Supervisors' terms end at the same time but new Supervisors have not yet been elected, the outgoing Supervisors shall continue to perform their rights, obligations, and responsibilities until the new Supervisors are elected and assume their duties. Supervisors must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of VINATEX;
- b) Being a member or employee of the independent audit firm that audited VINATEX's financial statements for the previous three (03) consecutive years.

Supervisors may be non-Vietnamese citizens and/or non-residents of Vietnam but must ensure that more than half (1/2) of the Supervisors reside permanently in Vietnam. The Supervisors shall elect one (01) person among themselves to serve as Head of the Supervisory Board by majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other majors related to VINATEX's business activities.

5. The Head of the Supervisory Board has the following rights and obligations:

- a) Convene Supervisory Board meetings and act as chairperson of the meetings;
- b) Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisors;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

6. The total remuneration, salary, bonuses, and other benefits of the Supervisory Board shall be decided by the General Meeting of Shareholders. Supervisors shall also be reimbursed reasonable expenses for meals, accommodation, travel, and other costs incurred when attending Supervisory Board meetings or related to VINATEX's business activities.

The salary and operational expenses of the Supervisory Board shall be included in VINATEX's business expenses in accordance with corporate income tax law, other relevant laws, and must be separately disclosed in VINATEX's annual financial statements.

7. Meetings of the Supervisory Board:

a) The Supervisory Board must hold at least two (02) meetings per year, with the minimum number of members attending being two-thirds (2/3) of the total number of Supervisory Board members. The minutes of the Supervisory Board meetings must be detailed and clear; the minute-taker and the attending Supervisors must sign the meeting minutes. The meeting minutes shall be stored to determine the responsibilities of each Supervisor;

b) The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the selected auditing firm to attend and clarify matters when necessary.

8. A Supervisor shall be dismissed or removed in any of the following cases:

a) No longer meeting the qualifications and conditions to be a Supervisor as prescribed by the Law on Enterprises or is prohibited by law from serving as a Supervisor;

b) Voluntarily resigning by submitting a written notice to the head office of VINATEX. The Supervisory Board shall acknowledge the resignation, disclose the information in accordance with legal regulations, and report it to the General Meeting of Shareholders at the nearest session. In this case, the Supervisor is not entitled to discuss or vote on decisions of the Supervisory Board from the date of signing the resignation letter;

c) Losing legal capacity for civil acts, having limited capacity for civil acts, or having cognitive and behavioral control impairments;

d) Failing to complete assigned duties or responsibilities; not performing their rights and obligations for six (06) consecutive months without a force majeure reason; repeated or serious violations of obligations as prescribed in the Law on Enterprises and this Charter;

e) As resolved by the General Meeting of Shareholders.

CHAPTER X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 33. Duty of Care

Members of the Board of Directors, Supervisors, the General Director, and other executives shall be responsible for performing their duties, including those undertaken as members of the committees of the Board of Directors, honestly and in a manner they

reasonably believe to be in the best interests of VINATEX, and with the level of care that a prudent person in a similar position and under similar circumstances would exercise.

Article 34. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executives shall not use business opportunities that may benefit VINATEX for personal purposes, nor may they use information obtained through their positions for self-interest or to serve the interests of any other organization or individual.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives are obligated to notify the Board of Directors of any potential conflict of interest they may have through economic entities, transactions, or other individuals. The content of such notification shall include:

a) Full name, head office address, business lines, number and date of the Enterprise Registration Certificate, and place of business registration of the enterprise in which **they are owners or** capital contributions or shares; the percentage and date of acquisition of such capital contribution or shareholding;

b) The name, head office address, business lines, enterprise registration certificate number and date of issuance, and place of business registration of the enterprises in which their Related Persons **are owners, co-owners, or** sole owners of shares or capital contributions representing more than ten percent (10%) of the charter capital.

This declaration must be made within seven (07) working days from the date the relevant interest arises; any amendments or supplements must also be reported to VINATEX within seven (07) working days from the date of such changes.

Such declarations must be reported to the General Meeting of Shareholders at the annual meeting and retained at the head office of VINATEX. Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisors, and the General Director have the right to review the contents of these declarations at any time if deemed necessary.

Any member of the Board of Directors, Supervisor, or General Director who performs any activity in their own name or on behalf of another person within the business scope of VINATEX must explain the nature and content of such activity to the Board of Directors and the Supervisory Board and may only proceed with such activity if approved by a majority of the remaining members of the Board of Directors. If such activity is carried out without disclosure or approval from the Board of Directors, all income generated from such activity shall belong to VINATEX.

3. Regarding the provision of loans or guarantees:

a) VINATEX is not permitted to provide loans or guarantees to shareholders (individuals, organizations) and their Related Persons who are individuals;



b) VINATEX may only provide loans or guarantees to Related Persons of organizational shareholders if this organization (being a Related Person of the shareholder) is a subsidiary of VINATEX. The specific approval authority is as follows:

i. The General Meeting of Shareholders shall approve transactions with a value equal to or greater than thirty-five (35)% of the total assets recorded in VINATEX's latest audited separate financial statements;

ii. The Board of Directors shall approve transactions with a value of less than thirty-five (35)% of the total assets recorded in VINATEX's latest audited separate financial statements.

c) VINATEX may only provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, and other managers who are not shareholders, as well as to individuals or organizations related to those persons, if such provision has been approved by the General Meeting of Shareholders;

In cases where loans or guarantees are provided to organizations related to members of the Board of Directors, Supervisors, the General Director, or other managers, and such organizations are subsidiaries of VINATEX, approval must be obtained from the General Meeting of Shareholders or the Board of Directors in accordance with Point b, Clause 3 of this Article.

4. Pursuant to Article 167 of the Law on Enterprises, VINATEX may only enter into the following contracts or transactions (in addition to those specified in Clause 3 of this Article) upon approval by the General Meeting of Shareholders:

a) Contracts or transactions with a value of thirty-five (35)% or more, or transactions that result in the total transaction value within a 12-month period from the date of the first transaction reaching thirty-five (35)% or more of the total assets recorded in VINATEX's latest audited separate financial statements, between VINATEX and any of the following parties:

(i) Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons;

(ii) Shareholders, or authorized representatives of shareholders, who own more than ten (10)% of VINATEX's total ordinary shares, and their related persons;

(iii) Enterprises in which members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives **are owners** or hold capital contributions or shares; and enterprises in which their Related Persons **are owners**, co-owners, or sole owners of shares or capital contributions representing more than ten percent (10%) of the charter capital.

b) Loan or asset sale transactions with a value greater than ten (10)% of the total assets recorded in VINATEX's latest audited separate financial statements, between VINATEX and any shareholder holding fifty-one (51)% or more of the total voting shares, or any related person of such shareholder.

5. The Board of Directors shall approve the following contracts and transactions:

a) Contracts and transactions specified in Point (a), Clause 4 of this Article that are valued at less than thirty-five (35)% of the total assets recorded in the latest audited separate financial statements of VINATEX;

b) Loan or asset sale transactions specified in Point (b), Clause 4 of this Article that are valued at less than ten (10)% of the total assets recorded in the latest audited separate financial statements of VINATEX.

6. No member of the Board of Directors, Supervisor, General Director, other executives, or their Related Persons shall be permitted to buy, sell, or otherwise transact in VINATEX shares or shares of VINATEX's subsidiaries at any time when they possess information that is certain to affect the share price and is unknown to other shareholders.

7. Regarding liability for compensation in cases where transactions are carried out without the approval of the General Meeting of Shareholders or the Board of Directors: Contracts or transactions shall be rendered null and void and handled in accordance with the provisions of law if they are concluded or executed without obtaining approval as prescribed in Clauses 3, 4, and 5 of this Article. The related members of the Board of Directors, Supervisors, General Director, and other executives shall be liable to compensate for any arising damages and must return to VINATEX any benefits gained from the performance of such contracts or transactions.

Article 35. Liability for Damages and Compensation

1. Liability for Damages:

Members of the Board of Directors, Supervisors, the General Director, and other executives who breach their duties of honesty and diligence, or fail to fulfill their obligations with due care and professional competence, shall be held liable for any damages arising from their violations.

2. Compensation:

VINATEX shall indemnify any person who has been, is, or may become a party involved in any complaint, lawsuit, or prosecution (including civil and administrative proceedings, but excluding cases initiated by VINATEX itself), provided that such person is or was a member of the Board of Directors, a Supervisor, the General Director, another executive, an employee of VINATEX, or an authorized representative of VINATEX, or is or was acting at the request of VINATEX in the capacity of a member of the Board of Directors, a Supervisor, the General Director, another executive, or an employee, on the condition that such person acted honestly, prudently, and diligently, in the interests of or not contrary to the interests of VINATEX, in compliance with the law, and that there is no evidence establishing a breach of duty. Compensable expenses include: actual costs incurred (including attorney's fees), judgment amounts, fines, and other amounts payable that are actually incurred or reasonably deemed appropriate in

resolving such matters within the limits permitted by law. VINATEX is entitled to purchase liability insurance for such individuals in order to cover the aforementioned indemnification obligations.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives shall be deemed to have fulfilled their duty of care and shall not bear personal liability for business decisions that result in losses or outcomes not as expected for VINATEX, provided that they can demonstrate that, at the time of making such decisions, they have fully satisfied all of the following conditions:

a) Legality: The decision was made in compliance with the applicable regulations on authority, order and procedures as prescribed by law, this Charter, and the internal management regulations of VINATEX;

b) Honesty and absence of conflict of interest: The decision was made honestly, objectively and in good faith for the best interests of VINATEX, and without any personal conflict of interest in accordance with Article 34 of this Charter;

c) Adequacy of information: The individual had reasonably collected, reviewed and assessed all necessary information, documents and data that a prudent manager in similar circumstances would have considered prior to making the decision, including consultation with experts where necessary;

d) Independence: The decision was made independently and prudently, without being influenced or coerced by any third party contrary to the interests of VINATEX.

This provision shall not apply in cases where such individual commits violations of law, acts intentionally in contravention thereof, or seriously breaches the Charter of VINATEX.

CHAPTER XI

RIGHT TO INSPECT VINATEX'S BOOKS AND RECORDS

Article 36. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect VINATEX's books and records as follows:

a) Shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their own information; and to review, inspect, extract, or make copies of VINATEX's Charter, minutes of General Meeting of Shareholders (GMS), and resolutions of the GMS;

b) A shareholder or a group of shareholders holding at least five (05)% of the total number of ordinary shares shall have the right to review, inspect, and extract the

minutes and resolutions or decisions of the Board of Directors (BOD), semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to BOD approval, and other documents, except for materials relating to VINATEX's trade secrets and business secrets.

In case a representative authorized by the shareholder or group of shareholders requests to inspect the books and records, such request must be accompanied by a power of attorney from the shareholder(s) represented, or a notarized copy thereof.

2. Members of the Board of Directors, Supervisors, the General Director, and other managers shall have the right to examine VINATEX's register of shareholders, list of shareholders, and other books and records of VINATEX for purposes related to their respective duties and responsibilities, provided that such information must be kept confidential.

3. VINATEX shall maintain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, minutes of the GMS and meetings of the BOD, reports of the Supervisory Board, annual financial statements, accounting records, and other documents in accordance with the law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location.

4. This Charter must be posted on VINATEX's electronic information page.

CHAPTER XII DISTRIBUTION OF PROFITS

Article 37. Dividends

1. The General Meeting of Shareholders shall decide on the annual dividend payment rate and form of payment from VINATEX's retained earnings.

2. In accordance with the Law on Enterprises, the Board of Directors may make interim dividend payments if it deems that such payment is consistent with VINATEX's profitability.

3. Unless otherwise provided by any preferential rights attached to a class of shares or by the terms and conditions of their issuance, dividends (taking into account unpaid shares during the dividend payment period) shall be paid in proportion to the amount actually paid for the shares during the dividend payment period.

4. The Board of Directors may propose and submit to the General Meeting of Shareholders for approval the payment of all or part of dividends in the form of specific assets (which may include cash, fully-paid shares or bonds issued by VINATEX, or other assets legally owned by VINATEX). The Board of Directors shall be the body responsible for executing such resolutions.

5. In the event that dividends or other amounts related to a class of shares are paid in cash, VINATEX must pay in Vietnamese Dong. Payment may be made directly or through banks based on the detailed bank account information provided by the shareholder. If VINATEX has made the transfer according to the detailed bank information provided by the shareholder and the shareholder does not receive the money, VINATEX shall not be responsible for the amount VINATEX has transferred to this shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. With the approval of shareholders at the General Meeting of Shareholders, the Board of Directors may resolve and notify that holders of ordinary shares shall be entitled to choose to receive dividends in the form of additional ordinary shares instead of cash. Such additional shares shall be considered fully paid-up shares based on the value equivalent to the cash dividend amount calculated as accurately as possible.

7. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall, through resolutions and decisions, determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

Article 38. Distribution of After-Tax Profits

Annual (accounting) after-tax profits shall be distributed as follows:

1. Profit sharing with capital-contributing parties in accordance with the signed economic contracts (if any).
2. Offsetting losses carried forward from previous years.
3. The remaining profits (after deducting the losses of previous years as prescribed in Clauses 1 and 2 of this Article) shall be distributed as follows:
 - a) Allocation to the development investment fund;
 - b) Allocation to the reward and welfare fund;
 - c) Allocation for bonuses to the management and executive teams, and to representatives of VINATEX's capital contribution at other enterprises;
 - d) Dividend distribution;
 - e) Allocation to other funds and/or retained earnings carried forward to the following year (if any).

The specific allocation rates shall be decided by the General Meeting of Shareholders based on the proposal of the Board of Directors.

CHAPTER XIII

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 39. Bank Accounts

1. VINATEX shall open accounts at one or more Vietnamese banks or at foreign banks legally operating in Vietnam.
2. Subject to prior approval by competent authorities, VINATEX may open bank accounts overseas in accordance with applicable laws, if necessary.
3. VINATEX shall carry out all payments and accounting transactions through VND or foreign currency accounts opened at such banks.

Article 40. Fiscal Year

The fiscal year of VINATEX shall commence on January 1 and end on December 31 of the same year. The first fiscal year shall commence on the Date of Establishment and end on December 31 of that same year.

Article 41. Accounting Regime

1. The accounting regime applied by VINATEX shall be the Vietnamese Accounting Standards (VAS) or another accounting regime issued or approved by a competent authority.
2. VINATEX shall maintain accounting books in Vietnamese. VINATEX shall retain accounting records in accordance with the nature of its business activities. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain VINATEX's transactions.
3. The accounting currency used by VINATEX shall be the Vietnamese Dong (VND).

CHAPTER XIV

PERIODIC REPORTING, INFORMATION DISCLOSURE RESPONSIBILITY, AND PUBLIC ANNOUNCEMENTS

Article 42. Annual, Semi-Annual, and Quarterly Financial Statements

1. VINATEX must prepare annual financial statements (including separate and consolidated financial statements), which must be audited in accordance with applicable laws. VINATEX shall disclose the audited financial statements in compliance with the laws on information disclosure in the securities market and submit them to competent state authorities.

The annual financial statements must include all reports, appendices, and explanatory notes as required by laws on corporate accounting. These statements must fairly and objectively reflect the operational status of VINATEX.

2. VINATEX must prepare and disclose reviewed semi-annual financial statements and audited quarterly financial statements (including separate and consolidated financial statements) in accordance with laws on information disclosure in the securities market, and submit them to competent state authorities.

3. The audited financial statements (including the auditor's opinion), the semi-annual (06 months) and quarterly reports of VINATEX must be disclosed on VINATEX's website.

Article 43. Information Disclosure and Public Announcements

Annual financial statements and other supporting documents must be disclosed to the public in accordance with regulations issued by the State Securities Commission (if applicable) and submitted to competent state authorities.

Article 44. Annual Report

VINATEX shall prepare and disclose its annual report in accordance with laws on securities and the securities market.

CHAPTER XV THE AUDIT OF VINATEX

Article 45. The Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Supervisory Board to select one of such firms to audit VINATEX's financial statements for the following financial year.

2. Auditors of the independent auditing firm engaged to perform the audit for VINATEX must possess a practicing certificate issued by the Ministry of Finance.

3. VINATEX shall prepare and submit its annual financial statements to the independent auditing firm upon the end of each financial year and shall have such financial statements audited in accordance with the provisions of applicable laws.

4. A copy of the audit report must be attached to each of VINATEX's annual financial statements.

5. The independent auditor conducting the audit of VINATEX's financial statements shall have the right to attend the General Meeting of Shareholders, receive notices and other relevant information relating to such meeting, and express opinions at the meeting on matters concerning the audit of VINATEX's financial statements.

CHAPTER XVI THE SEAL OF VINATEX

Article 46. The Seal

1. The Board of Directors shall decide on the type, quantity, form, and contents of the seal of VINATEX, its branches, and representative offices (if any), in accordance with applicable laws.
2. The General Director shall be responsible for the management and use of the seal of VINATEX in accordance with applicable laws.

CHAPTER XVII TERMINATION OF OPERATIONS AND LIQUIDATION

Article 47. Termination of Operations

1. VINATEX may be dissolved or have its operations terminated in the following cases:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b) Upon revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
 - c) Other cases as prescribed by Law.
2. Any decision to dissolve VINATEX must be approved by the General Meeting of Shareholders and must be notified to or approved by the competent authority of Vietnam, if such notification or approval is required by law.

Article 48. Liquidation

1. Upon the issuance of a decision to dissolve VINATEX, the Board of Directors shall establish a liquidation committee ("Liquidation Committee") comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall formulate its own operating regulations. Members of the Liquidation Committee may be selected from among VINATEX's employees or independent experts. All expenses related to the liquidation shall be given priority for payment by VINATEX before settling any other liabilities.
2. The Liquidation Committee shall be responsible for notifying the Business Registration Authority of its establishment date and the commencement date of its operations. From that point onward, the Liquidation Committee shall act on behalf of VINATEX in all matters related to its liquidation before the Court and competent administrative authorities.
3. Proceeds from the liquidation shall be distributed in the following order:

- a) Liquidation expenses;
- b) Salary debts, severance pay, social insurance, and other benefits of employees under collective labor agreements and signed labor contracts;
- c) Taxes and other state budget obligations payable to the State of Vietnam;
- d) Other debts of VINATEX;
- e) Any remaining amount, after full payment of the debts listed from points (a) to (d), shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

CHAPTER XVIII

INTERNAL DISPUTE RESOLUTION

Article 49. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with VINATEX's operations or with the rights and obligations of Shareholders under this Charter or under any rights or obligations prescribed by the Law on Enterprises or other provisions of Law, between:

- a) A Shareholder or Group of Shareholders and VINATEX;
- b) A Shareholder or Group of Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives,

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board shall preside over the resolution process and request each party to submit relevant information concerning the dispute within ten (10) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson of the Board, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a competent arbitration center or court for resolution.

3. Each party shall bear its own costs related to the negotiation and conciliation procedures. Arbitration fees shall be borne by the losing party, unless otherwise agreed by the parties; court fees shall be determined by the court.

CHAPTER XIX

THE PARTY ORGANIZATION AND SOCIO-POLITICAL ORGANIZATIONS

Article 50. The Party Organization and Socio-Political Organizations

1. The Communist Party of Vietnam's organization within VINATEX shall operate in accordance with the Constitution, laws, and the Charter of the Communist Party of Vietnam.

2. The other socio-political organizations within VINATEX shall operate in accordance with the Constitution, Laws, and the Charters of such socio-political organizations.

3. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters relating to VINATEX's relations with trade union organizations, in accordance with best governance standards and practices, the provisions of this Charter, VINATEX's internal regulations, and applicable Laws.

CHAPTER XX

RELATIONSHIP WITH SUBSIDIARIES AND AFFILIATES

Article 51. Capital invested by VINATEX in other enterprises

Capital invested by VINATEX in other enterprises shall include:

1. Capital in the form of cash, the value of land use rights or leased land, the value of tangible or intangible assets owned by VINATEX which are invested or contributed as capital to other enterprises;

2. Capital mobilized from other sources in accordance with **the provisions** of Law.

Article 52. Relationship with Subsidiaries Being Single-Member Limited Liability Companies

1. Subsidiaries that are single-member limited liability companies ("Single-Member LLCs") of VINATEX shall be organized and operate in accordance with the Law on Enterprises, the Charter on organization and operation of such Single-Member LLCs, and relevant laws and regulations.

2. VINATEX is the owner of the Single-Member LLCs. The Board of Directors of VINATEX shall act as the owner's representative to exercise the rights and perform the obligations with respect to the Single-Member LLCs.

3. VINATEX's Rights:

Unless otherwise provided in the Charter on organization and operation of the Single-Member LLC, VINATEX shall have the following rights with respect to such

company:

a) Decide on the content, amendment, and supplementation of the Charter on organization and operation of the Single-Member LLC;

b) Determine the development strategy and business lines of the Single-Member LLC; the annual business plan shall be decided by the General Director of VINATEX;

c) Approve the financial regulations;

d) Decide on the increase or decrease of charter capital, and the transfer of part or all of the charter capital of the Single-Member LLC to other organizations or individuals;

e) Decide on the establishment of subsidiaries and capital contribution to other companies;

f) Organize the supervision and evaluation of the business activities of the Single-Member LLC;

g) Determine the organizational structure and executive apparatus; appoint, dismiss, remove from office, and decide on the remuneration, salary, bonus, and other benefits for the Chairman of the company, members of the Members' Council, and the Controller of the Single-Member LLC; delegate authority to the Chairman or Members' Council to appoint, dismiss, remove from office, and determine the salary, bonus, and other benefits for the Director or General Director of the Single-Member LLC;

h) Decide on investment projects, asset sales, loan agreements, lending agreements, and other contracts with a value exceeding 50% of the total asset value recorded in the latest financial statements of the Single-Member LLC;

i) Approve the annual financial statements; decide on the distribution of after-tax profits and other financial obligations of the Single-Member LLC;

j) Decide on the reorganization, dissolution, or request for bankruptcy of the Single-Member LLC; recover the entire value of VINATEX's assets after the dissolution or bankruptcy of the Single-Member LLC;

k) Request the Single-Member LLC to provide reports, documents, and necessary information as required for the preparation of the consolidated financial statements and the general reports of the Group;

l) Approve the salary plan and actual salaries of the Single-Member LLC, including the salary fund for the management board, executives, and employees;

m) Direct the Single-Member LLCs in matters relating to strategic orientation and technology selection; coordinate in scientific research and human resource development; use the VINATEX brand in business; conduct market research and development; and perform other tasks in accordance with the law.

4. Obligations of VINATEX

a) VINATEX is liable for the debts and other property obligations of the Single-Member Limited Liability Company (SMLLC) within the scope of the SMLLC's charter capital;

b) Contributes capital fully and on time as committed; in case of failure to contribute the committed capital fully and on time, VINATEX shall be liable for the debts and property obligations of the SMLLC;

c) Complies with the Charter of the SMLLC;

d) Identifies and separates the assets of VINATEX and those of the SMLLC;

e) Complies with the provisions of law on contracts and other relevant laws in transactions of purchase, sale, lending, borrowing, leasing, subleasing, and other transactions between the SMLLC and VINATEX;

f) Performs other obligations as prescribed by law.

5. Rights and obligations of the SMLLC towards VINATEX

a) Performs all obligations to the owner as prescribed in Clause 3 of this Article regarding the owner's rights;

b) Manages and uses the capital contributed by VINATEX efficiently;

c) Implements the provisions of the Charter and financial regulations approved by VINATEX, and other decisions relating to charter capital, organizational structure and management apparatus, and the use of profit after fulfilling tax and other financial obligations;

d) Decides on investment projects, asset sales, loan agreements, lending agreements, and other contracts with a value up to fifty (50) percent of the total asset value recorded in the latest financial statement of the SMLLC;

e) Provides reports, documents, and other necessary information for the preparation of the consolidated financial statement and aggregated reports for VINATEX's management purposes.

Article 53. Relationship with Subsidiaries that are Joint Stock Companies or Limited Liability Companies with Two or More Members

1. VINATEX shall exercise the rights, obligations, and responsibilities of a shareholder, member, joint venture party, or dominant capital contributor in subsidiaries that are Joint Stock Companies or Limited Liability Companies with two or more members in accordance with the law and the charters of such subsidiaries.

2. VINATEX shall directly manage the dominant shares or capital contributions in its subsidiaries through the capital representatives of VINATEX ("Capital Representatives") at those subsidiaries.

3. VINATEX shall have the following rights and obligations:

a) The Board of Directors of VINATEX shall appoint, dismiss, reward, discipline,

and determine the remuneration and other benefits of the Capital Representatives of VINATEX at the subsidiaries. The Capital Representatives may directly run for executive management positions in the subsidiaries, in accordance with the current laws and the charter of each subsidiary;

b) Receive dividends and bear risks corresponding to VINATEX's capital contributions in the subsidiaries;

c) Supervise and inspect the use, preservation, and development of the capital contributed to the subsidiaries;

d) Request the subsidiaries to provide reports, documents, and information as required to prepare the consolidated financial statements and aggregated reports of Viantex;

e) VINATEX shall have the right to direct the subsidiaries through the Capital Representatives in accordance with VINATEX's Charter, the subsidiaries' charters, or agreements with the controlled subsidiaries, with respect to the following matters: orientation of industry development and adoption of new technologies; formulation of long-term plans for production, business, investment, trade, and services; coordination in scientific and technological research; orientation for human resources development; research and exploration of domestic and international markets; use of VINATEX's common brand in business activities; and other matters as prescribed by law;

f) Other rights and obligations in accordance with the law and the charter of each subsidiary.

4. Rights and obligations of the subsidiaries that are Joint Stock Companies or Limited Liability Companies with two or more members toward VINATEX:

a) Fulfill all obligations as prescribed in Clause 3 of this Article regarding the rights of shareholders or members;

b) Manage and use VINATEX's contributed capital effectively;

c) Pay dividends to VINATEX in accordance with applicable laws;

d) Provide reports, documents, and necessary information to prepare the consolidated financial statements and aggregated reports of VINATEX.

Article 54. Relationship with Affiliates

1. Affiliates are established, organized, and operate in accordance with the legal provisions corresponding to their respective legal forms.

2. VINATEX appoints Capital Representatives to exercise the rights and obligations of shareholders, contributing members, or joint venture partners according to the Charter of the Affiliates and the current legal regulations.

3. In case VINATEX holds a small number of shares or capital contribution in the Affiliates and is unable to appoint a Capital Representative to directly participate in

management at the Affiliates Company, VINATEX must organize monitoring of the invested capital, dividends received, and other benefits from the invested capital in the Affiliates; assign personnel to exercise the rights of shareholders or members in accordance with the law and the Charter of the Affiliates.

4. The relationship between VINATEX and Affiliates is reflected through agreements on industry development orientation and technology selection; research and development of new services in permitted fields of operation; collaboration on scientific and technological research and human resource development; use of VINATEX's common brand in business; and other activities.

Article 55. Relationship with Public Service Units

1. Non-business units shall operate in accordance with the provisions of law.
2. VINATEX shall give priority to using research, training, and healthcare services provided by its non-business units on a contractual basis.
3. The relationship between VINATEX and its non-business units shall be governed by the provisions of law.

Article 56. Standards and Conditions of VINATEX's Capital Representative at Other Enterprises

1. The capital representative of VINATEX at other enterprises must fully meet the following standards and conditions:
 - a) Have sufficient standards and conditions as prescribed by the Civil Code, the Enterprise Law, and the regulations of VINATEX;
 - b) Have capacity, professional qualifications, and necessary skills suitable to the enterprise where VINATEX has invested capital;
 - c) Have good health and ethics;
 - d) Understand the Law, have awareness of law compliance;
 - e) Other conditions prescribed by VINATEX and the law at each point in time.
2. The capital representative who participates in candidacy for management and executive positions at enterprises with VINATEX's capital contribution must have sufficient standards and conditions as prescribed by law and the charter of that enterprise.

Article 57. Rights and Responsibilities of the Capital Representative of VINATEX at Other Enterprises

1. Rights and responsibilities of the capital representative:
 - a) The capital representative performing the rights and responsibilities of VINATEX at another enterprise shall comply with the law, perform properly the tasks assigned by VINATEX; promptly report to VINATEX on situations where the enterprise is operating at a loss, unable to ensure solvency, failing to achieve the

objectives and tasks assigned by the General Meeting of Shareholders, or in other cases of violations;

b) The capital representative must obtain VINATEX's written opinion before giving opinions, voting, and deciding on important matters at meetings of the General Meeting of Shareholders, meetings of the Board of Directors, or Members' Council.

2. The Capital Representatives shall receive salaries, remuneration, bonuses, and other benefits (if any) in accordance with the Law and VINATEX's regulations in each period.

3. Reporting regime of the capital representative:

Based on the financial statements and other reports of the enterprise where the capital representative is assigned, on a quarterly basis and at the end of the fiscal year or extraordinarily upon VINATEX's request, the capital representative must summarize and evaluate the business and financial situation, propose solutions and remedies to improve the efficiency of VINATEX's invested capital at the enterprise, and report to VINATEX.

4. Provisions on the capital representative of VINATEX at other enterprises shall be specified in the regulations on the operating regime of VINATEX's capital representatives from time to time.

Article 58. Use of the Group's Brand Name

The Group shall develop and implement a regulation on brand management of the Group, and provide orientation regarding common elements in the naming of the Group's member enterprises and Affiliates.

Detailed provisions on the use of the brand shall be specified in the Group's brand management regulation or in agreements between the relevant parties.

Article 59. Use of Shared Services

The Group shall develop and implement a regulation on the use of shared services in the areas of training, scientific research, and technology engineering to serve as a basis for the uniform development of member units and to reduce costs and improve business efficiency.

Article 60. Management Agreement with Member Units

1. Depending on specific cases, VINATEX may enter into a management agreement with its member units to:

a) Assist and advise the member unit on matters of technology, engineering, and other strategic issues in business operations;

b) Provide the member unit with the basic management system and key policies such as financial policy, human resource policy, risk management, etc., for uniform application throughout the Group;

c) Support the member unit in using the Group's brand and image in business activities and in developing sub-brands (if any).

2. The specific support contents and management fees shall be mutually agreed upon and stipulated in the contract signed between VINATEX and each member unit.

CHAPTER XXI AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 61. Amendments and Supplements to the Charter

Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders. Matters not provided for in this Charter shall be governed by the prevailing laws of Vietnam and relevant international commercial practices.

CHAPTER XXII EFFECTIVE DATE

Article 62. Effective Date

1. This Charter comprises 22 Chapters and 62 Articles and shall take effect upon its approval by the General Meeting of Shareholders of Vinatex.

2. This Charter may be made in multiple copies of equal legal value, of which at least one (01) copy shall be kept at the headquarters of Vietnam National Textile and Garment Group (Vinatex).

3. This Charter is the sole and official Charter of VINATEX. All previous Charters shall cease to be effective:

a) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on January 8, 2015 (expired as of July 1, 2016);

b) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on June 14, 2016 (expired as of July 1, 2017);

c) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on June 29, 2017 (expired as of July 1, 2018);

d) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on June 28, 2018 (expired as of May 1, 2019);

e) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on April 25, 2019 (expired as of August 18, 2020);

f) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on August 18, 2020 (expired as of June 29, 2021);

g) The Charter on Organization and Operation of the Vietnam National Textile and Garment Group adopted by the General Meeting of Shareholders on 21 June 2021 (expired as of 16 June 2025).

h) The Charter on Organization and Operation of Vietnam National Textile and Garment Group, approved by the General Meeting of Shareholders on June 16, 2025 (expired as of [] [], 2026)

Any copies or extracts of this Charter shall only be valid when signed by the legal representative or the Chairman of the Board of Directors, or by at least one half (1/2) of the total number of Board members.

**LEGAL REPRESENTATIVE
PRESIDENT & CEO**

CAO HUU HIEU



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

VINATEX INTERNAL CORPORATE GOVERNANCE REGULATIONS

VINATEX



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

VINATEX INTERNAL CORPORATE GOVERNANCE REGULATIONS

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TABLE OF CONTENTS

VIETNAM NATIONAL	1
TEXTILE & GARMENT GROUP	1
THE SOCIALIST REPUBLIC OF VIETNAM	1
CHAPTER I. GENERAL PROVISIONS	1
Article 1. Significance, Scope, and Subjects of Regulation	1
Article 2. Definitions	2
Article 3. Governance Principles	2
CHAPTER II. GENERAL MEETING OF SHAREHOLDERS	2
Article 4. Provision of Information to Shareholders	2
Article 5. General Shareholders' Meeting	3
CHAPTER III. BOARD OF DIRECTORS	10
Article 6. Role, Rights and Obligations of the Board of Directors, Responsibilities of Members of the Board of Directors	10
Article 7. Nomination, Election, Dismissal, and Removal of Members of the Board of Directors	10
Article 8. Remuneration and Other Benefits of Members of the Board of Directors	13
Article 9. Order and Procedures for Organizing Meetings of the Board of Directors	13
Article 10. Committees under the Board of Directors	15
Article 11. Selection, Appointment, and Dismissal of the Person in Charge of Corporate Governance at VINATEX	16
CHAPTER IV. BOARD OF SUPERVISORS	16
Article 12. Roles, Rights, and Duties of the Board of Supervisors, Responsibilities of Supervisors	16
Article 13. Term, Number, Composition, and Structure of the Board of Supervisors	17
CHAPTER V. GENERAL DIRECTOR	19
Article 14. Role, responsibilities, rights, and obligations of the General Director	19
Article 15. Appointment, dismissal, signing, and termination of labor contract with the General Director and other executives of VINATEX	20
CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR	21

Article 16. Working Principles	21
Article 17. Coordination of Activities Between the Board of Directors, the Board of Supervisors, and the General Director	21
CHAPTER VII. INTERNAL MANAGEMENT REGULATION SYSTEM.....	23
Article 18. VINATEX's Internal Management Regulation System	23
CHAPTER VIII. EVALUATION, REWARDS, AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS OF VINATEX.....	23
Article 19. Annual Performance Evaluation.....	23
Article 20. Rewards	23
Article 21. Disciplinary Actions.....	24
CHAPTER IX. IMPLEMENTING PROVISIONS	24
Article 22. Effectiveness and Amendments to the Regulation.....	24
Article 23. Implementation Provisions	24

VINATEX INTERNAL CORPORATE GOVERNANCE REGULATIONS

Pursuant to the Law on Enterprises dated June 17, 2020, and the Law amending and supplementing the Law on Enterprises dated June 17, 2025

Pursuant to the Law on Securities dated November 26, 2019, and the Law amending and supplementing the Law on Securities dated November 29, 2024;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, and Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing Decree No. 155/2020/ND-CP 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 provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020;

- Pursuant to the Charter on Organization and Operation of Vietnam National Textile and Garment Group;

- Pursuant to Resolution No. .../NQ-ĐHĐCĐ of the General Meeting of Shareholders dated month 2026

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of the Vietnam National Textile and Garment Group, comprising the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Significance, Scope, and Subjects of Regulation

1. Scope of regulation: The Internal Corporate Governance Regulations of VINATEX set out provisions on the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and conducting the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, Supervisors, and the General Director; and other activities in accordance with the Charter of VINATEX and applicable laws and regulations.

2. Subjects of application: This regulation applies to the members of the Board of Directors, the Supervisory Board, the General Director, and other related parties

Article 2. Definitions

1. The terms used in this Regulation, if defined in the VINATEX Charter, shall be understood and applied in the same manner as in the VINATEX Charter.

2. "VINATEX Charter" refers to the Charter on the Organization and Operations of the Vietnam National Textile and Garment Group in effect, including any amendments or supplements made from time to time after being duly approved.

3. In this Regulation, references to one or more provisions of the VINATEX Charter or legal documents shall include any amendments, supplements, or replacement documents to those documents.

Article 3. Governance Principles

This Regulation is established based on the following fundamental governance principles:

1. Ensuring a reasonable governance structure;
2. Ensuring the effectiveness of the operation of the Board of Directors and the Board of Supervisors;
3. Ensuring the rights and interests of shareholders and VINATEX;
4. Ensuring fair treatment among shareholders;
5. Ensuring transparency in VINATEX's activities.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 4. Provision of Information to Shareholders

1. The moment the rights and obligations of a shareholder arise is when the shareholder's securities account with the depository member records the balance of VINATEX's shares. For non-depository shares, the rights and obligations of the shareholder arise when the shareholder's name and information are recorded in the VINATEX Shareholder Register.

2. Exercising the right to receive information:

a) All shareholders must be treated equally. Major shareholders should not exploit their advantages to harm the rights and legitimate interests of other shareholders.

b) Procedures for shareholders to request information:

- Shareholders or groups of shareholders have the right to request to review, inspect, copy, or photograph information specified in clauses (e) and (f) of Section 2, Article 11 of the VINATEX Charter, following the procedures below:

+ Shareholders requesting correction of inaccurate information must submit their request to the depository organization where their account is opened. For shareholders who have not deposited shares, the request should be sent directly in writing to the VINATEX Board of Directors through the shareholder relations department.

+ Shareholders requesting to review, inspect, copy, or photograph the VINATEX Charter, resolutions of the General Meeting of Shareholders, minutes, resolutions,

decisions of the Board of Directors, mid-year and annual financial reports, reports from the Supervisory Board, contracts, transactions requiring Board of Directors approval, and other documents, can submit a written request or directly contact the shareholder relations department to receive documents. They must also ensure confidentiality of the information provided by VINATEX. Shareholders requesting documents by mail must pay VINATEX's postal charges in advance before receiving the documents.

- Shareholders or groups of shareholders as defined in Section 3, Article 11 of the VINATEX Charter shall exercise their right to request information according to the following procedure:

- + Shareholders or groups of shareholders must submit a written request to the Chairman of the Board of Directors by mail or directly at the VINATEX headquarters' reception. The request must include information about the shareholder, the number of shares held, the issues to be considered, and the signature of the shareholder or all members of the shareholder group.

- + The Chairman of the Board of Directors will review, assign explanation (if necessary), and provide the requested information within fifteen (15) working days from the date the request is received. If the request is refused, the shareholder or group of shareholders will be informed in writing.

- + Shareholders or groups of shareholders have the right to request the Supervisory Board to work with the Chairman of the Board of Directors if they disagree with the Chairman's decision on the matter.

- + Shareholders or groups of shareholders must pay VINATEX for any document copies, including postal fees if applicable.

- Shareholders wishing to meet directly with the Board of Directors or the General Director must follow the procedure below:

- + Shareholders wishing to meet with the Board of Directors or the General Director to discuss, make suggestions, complaints, or report violations must register with the VINATEX shareholder relations department. The shareholder relations department is responsible for reporting to the Chairman of the Board of Directors or the General Director to arrange a suitable meeting schedule. Based on the schedule and the importance of the requested topic, the Chairman of the Board or the General Director will decide whether to meet directly with the shareholder or assign a competent person to attend. The shareholder relations department will notify the shareholder of the meeting schedule and prepare any necessary documents.

- + The shareholder relations department is responsible for documenting the meeting between the Board of Directors or the General Director (or the authorized representative) and the shareholder, and for storing the records in VINATEX's files.

Article 5. General Shareholders' Meeting

1. Role, Rights, and Obligations of the General Shareholders' Meeting.

- a) The General Shareholders' Meeting consists of all shareholders with voting rights and is the highest decision-making body of VINATEX. It has the authority to

decide on matters within the scope and authority specified by the law and VINATEX's Charter;

b) The rights and obligations of the General Shareholders' Meeting are specified in Article 14 of VINATEX's Charter;

2. Procedures for Holding the General Shareholders' Meeting to Approve Resolutions by Voting at the Meeting.

The approval of resolutions by voting at the General Shareholders' Meeting includes the following main contents:

a) Authority to Convene the General Shareholders' Meeting.

- Responsibility for convening the annual General Shareholders' Meeting: The Board of Directors is responsible for convening the annual General Shareholders' Meeting and selecting a suitable time and location for the meeting within Vietnam.

- Responsibility for convening an extraordinary General Shareholders' Meeting:

+ In addition to convening the annual General Shareholders' Meeting, the Board of Directors must convene an extraordinary General Shareholders' Meeting in cases specified in Clause 3, Article 13 of VINATEX's Charter and the Enterprise Law.

+ The Board of Directors must convene a General Shareholders' Meeting within thirty (30) days from the date the number of members of the Board of Directors, Supervisory Board members, and non-executive Board members do not meet the requirements specified in point (b), or upon receiving a request as outlined in points (c), (d) of Clause 3, Article 13 of VINATEX's Charter.

+ If the Board of Directors fails to convene the General Shareholders' Meeting as specified, the Supervisory Board must convene the meeting within the next thirty (30) days according to **Point (b)** Clause 4, Article 13 of VINATEX's Charter.

+ In the event that the Board of Supervisors fails to convene the meeting, within the following thirty (30) days, a shareholder or group of shareholders as prescribed in Clause 3, Article 11 of the Charter of Vietnam National Textile and Garment Group shall have the right to represent the Group in convening the General Meeting of Shareholders in accordance with **Point (c), Clause 4, Article 13** of the Charter and applicable laws.

b) Preparing the List of Shareholders Entitled to Attend the Meeting.

- The person convening the General Shareholders' Meeting must prepare a list of shareholders entitled to attend the meeting no later than ten (10) days before the notice of the meeting is sent out.

- The list of shareholders entitled to attend the General Shareholders' Meeting must include the full name, contact address, nationality, legal document number of individual shareholders; name, business registration code or legal document number of institutional shareholders; **the head office address of the institutional shareholder**; the number of shares of each type, and the registration number and date for each shareholder.

c) Notification of the Closure of the Shareholder List for the Meeting.

The Board of Directors must announce the closure of the list of shareholders entitled to attend the General Shareholders' Meeting at least twenty (20) days before the final registration date.

d) Notice of the General Shareholders' Meeting.

- The invitation to the General Shareholders' Meeting must be sent to all shareholders in the list of shareholders entitled to attend the meeting via mail, email, text messages, fax, and/or other communication methods to ensure delivery to the contact address registered by the shareholder; the notice must also be published on the VINATEX website, the State Securities Commission, and the Stock Exchange.

- The notice of the meeting must be sent no later than twenty-one (21) days before the meeting date (calculated from the date the notice is validly sent, postage is paid, or dropped into the mailbox).

e) Agenda and Contents of the General Shareholders' Meeting.

- The person convening the General Shareholders' Meeting must prepare the agenda and content of the meeting.

- The agenda, along with relevant documents for the matters to be voted on at the meeting, must be sent to shareholders (accompanying the invitation to the meeting) and/or posted on VINATEX's website. If posted on the website, the invitation to the meeting must specify where and how the documents can be downloaded, and VINATEX must send the meeting materials to shareholders if requested.

- Shareholders or groups of shareholders as specified in Clause 3, Article 11 of VINATEX's Charter have the right to propose items for inclusion in the meeting agenda. Proposals must be submitted in writing to VINATEX at least five (05) working days before the General Shareholders' Meeting is scheduled to begin. The proposal must include the shareholder's name, the number and type of shares owned, and the issue proposed for inclusion in the agenda.

f) Authorization for a Representative to Attend the General Shareholders' Meeting.

- The authorization for an individual or organization to attend the General Shareholders' Meeting on behalf of a shareholder must be made in writing. The authorization document must comply with civil law, the VINATEX Charter, and must clearly state the authorized individual or organization and the number of shares being authorized. The authorized person must present and submit the authorization document to VINATEX when registering for the meeting, prior to entering the meeting room/participating in the meeting, or may send the authorization information to the Organizing Committee before the meeting date.

g) Methods of Registering to Attend the General Shareholders' Meeting.

- Shareholders or authorized representatives may register to attend the General Shareholders' Meeting through one of the following methods: direct registration, telephone, fax, mail, or email, and must present identification documents, authorization

letters, and other relevant documents (if any) to the Organizing Committee at the meeting venue.

- If the meeting invitation specifies the registration time and method, shareholders shall follow the registration method stated in the invitation.

h) Conditions for Convening the General Shareholders' Meeting.

The conditions for convening the General Shareholders' Meeting shall comply with the provisions of Article 18 of VINATEX's Charter.

i) Forms of Adopting Resolutions of the General Shareholders' Meeting.

The forms of adopting resolutions of the General Shareholders' Meeting shall follow the provisions in Article 20 of VINATEX's Charter.

j) Voting Method.

- Unless otherwise stipulated, when registering for the meeting, VINATEX shall issue each shareholder or authorized representative with voting rights one (01) voting ballot, which includes a code number, the full name of the shareholder or authorized representative, and the number of shares owned and/or represented. The voting ballot shall be used for voting on all matters at the General Shareholders' Meeting.

- At the meeting, the Chairperson and the Vote Counting Committee will guide the shareholders or authorized representatives on how to use the voting ballot for each item on the agenda.

- The General Shareholders' Meeting shall discuss and vote on each item on the agenda. Voting is conducted by counting the votes in favor, against, and abstentions.

- Shareholders may send their voting ballots to the General Shareholders' Meeting by mail/fax/email (collectively referred to as "remote voting"). Shareholders are assured that voting through remote voting methods has the same legal effect as direct voting at the General Shareholders' Meeting.

k) Voting Counting Method.

- The General Shareholders' Meeting shall elect individuals responsible for vote counting and supervising the vote counting process, as nominated by the Chairperson. The Organizing Committee shall prepare supporting personnel or the Vote Counting Committee may decide on its own supporting team.

- For remote voting, the verification of these voting ballots shall include checking for seal integrity, completeness of accompanying documents, and such ballots shall be verified and consolidated together with the ballots distributed directly at the meeting.

- The results for "in favor," "against," and "abstention" shall be tallied separately (blank/invalid ballots shall be grouped under "abstention"). The total result of each voting status will be divided by the total number of ballots issued at registration to determine the percentage of each category.

- VINATEX may apply electronic vote-counting software and barcode-based

identification of voting ballots to minimize errors.

- The Vote Counting Committee shall have personnel monitoring the process and outcome of the vote count. All members of the committee must sign to confirm the vote counting result.

l. Conditions for a Resolution to Be Passed.

The conditions for a resolution of the General Shareholders' Meeting to be passed shall comply with Article 20 of the VINATEX Charter.

m) Announcement of Vote Counting Results.

- The Chairperson shall announce the voting result for each matter immediately after vote counting is completed.

- The Head of the Vote Counting Committee shall read the results after finishing the counting.

n) Procedure for Objecting to a Resolution of the General Shareholders' Meeting.

- In case a shareholder objects to a resolution of the General Shareholders' Meeting, the objection must be made in writing, clearly stating the shareholder's name, registration code for the meeting, content and reason for objection, and must be submitted to the Secretary of the meeting to be recorded in the minutes of the General Shareholders' Meeting.

- A shareholder voting against a resolution regarding the reorganization of VINATEX or amendments to shareholder rights and obligations as stipulated in the VINATEX Charter may request VINATEX to repurchase their shares. The request must be in writing, stating the name, contact address, types and quantity of shares, proposed selling price, and reasons for the repurchase. The request must be sent to VINATEX's head office within ten (10) days from the date the resolution is passed.

- Requests for full or partial cancellation of the content of a resolution of the General Shareholders' Meeting shall follow the provisions of Article 24 of the VINATEX Charter. All related costs shall be borne by the requesting party.

- In all cases, shareholders must comply with the resolution of the General Shareholders' Meeting until there is a legally effective ruling by a court or arbitration body on the annulment of the resolution, except in cases where provisional urgent measures are applied by a competent authority.

o) Preparation of Minutes of the General Shareholders' Meeting.

- The General Shareholders' Meeting must be recorded in minutes. The Secretary of the General Shareholders' Meeting is responsible for documenting the entire proceedings, preparing the minutes, and submitting them for approval by the General Shareholders' Meeting before the meeting concludes. The minutes must be prepared in both Vietnamese and English, with equal legal validity; in case of discrepancies between the two versions, the Vietnamese version shall prevail.

- The minutes of the General Shareholders' Meeting must contain the following main contents:

- + Name, address of the head office, and enterprise registration number;
- + Time and venue of the General Shareholders' Meeting;
- + Meeting agenda and contents;
- + Full names of the Chairperson and Secretary;
- + Summary of the meeting proceedings and opinions expressed on each agenda item;
- + Number of shareholders and total voting shares of attending shareholders, with an appendix listing registered shareholders, shareholder representatives attending the meeting, and corresponding shares/votes;
- + Total votes for each voting matter, specifying the voting method, total valid/invalid votes, votes in favor, against, and abstentions; the percentage corresponding to total votes of attending shareholders;
- + Matters approved and the corresponding voting ratios;
- + Signatures of the Chairperson and Secretary;

The Chairperson and Secretary of the General Shareholders' Meeting shall be jointly responsible for the truthfulness and accuracy of the minutes. In the event the Chairperson and/or Secretary refuse to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required content as mentioned above. The minutes must clearly state the refusal to sign by the Chairperson and/or Secretary.

- The minutes of the General Shareholders' Meeting serve as conclusive evidence of what transpired during the meeting, unless an objection is raised in accordance with proper procedures within ten (10) days from the date of publication of the minutes.

- The meeting minutes, the appendix listing registered shareholders with their signatures, proxy documents, resolutions passed, and related documents must be archived at the head office of VINATEX.

p) Announcement of Resolutions of the General Shareholders' Meeting

The meeting minutes and resolutions of the General Shareholders' Meeting must be published on VINATEX's website, the State Securities Commission, and the Stock Exchange within twenty-four (24) hours from the closing of the meeting.

3. Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Shareholders' Meeting.

Approval of resolutions by the General Shareholders' Meeting through written consultation of shareholders includes the following key contents:

a) Cases where shareholders' written opinions are collected to approve resolutions of the General Shareholders' Meeting.

All matters under the authority of the General Shareholders' Meeting as prescribed in the Charter of VINATEX and the Law on Enterprises may be approved via written consultation, except for the following matters which must be approved by voting at a

General Shareholders' Meeting:

i) Election, dismissal, or removal of members of the Board of Directors and Board of Supervisor members;

ii) Reorganization or dissolution of VINATEX.

b) Procedure for written consultation to approve resolutions of the General Shareholders' Meeting.

- The process of collecting shareholders' written opinions to approve resolutions shall follow the provisions of Article 23 of the Charter of VINATEX.

- In such cases, the Board of Directors shall establish a Vote Counting Committee.

4. Procedures for Holding the General Shareholders' Meeting via Online Meeting or Combined Online and In-Person Meeting Format.

- In addition to in-person meetings, the annual or extraordinary General Shareholders' Meeting may be held in the form of an online meeting (e-GMS), a combination of online and in-person meeting, or other equivalent formats in the following cases:

- + Force majeure events, including but not limited to: natural disasters, war, epidemics, riots, terrorism, prohibitive or restrictive orders from competent state authorities and/or;

- + Other objective circumstances in which the Board of Directors deems it inconvenient and/or inappropriate to organize an in-person General Shareholders' Meeting.

- If the Board of Directors decides to convene the General Shareholders' Meeting via online meeting (e-GMS), or a combination of online and in-person meeting or other equivalent forms, the Board of Directors must issue a Regulation on the Organization of the General Shareholders' Meeting and disclose it on VINATEX's website at least twenty-one (21) days prior to the scheduled meeting date. The Regulation must include the following basic contents:

- + Notice of convening the General Shareholders' Meeting;

- + Method of registering for attendance;

- + Authorization of representatives to attend the meeting;

- + Conditions for holding the meeting;

- + Forms of approving resolutions;

- + Methods of voting, vote counting, and announcement of voting results;

- + Preparation of meeting minutes;

- + Disclosure of resolutions of the General Shareholders' Meeting;

The Regulation on the Organization of the General Shareholders' Meeting in these formats may be amended or adjusted as appropriate for each meeting, as decided by the Board of Directors at the relevant time.

CHAPTER III. BOARD OF DIRECTORS

Article 6. Role, Rights and Obligations of the Board of Directors, Responsibilities of Members of the Board of Directors

1. The Board of Directors is the managing body of VINATEX and has full authority to act on behalf of VINATEX to decide and exercise VINATEX's rights and obligations, except for matters that fall under the authority of the General Meeting of Shareholders.

2. Right to access information of the Board of Directors.

a) Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other Executives of VINATEX to provide information and documents regarding the financial status and business operations of VINATEX and its member units;

b) The requested executives must promptly, fully, and accurately provide the information and documents as requested by members of the Board of Directors;

c) The procedures for requesting and providing information to the Board of Directors shall follow the provisions set out in the Regulation on the Operations of the Board of Directors.

3. Other rights and obligations of the Board of Directors shall be implemented according to Article 26 of the VINATEX Charter.

4. Responsibilities of members of the Board of Directors shall be executed according to Chapter X of the VINATEX Charter.

Article 7. Nomination, Election, Dismissal, and Removal of Members of the Board of Directors

1. Term and number of Board members.

a) The number of members of the Board of Directors shall be no fewer than five (05) and no more than eleven (11), with the specific number for each term to be decided by the General Meeting of Shareholders;

b) The term of a Board member shall not exceed five (05) years and re-election is permitted for an unlimited number of terms. If all Board members simultaneously reach the end of their term, they shall continue to serve until new members are elected and take over their responsibilities.

2. Structure, standard and conditions of members of the Board of Directors:

a) The composition of non-executive members of the Board of Directors shall ensure that:

- **There is at least one (01) non-executive member in the event that the Board of Directors comprises five (05) members;**

- **There are at least two (02) non-executive members in the event that the Board of Directors comprises from six (06) to eight (08) members;**

- **There are at least three (03) non-executive members in the event that the Board of Directors comprises from nine (09) to eleven (11) members.**

b) The standards and qualifications of Board members shall comply with Clause 1, Article 25 of the VINATEX Charter.

3. Nomination of members to the Board of Directors.

Shareholders or groups of shareholders are entitled to nominate candidates for membership on the Board of Directors in accordance with Point (a), Clause 4, Article 11 of the VINATEX Charter by submitting a nomination dossier to VINATEX's head office.

a) The nomination dossier shall include the following information and documents:

- Candidate information:

- + Full name, date of birth;
- + Educational background;
- + Professional qualifications;
- + Companies where the candidate is currently serving as a Board of Directors member; **member of the Members' Council** and/or holding other managerial positions;
- + The candidate's relationship with VINATEX's key business partners;
- + The candidate's relationship with related persons of VINATEX;
- + Information concerning the candidate's financial status and any other matters that may affect the performance of their duties if elected as a Board member;
- + Any other relevant information necessary for assessing the candidate's qualifications under the Law on Enterprises and the VINATEX Charter.

- A written commitment from the candidate confirming the truthfulness, accuracy, and reasonableness of the personal information provided; and a commitment to perform their duties with honesty, loyalty, diligence, and in the best interests of VINATEX if elected as a member of the Board of Directors;

b) For shareholder groups: In case of nomination by a group of shareholders, a list of the nominating shareholders and a written agreement among them regarding the nomination of a candidate for election to the Board of Directors must be submitted.

4. Method of electing members of the Board of Directors.

a) The election of Board members shall be conducted by cumulative voting. Accordingly, each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of Board members to be elected, and shareholders may accumulate all of their votes for one or several candidates;

b) Ballots are pre-printed by the organizing committee, listing the candidates, including shareholder information and total votes, and bear the VINATEX seal. Shareholders must verify the information on the ballot and immediately report any errors

upon receiving the ballot;

c) Shareholders have the right to vote for themselves if they are listed as candidates on the ballot;

d) Based on the approved number of Board members to be elected, successful candidates shall be those with the highest number of votes, ranked in descending order until the required number of members is reached. If two (02) or more candidates receive the same number of votes for the final seat, a re-election will be held among those candidates or selection will be made based on the criteria stated in the Election Regulations. A candidate must receive at least one (01) vote to be elected;

e) If the required number of Board members is not reached, the General Meeting of Shareholders shall continue voting until the number is sufficient.

5. Cases of dismissal and removal of members of the Board of Directors.

a) The cases of dismissal and removal of members of the Board of Directors as stipulated in Point (c), Clause 2, Article 25 of the VINATEX Charter shall be carried out as follows:

- The cases of dismissal and removal specified in Point (c), Clause 2, Article 25 of the VINATEX Charter shall be implemented as follows;

- For the cases specified in Items (i), (iii), and (iv) of Point (c), Clause 2, Article 25, the Chairperson of the Board of Directors shall be responsible for collecting evidence and information, preparing reports and proposals, and submitting them to the Board of Directors for voting and passing a resolution in writing.

b) The Board of Directors shall report and submit to the General Meeting of Shareholders at the nearest meeting the matter of dismissal or removal of the said Board member.

6. Notification of election, dismissal, and removal of Board members.

All changes related to the election, dismissal, or removal of members of the Board of Directors must be reported and publicly disclosed by the Board of Directors in accordance with securities regulations.

7. Method of introducing candidates for the Board of Directors.

a) Shareholders or groups of shareholders may nominate candidates for the Board of Directors who meet the qualifications and conditions specified in Clause 1, Article 25 of the VINATEX Charter. Nomination dossiers shall be sent to the Investor Relations Department at the VINATEX headquarters or to another department designated by the Board of Directors from time to time;

b) Based on the nomination dossiers submitted by shareholders or groups of shareholders and the accompanying documents of the candidates, the Chairperson of the meeting shall present the qualified candidates to the General Meeting of Shareholders for approval and election to the Board of Directors;

c) In the event that the number of nominated candidates is still insufficient, the incumbent Board of Directors shall announce the procedure for introducing additional

candidates to be approved by the General Meeting of Shareholders before nominations may be made by the Board of Directors, the Board of Supervisors, or other shareholders or groups of shareholders.

8. Election, dismissal, and removal of the Chairperson of the Board of Directors.

a) The Board of Directors shall select one (01) of its members to be elected as the Chairperson and one (01) as the Vice Chairperson. The candidate for Chairperson of the Board must not only meet the qualifications and conditions under Clause 1, Article 25 of the VINATEX Charter but also those specified in Clause 1, Article 27 of the Charter

b) The Chairperson and the Vice Chairperson of the Board of Directors may be dismissed or removed by a resolution of the Board of Directors. If the Chairperson submits a resignation or is dismissed/removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or from the date the Chairperson is dismissed/removed. If the Vice Chairperson resigns or is dismissed/removed, the Board of Directors may decide whether or not to elect a replacement. If a replacement is to be elected, the Board must do so within ten (10) days from the date of receiving the resignation or from the date the Vice Chairperson is dismissed/removed

Article 8. Remuneration and Other Benefits of Members of the Board of Directors

1. The remuneration of the Board of Directors, once approved by the General Meeting of Shareholders, shall be distributed among members of the Board of Directors by mutual agreement or equally if no agreement is reached.

2. Other benefits of members of the Board of Directors shall be implemented in accordance with Article 26 of the VINATEX Charter and the Law on Enterprises.

3. The remuneration of members of the Board of Directors shall be accounted for as a business expense of VINATEX in accordance with laws on corporate income tax and other relevant legal regulations. It shall be separately presented in the annual financial statements of VINATEX and reported to the General Meeting of Shareholders at the annual meeting.

Article 9. Order and Procedures for Organizing Meetings of the Board of Directors

1. Meetings of the Board of Directors shall be convened by the Chairman when deemed necessary, but at least once (01) every quarter. If the Chairman has notified the Board of Directors of their absence or inability to perform their duties due to force majeure or incapacity, the Vice Chairman shall convene and preside over the meeting.

2. The Chairman/Vice Chairman must convene a Board meeting without undue delay, unless there is a valid reason, upon a written request stating the purpose and agenda from one of the following:

- a) The General Director or at least five (05) other managers;
- b) At least two (02) members of the Board of Directors;

c) The Board of Supervisors;

d) The Independent Auditor.

3. Notice of Meeting of the Board of Directors.

a) Notice of the Board meeting shall be sent to members at least seven (07) days before the meeting date via postal mail, fax, email, and/or other appropriate means, provided it reaches the registered address of each member;

b) The notice must clearly state the time, venue, agenda, matters to be discussed and decided upon. It must include relevant documents and voting ballots for members unable to attend;

c) A member may decline the invitation or any part of the agenda by sending a written notice to the Board of Directors;

4. Supervisors have the right to attend and discuss at Board meetings but do not have voting rights.

5. Conditions for Holding a Meeting.

a) A meeting is valid if at least three-quarters (3/4) of the Board members attend. A member is considered present if:

- They attend and vote in person;
- They authorize another person to attend and vote (subject to majority approval by the Board);
- They attend and vote via online conference, e-voting, or other electronic means;
- They send a voting ballot by mail, fax, email, or other means accepted by the majority of the Board;

b) If the first meeting fails to meet the quorum, a second meeting shall be convened within seven (07) days. The second meeting is valid if over half (1/2) of the Board members attend;

c) If the second meeting still lacks quorum, a third meeting shall be convened within seven (07) days and may proceed regardless of the number of attendees;

6. Voting Methods.

a) Voting is conducted in person;

b) **In accordance with** Clause 10, Article 28 of the Charter, members may send their votes via fax, email, or other means allowed by law and VINATEX's circumstances. Ballots shall only be opened in the presence of all attendees;

c) In direct or telephonic/virtual meetings, votes may be cast orally, by hand-raising, or by another lawful method and cannot be changed once submitted, unless the Board agrees to a re-vote;

7. Adopting Resolutions and Decisions.

a) The Board adopts resolutions and decisions based on a majority vote of the attending and voting members. In case of a tie, the final decision shall rest with the opinion of the Chairman;

b) Resolutions/decisions may also be adopted by written consent or other means as stated in the Charter, provided they are approved by a majority of voting members. Such resolutions carry the same legal weight as those adopted in a formal meeting;

c) Members with dissenting opinions may record their reservations.

8. Members may authorize another person in writing to attend the meeting, as per civil law, if approved by the majority of the Board.

9. Meeting Minutes.

a) All meetings must be minute by the meeting secretary. Minutes must be in Vietnamese, clear, detailed, and may be prepared in multiple copies. Audio or other electronic recordings may be used to ensure accuracy;

b) Minutes must include:

- Name, head office, business registration number of VINATEX;
- Purpose, agenda, and content of the meeting;
- Time and venue of the meeting;
- Names of attendees, authorized representatives, absentees and reasons;
- Topics discussed and voted on;
- Summary of each attendee's comments;
- Voting results including those in favor, against, and abstentions;
- Resolutions passed and corresponding approval ratios;
- Names and signatures of the Chairman and Secretary;

c) The minutes and related documents shall be stored at VINATEX's headquarters.

10. If the Chairman and/or Secretary refuse to sign the minutes, the minutes remain valid if signed by all other attending Board members and meet the requirements stated in Clause 9(b). The minutes must note the refusal.

11. Notification of Resolutions and Decisions.

a) Based on approved contents, the Chairman shall sign the official Board resolutions/decisions. In special cases, another member may sign on behalf of the Board but must promptly report to the Chairman;

b) Resolutions and decisions shall be communicated to all Board members, the Board of Supervisors, and the General Director;

c) Resolutions/decisions subject to disclosure shall be published in accordance with securities laws.

Article 10. Committees under the Board of Directors

1. The Board of Directors may establish affiliated Committees in charge of development policy, human resources, remuneration, and internal audit in accordance with Clause 10, Article 26 of the VINATEX Charter.

2. The roles, responsibilities, and powers of the Committees under the Board of Directors, as well as those of each member of such Committees, shall be specifically stipulated in the Board of Directors' Rules of Operation.

Article 11. Selection, Appointment, and Dismissal of the Person in Charge of Corporate Governance at VINATEX

1. Qualifications of the Person in Charge of Corporate Governance at VINATEX.

a) Must have legal knowledge and must not concurrently work for the independent auditing firm auditing VINATEX's financial statements;

b) Must have at least a university degree and be knowledgeable about VINATEX's operations;

c) Must have received training in corporate governance;

d) Must not have any family relationship with the managers of VINATEX.

2. Appointment and Dismissal of the Person in Charge of Corporate Governance at VINATEX.

a) The Person in Charge of Corporate Governance at VINATEX may concurrently serve as the Secretary of VINATEX. The number of such persons shall be decided by the Board of Directors;

b) The Board of Directors shall issue a resolution to appoint the Person in Charge of Corporate Governance at VINATEX for a five (05) year term or another duration as decided by the Board from time to time;

c) The Board of Directors may dismiss the Person in Charge of Corporate Governance at VINATEX at any time, provided such dismissal does not violate current labor laws;

d) The Board of Directors shall notify the Board of Supervisors, the General Director, and other managers of VINATEX of the appointment or dismissal.

3. The rights and obligations of the Person in Charge of Corporate Governance at VINATEX shall be implemented in accordance with Article 31 of the VINATEX Charter.

CHAPTER IV. BOARD OF SUPERVISORS

Article 12. Roles, Rights, and Duties of the Board of Supervisors, Responsibilities of Supervisors

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in managing and operating VINATEX to protect the lawful rights and interests of VINATEX shareholders.

2. Right to Access Information of the Board of Supervisors.

a) Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as those sent to members of the Board of Directors, including:

- Meeting invitations, Voting ballots of Board members and accompanying documents;

- Resolutions and minutes of the General Meeting of Shareholders; resolutions, decisions, and minutes of meetings of the Board of Directors;

- Reports of the General Director submitted to the Board of Directors or other documents issued by VINATEX;

b) A Supervisor has the right to access records and documents stored at VINATEX's headquarters, branches, and other locations; and has the right to visit the workplace of VINATEX's managers and employees during working hours;

c) The Board of Directors, its members, the General Director, and other managers of VINATEX must fully, accurately, and promptly provide information and documents on management, operations, and business activities of VINATEX upon the request of any Supervisor or the Board of Supervisors.

3. Other rights and obligations of the Board of Supervisors shall comply with applicable laws and Article 32 of the VINATEX Charter.

4. Responsibilities of Supervisors shall comply with Chapter X of the VINATEX Charter.

Article 13. Term, Number, Composition, and Structure of the Board of Supervisors

1. Term, Number, Composition, and Structure.

a) The Board of Supervisors shall have between three (03) and five (05) members. The specific number of Supervisors for each term shall be determined by the General Meeting of Shareholders, including one (01) Head of the Board of Supervisors;

b) The term of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms;

In the event that Supervisors' terms expire simultaneously and the new-term Supervisors have not been elected, the outgoing Supervisors shall continue to fulfill their duties until the new-term Supervisors are elected and assume their roles;

c) At least one-half (1/2) of the members of the Board of Supervisors must reside in Vietnam;

d) The Head of the Board of Supervisors shall be elected among the Supervisors, and the election, dismissal, or removal shall follow the majority principle.

2. Qualifications and Conditions of Supervisors.

Supervisors must meet the qualifications and conditions as prescribed in Clause 6, Article 32 of the VINATEX Charter.

3. Nomination and Candidacy for Membership in the Board of Supervisors.

Shareholders or groups of Shareholders shall have the right to nominate candidates for the position of Supervisor in accordance with Clause 4, Article 11 of the

VINATEX Charter, and **shall exercise such nomination** by submitting nomination documents to VINATEX's head office.

a) The nomination dossier shall include the following information and documents:

- Information related to the candidate:

- + Full name, date of birth;
- + Educational background;
- + Professional qualifications;
- + Companies where the candidate currently holds the position of Supervisor and/or other managerial roles;
- + Candidate's relationships with persons related to VINATEX;
- + Candidate's relationships with VINATEX's major business partners;
- + Financial information and other matters that may affect the candidate's ability to perform the duties of a Supervisor if elected;
- + Other relevant information for the assessment of the candidate's qualifications and conditions in accordance with the Law on Enterprises and the VINATEX Charter.

- A written commitment by the candidate affirming the truthfulness, accuracy, and rationality of the personal information provided; and a commitment to perform duties honestly, loyal, prudently, and in the interest of VINATEX if elected;

b) For a group of Shareholders: A list of the shareholders within the group and a written agreement on the nomination must be attached;

c) For a group of Shareholders: A list of the shareholders within the group and a written agreement on the nomination must be attached.

4. Voting Method for Electing Supervisors.

a) The election of Supervisors shall be conducted by cumulative voting, similarly to the election of members of the Board of Directors as stipulated in Clause 4, Article 7 of this Regulation;

b) In the event that the number of candidates nominated for the Board of Supervisors remains insufficient, the incumbent Board of Supervisors shall publish the procedure for nominating candidates to be approved by the General Meeting of Shareholders before the Board of Supervisors or other shareholders or groups of shareholders proceed with nominations.

5. Dismissal and Removal of Supervisors.

Supervisors shall be dismissed or removed in the cases stipulated in Clause 8, Article 32 of the VINATEX Charter, as follows:

a) In the cases specified at Points (a), (c), and (d) of Clause 8, Article 32 of the VINATEX Charter, the Head of the Board of Supervisors shall be responsible for

collecting evidence and information, preparing a report and proposal, and submitting it to the Board of Supervisors for voting and issuing a written decision;

b) In the case specified at Point (b) of Clause 8, Article 32 of the VINATEX Charter, the Board of Supervisors shall issue a written acknowledgment and carry out information disclosure procedures in accordance with the law. In this case, the Supervisor in question shall not be allowed to participate in discussions or vote on the decisions of the Board of Supervisors from the date of signing the resignation letter;

c) The Board of Supervisors shall report the dismissal or removal of the above-mentioned Supervisor to the General Meeting of Shareholders at the nearest meeting.

6. Notification of the Election, Dismissal, and Removal of Supervisors.

In all cases of changes involving Supervisors, including election, dismissal, and removal, the Board of Supervisors shall carry out information disclosure procedures in accordance with securities laws.

7. Salary and Other Benefits of Members of the Board of Supervisors.

a) Supervisors shall receive salaries, remuneration, bonuses, and other benefits as approved by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total annual budget for salaries, remuneration, bonuses, other benefits, and operating expenses of the Board of Supervisors;

b) Supervisors shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and such expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

c) Salaries and expenses of the Board of Supervisors shall be recorded as business expenses of VINATEX in accordance with the regulations on corporate income tax and other relevant laws, and must be itemized in a separate line in VINATEX's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER V. GENERAL DIRECTOR

Article 14. Role, responsibilities, rights, and obligations of the General Director

1. The General Director is responsible for the day-to-day management of VINATEX's business operations; subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.

2. The responsibilities of the General Director are stipulated in Chapter VIII of the VINATEX Charter.

3. The rights and obligations of the General Director are specified in Clauses 3 and 4, Article 30 of the VINATEX Charter.

Article 15. Appointment, dismissal, signing, and termination of labor contract with the General Director and other executives of VINATEX

1. Term, qualifications, and conditions for the General Director.

a) The term of the General Director is aligned with the term of the Board of Directors, not exceeding five (05) years, and may be reappointed for an unlimited number of terms. The appointment may become invalid based on provisions of the General Director's labor contract (if any);

b) The General Director must meet the qualifications and conditions stipulated in Clause 1, Article 30 of the VINATEX Charter.

2. Appointment and signing of labor contract with the General Director.

a) The Board of Directors shall appoint one (01) of its members or another person as the General Director;

b) Signing of the labor contract with the General Director: the Chairman of the Board of Directors shall, on behalf of the Board of Directors, sign the labor contract with the General Director in accordance with current labor laws;

c) The procedures for appointment and labor contract signing with the General Director shall comply with Article 30 of the VINATEX Charter, the Regulation on appointment, dismissal, and removal of personnel under the management of the Board of Directors, and current labor laws.

3. Dismissal, removal, termination of labor contract with the General Director and other executives of VINATEX.

a) The Board of Directors shall hold a meeting to vote on the dismissal or removal of the General Director. Such dismissal or removal shall be documented in a resolution or decision of the Board of Directors;

b) The Chairman of the Board of Directors shall, on behalf of the Board of Directors, terminate the labor contract with the General Director in accordance with current labor laws (in case of contract termination);

c) The procedures for dismissal, removal, and labor contract termination with the General Director shall comply with Article 30 of the VINATEX Charter, the Regulation on appointment, dismissal, and removal of personnel under the management of the Board of Directors, and current labor laws.

4. Salary and other benefits of the General Director and other executives of VINATEX.

a) The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors;

b) The salary of the General Director shall be accounted for as business expenses

of VINATEX in accordance with laws on corporate income tax, recorded as a separate item in VINATEX's annual financial statements, and reported at the Annual General Meeting of Shareholders.

5. Notice on appointment, labor contract signing, dismissal, removal, and termination of labor contract with the General Director.

All cases of appointment, labor contract signing, dismissal, removal, and termination of labor contract with the General Director shall comply with information disclosure procedures as prescribed by securities laws, internal notifications within VINATEX, notification to relevant authorities, and posting on VINATEX's official website.

CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR

Article 16. Working Principles

1. Members of the Board of Directors, Supervisors, and the General Director must be responsible for their assigned tasks, actively and seriously coordinating activities to protect the legal rights and interests of Shareholders and VINATEX.

2. All members of the Board of Directors, Supervisors, and the General Director have the right to express their dissenting or non-conforming opinions on one or more issues and are responsible for explaining those opinions when requested.

Article 17. Coordination of Activities Between the Board of Directors, the Board of Supervisors, and the General Director

The coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director includes the following:

1. Procedures for convening meetings, notifying meeting invitations, recording minutes, and informing of meeting results between the Board of Directors, the Board of Supervisors, and the General Director.

a) The General Director and Supervisors have the right to attend meetings of the Board of Directors; the procedures and sequence for calling meetings are conducted according to the regulations in this Charter and the Regulations on the operation of the Board of Directors;

b) The agenda of the meeting between the Board of Directors, the Board of Supervisors, and the General Director will be integrated into the meeting agenda of the Board of Directors.

2. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director: This will be carried out in accordance with the provisions of Clause 11, Article 9 of this Charter.

3. Circumstances in which the General Director and the Board of Supervisors propose to convene a meeting of the Board of Directors and issues that require the Board of Directors' opinion:

a) Conflicts of rights and duties between the Board of Directors and the General Director;

b) Crises where the resolution exceeds the authority of the General Director;

c) Transactions and contracts where the General Director is a party involved;

d) Significant developments in the implementation of the resolutions and decisions of the Board of Directors;

e) Matters beyond the authority delegated by the Board of Directors to the General Director.

4. Reports of the General Director to the Board of Directors on the performance of assigned tasks and powers.

The report content of the General Director to the Board of Directors regarding the performance of assigned tasks and powers must be integrated into a separate item in the meeting agenda of the Board of Directors.

5. Review of the implementation of resolutions, decisions, and other delegated matters from the Board of Directors to the General Director. This must be integrated into a separate item in the meeting agenda of the Board of Directors.

6. Matters the General Director must report, provide information, and the method of informing the Board of Directors, the Board of Supervisors.

a) The General Director must provide information in an appropriate manner when a member of the Board of Directors or a Supervisor requests information or documents about the financial situation, business operations of VINATEX, and its subsidiaries according to the legal provisions, this Charter, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Board of Supervisors;

b) In the case where subcommittees of the Board of Directors (if any) request information in writing or by email, the General Director must provide information in writing or via email.

7. Coordination of control, operation, and supervision activities between members of the Board of Directors, Supervisors, and the General Director according to the tasks assigned to each member.

This must be carried out in accordance with the legal provisions, the VINATEX Charter, this Charter, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Board of Supervisors.

CHAPTER VII. INTERNAL MANAGEMENT REGULATION SYSTEM

Article 18. VINATEX's Internal Management Regulation System

VINATEX's internal management regulations are generally binding documents, applicable repeatedly to one or more subjects, issued by competent authorities. They include: The Regulation Level, issued by the Board of Directors after approval by the General Meeting of Shareholders, if required by law; The Rule and Procedure Levels, issued by the General Director who also acts as the legal representative, according to the delegation by the Board of Directors or as required by law.

1. Regulations: These are documents governing matters related to organizational operations, human resources, assignment and delegation of duties, authorities, norms, and unit prices applied within VINATEX and/or subsidiaries wholly owned by VINATEX, and/or representatives of VINATEX's capital in other enterprises. Regulations set forth the required outcomes and provide a framework based on principles.

2. Rules: These documents provide guidance on implementing legal regulations, the Charter of VINATEX, or VINATEX's Regulations. They contain technical and professional instructions to support VINATEX's management and operations.

3. Procedures: These documents outline the sequence of tasks, resources to be used (if necessary), and the responsibilities of relevant departments or individuals in coordinating and performing a specific activity or task.

CHAPTER VIII. EVALUATION, REWARDS, AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS OF VINATEX

Article 19. Annual Performance Evaluation

1. The Board of Directors is responsible for establishing performance evaluation criteria for members of the Board of Directors, the General Director, and other executive officers of VINATEX.

2. The evaluation criteria must align individual interests with the long-term interests of VINATEX and its shareholders. Financial and non-financial indicators used in the evaluation must be carefully considered and determined by the Board of Directors based on the specific timing.

3. Annually, based on assigned functions, duties, and established criteria, the Board of Directors shall organize evaluations of each member of the Board of Directors, the General Director, and other executive officers of VINATEX.

4. The Head of the Board of Supervisors shall organize the performance evaluation of each Supervisor based on their assigned responsibilities.

Article 20. Rewards

1. The Board of Directors is responsible for establishing a reward system for members of the Board of Directors, the General Director, and other executive officers

of VINATEX. The Head of the Board of Supervisors is responsible for establishing the reward system for Supervisors. Rewards shall be based on the results of the annual performance evaluation as specified in Article 21 of this Regulation.

2. Forms of rewards may include.

- a) Cash, and/or
- b) Shares, and/or
- c) Other forms (if any).

3. Sources of reward funding.

a) For members of the Board of Directors and the Board of Supervisors: the Board of Directors and the Board of Supervisors shall decide within the scope of the remuneration and bonus fund approved by the General Meeting of Shareholders.

b) For the General Director and other executive officers of VINATEX: reward funds shall be sourced from the Reward Fund, the reward fund of the executive management team, the capital representative at other enterprises, and other lawful sources, or may be accounted as pre-tax expenses in accordance with relevant laws. The reward level shall be determined based on the actual situation of each year.

Article 21. Disciplinary Actions

1. In the event of violations of VINATEX's internal management regulations or related laws, depending on the severity of the infraction, the VINATEX Reward and Discipline Council shall consider and issue appropriate disciplinary measures.

2. Any member of the Board of Directors, Supervisor, General Director, or executive officer of VINATEX who commits legal or internal regulation violations while performing their duties shall, depending on the severity, be subject to disciplinary action, administrative penalties, or criminal prosecution as prescribed by law. In cases of damage to the interests of VINATEX, shareholders, or other parties, the individual shall be liable for compensation in accordance with the law.

CHAPTER IX. IMPLEMENTING PROVISIONS

Article 22. Effectiveness and Amendments to the Regulation

1. Any matters not specified in this Regulation shall be governed by the Charter of VINATEX and the provisions of applicable laws. In cases where this Regulation contains provisions that differ from or conflict with the Charter of VINATEX or applicable laws, the provisions of the Charter and/or applicable laws shall prevail

2. Amendments, supplements, or replacements of the provisions of this Regulation shall be decided by the General Meeting of Shareholders.

Article 23. Implementation Provisions

1. The Internal Regulations on Corporate Governance of Vietnam National Textile and Garment Group comprise nine (09) chapters and twenty-three (23) articles, and shall take effect from date month 2026 replacing the Internal Regulations on

Corporate Governance of the Group promulgated under Resolution No. .../NQ-DHĐCĐ of the General Meeting of Shareholders dated June 16, 2025.

2. Shareholders, the Board of Directors, the Board of Supervisors, the General Director, other executive officers, and all officers and employees of VINATEX are responsible for implementing this Regulation./.

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

Le Tien Truong



VIETNAM NATIONAL TEXTILE
AND GARMENT GROUP

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

/TTr-HĐQT

Hanoi, dated

2026

PROPOSAL

On the Approval of the Amendment and Supplementation of Several Articles of the Operating Charter of the Board of Directors of Vietnam National Textile and Garment Group

To: The General Meeting of Shareholders of Vietnam National Textile and
Garment Group

The Operating Charter of the Board of Directors of Vietnam National Textile and Garment Group ("**the Charter**") was developed and promulgated by the General Meeting of Shareholders based on the Law on Enterprises of 2020, the Law on Securities of 2019, Circular No. 116/2020/TT-BTC, and the Charter on Organization and Operation of Vietnam National Textile and Garment Group ("**the Group**") approved by the Annual General Meeting of Shareholders in 2025.

To ensure the consistency and conformity of the Charter with the draft new Charter, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Operating Charter of the Board of Directors of the Group. Specifically, as follows:

1. To approve the amended and supplemented contents of the Operating Charter of the Board of Directors of the Group (*Explanation of amendments and supplements to certain contents of the Operating Charter of the Board of Directors attached*).
2. Based on the contents in item 1 above, the AGM authorizes the Chairman of the Board of Directors of the Group to organize the completion of the amendment and supplementation of the contents in the Charter (including formal issues); to

sign for promulgation and disclose information regarding the Operating Charter of the Board of Directors of the Group.

3. To approve the Operating Charter of the Board of Directors of the Group after it has been amended and supplemented according to items 1 and 2 above. The new Regulation on operation of the Board of Directors of the Group shall take effect after being approved by the General Meeting of Shareholders of the Group and shall replace the Regulation on operation of the Board of Directors of the Group approved by the General Meeting of Shareholders of the Group on June 16, 2025.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

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

Le Tien Truong

**EXPLANATION OF AMENDMENTS AND SUPPLEMENTS TO SEVERAL CONTENTS OF THE OPERATING CHARTER OF THE
BOARD OF DIRECTORS OF VIETNAM NATIONAL TEXTILE AND GARMENT GROUP**

NO.	Current Operating Charter of the BOD <i>(italicized, bolded, underlined text is deleted, amended, or needs supplementation)</i>	Draft Amended and Supplemented Charter <i>(italicized, bolded text is amended or supplemented)</i>	Reason
1	Cover Page Head Office Address: 25 Ba Trieu Street, Hoan Kiem District , Hanoi Transaction Office Address: 41A Ly Thai To Street, Hoan Kiem District , Hanoi Tel: (84.24) 3.825.7700 – Fax: (84.24) 3.826.2269 Ho Chi Minh City Office: 10 Nguyen Hue Street, District 1 , Ho Chi Minh City Tel: (84.28) 3.824.4044 – Fax: (84.28) 3.829.2349	Head Office Address: 25 Ba Trieu Street, Cua Nam Ward , Hanoi Transaction Office Address: 41A Ly Thai To Street, Hoan Kiem Ward , Hanoi Tel: (84.24) 3.825.7700 – Fax: (84.24) 3.826.2269 Ho Chi Minh City Office: 10 Nguyen Hue Street, Sai Gon Ward , Ho Chi Minh City Tel: (84.28) 3.824.4044 – Fax: (84.28) 3.829.2349	Update of administrative boundaries
2	Legal Basis		

NO.	Current Operating Charter of the BOD (<i>italicized, bolded, underlined text is deleted, amended, or needs supplementation</i>)	Draft Amended and Supplemented Charter (<i>italicized, bolded text is amended or supplemented</i>)	Reason
	<ul style="list-style-type: none"> - Pursuant to the Law on Enterprises <u>No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its guiding documents;</u> - Pursuant to the Law on Securities <u>No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its guiding documents;</u> - Pursuant to the Charter on Organization and Operation of Vietnam National Textile and Garment Group; - Pursuant to the Resolution of the General Meeting of Shareholders <u>No. 09/NQ-DHDCD dated June 16, 2025;</u> <p>The Board of Directors hereby promulgates the Regulation on operation of the Board of Directors of Vietnam National Textile and Garment Group with the following contents:</p>	<ul style="list-style-type: none"> - Pursuant to the Law on Enterprises <i><u>dated June 17, 2020 and the Law on Enterprises as amended and supplemented dated June 17, 2025;</u></i> - Pursuant to the Law on Securities <i><u>dated November 26, 2019 and the Law on Securities as amended and supplemented dated November 29, 2024;</u></i> - <i><u>Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 and Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities;</u></i> - <i><u>Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020;</u></i> - Pursuant to the Charter on Organization and Operation of Vietnam National Textile and Garment Group; 	Update the legal basis in accordance with the latest applicable regulations

NO.	Current Operating Charter of the BOD <i>(italicized, bolded, underlined text is deleted, amended, or needs supplementation)</i>	Draft Amended and Supplemented Charter <i>(italicized, bolded text is amended or supplemented)</i>	Reason
		<p>- Pursuant to the Resolution of the General Meeting of Shareholders No. .../NQ-DHDCD dated 2026.</p>	

NO.	Current Operating Charter of the BOD <i>(italicized, bolded, underlined text is deleted, amended, or needs supplementation)</i>	Draft Amended and Supplemented Charter <i>(italicized, bolded text is amended or supplemented)</i>	Reason
3	Chapter I. GENERAL PROVISIONS		
	Article 1. Scope of Adjustment and Applicable Subjects		
	1. Scope of Adjustment: This Operating Charter of the Board of Directors of Vietnam National Textile and Garment Group stipulates the organizational and personnel structure, operating principles, powers, and obligations of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Charter of Vietnam National Textile and Garment Group (hereinafter referred to as the Vinatex Charter), and other relevant legal regulations.	1. Scope of Adjustment: This Operating Charter of the Board of Directors of Vietnam National Textile and Garment Group stipulates the organizational and personnel structure, operating principles, powers, and obligations of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Charter on Organization and Operation of Vietnam National Textile and Garment Group (hereinafter referred to as the Vinatex Charter), and other relevant legal regulations.	Complete supplementation of information
	Article 2. Operating Principles of the Board of Directors		
4	4. The Board of Directors assigns the General Director the responsibility to organize and implement the resolutions and decisions of the Board of Directors.	4. The Board of Directors assigns responsibility to the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.	Adjustment of terminology to ensure appropriateness
	Chapter II. MEMBERS OF THE BOARD OF DIRECTORS		
	Article 5. Term of Office and Number of Members of the Board of Directors		
	1. The number of members of the Board of Directors shall not be less than five (05) and not more than eleven (11). The specific number for	1. The number of members of the Board of Directors shall not be less than five (05) and not more than eleven (11). The specific	Amendments and supplements to ensure

NO.	Current Operating Charter of the BOD <i>(italicized, bolded, underlined text is deleted, amended, or needs supplementation)</i>	Draft Amended and Supplemented Charter <i>(italicized, bolded text is amended or supplemented)</i>	Reason
	<p>each term shall be decided by the General Meeting of Shareholders.</p> <p>2. The term of the Board of Directors is five (05) years; the term of a member of the Board of Directors follows the term of the Board of Directors and they may be re-elected by the General Meeting of Shareholders for an unlimited number of terms.</p> <p>3. In the event that all members of the Board of Directors simultaneously reach the end of their term, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.</p> <p>4. In the case of supplementary election or replacement election of a member of the Board of Directors who has been dismissed or removed, the term of the newly elected or replacement member shall be the remaining term of the Board of Directors.</p>	<p>number for each term shall be decided by the General Meeting of Shareholders.</p> <p><i>2. The number of non-executive members of the Board of Directors of VINATEX shall ensure that:</i></p> <p><i>a. There is at least one (01) non-executive member in case the Board of Directors has five (05) members;</i></p> <p><i>b. There are at least two (02) non-executive members in case the Board of Directors has from six (06) to eight (08) members;</i></p> <p><i>c. There are at least three (03) non-executive members in case the Board of Directors has from nine (09) to eleven (11) members.</i></p> <p>3. The term of the Board of Directors is five (05) years; the term of a member of the Board of Directors follows the term of the Board of Directors and they may be re-elected by the General Meeting of Shareholders for an unlimited number of terms.</p> <p>4. In the event that all members of the Board of Directors simultaneously reach the end of their term, they shall continue to be members</p>	<p>consistency with the revised draft Charter of the Group</p>

NO.	Current Operating Charter of the BOD (italicized, bolded, underlined text is deleted, amended, or needs supplementation)	Draft Amended and Supplemented Charter (italicized, bolded text is amended or supplemented)	Reason
		<p>of the Board of Directors until new members are elected to replace them and take over the work.</p> <p>5. In the case of supplementary election or replacement election of a member of the Board of Directors who has been dismissed or removed, the term of the newly elected or replacement member shall be the remaining term of the Board of Directors.</p>	
Article 6. Criteria and Conditions for Members of the Board of Directors			
	<p>2. A member of the Board of Directors of VINATEX <u>must not concurrently serve as a member of the Board of Directors of more than</u> five (05) other companies.</p>	<p>2. A member of the Board of Directors of VINATEX <i>may concurrently serve as a member of the Board of Directors or the Members' Council of no more than five (05) other companies.</i></p>	<p>Amendments and supplements to ensure consistency with the revised draft Charter of the Group</p>
Article 7. Chairman and Vice Chairman of the Board of Directors			
	<p>6. In the event that the Vice Chairperson of the Board of Directors resigns or is dismissed or removed pursuant to a decision of the Board of Directors, the Board of Directors may decide whether or not to elect a replacement. In the event that a decision is made to elect a replacement, the</p>	<p>6. In the event that the Vice Chairperson of the Board of Directors resigns or is dismissed or removed pursuant to a decision of the Board of Directors, the Board of Directors may decide whether or not to elect a replacement. In the event that a decision is</p>	<p>Amendments to ensure consistency with practical conditions</p>

NO.	Current Operating Charter of the BOD (italicized, bolded, underlined text is deleted, amended, or needs supplementation)	Draft Amended and Supplemented Charter (italicized, bolded text is amended or supplemented)	Reason
	Board of Directors must carry out such election within ten (10) days from the date the <i>Vice Chairperson of the Board of Directors</i> resigns or is dismissed or removed.	made to elect a replacement, the Board of Directors must carry out such election within ten (10) days from the date <i>it receives the resignation letter</i> or from <i>the date</i> of such dismissal or removal.	
5	Chapter III. BOARD OF DIRECTORS		
	Article 11. Rights and Obligations of the Board of Directors		
	3. The rights and obligations of the Board of Directors are stipulated by Law, the Charter, the internal management regulations of VINATEX, and the resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:	3. The rights and obligations of the Board of Directors are stipulated by Law, the Charter, the internal management regulations of VINATEX, and the resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:	Amendments and supplements to: - Enable the Board of Directors to delegate to the General Director matters related to executive directors of Vinatex under the authority of the Board of Directors (as provided for at Point f, Clause 1, Article 1 and Point j, Clause 2, Article 26 of the draft Charter); - Enable the Board of Directors to delegate to the General Director matters related to the General Director, Deputy General Directors, executive directors, Chief Accountant

NO.	Current Operating Charter of the BOD <i>(italicized, bolded, underlined text is deleted, amended, or needs supplementation)</i>	Draft Amended and Supplemented Charter <i>(italicized, bolded text is amended or supplemented)</i>	Reason
			and equivalent positions of single-member limited liability companies in cases where the Charters of certain single-member limited liability companies require that such matters be reported to the owner.

<p>u) The Board of Directors uniformly delegates authority for certain matters under the Board of Directors' jurisdiction to the General Director, specifically:</p> <p>- Regarding personnel matters: The General Director shall appoint, remove and dismiss: <i>(i) executive directors, heads of functional departments and equivalent positions at the Parent Company of the Group; (ii) branch directors; (iii) Chairpersons, members of the Members' Council, General Directors and Deputy General Directors of wholly-owned units of the Group;</i> (iv) authorize and terminate the authorization of VINATEX's capital representatives at enterprises;</p>	<p>u) The Board of Directors uniformly delegates authority for certain matters under the Board of Directors' jurisdiction to the General Director, specifically:</p> <p>- Regarding personnel matters: (i) The General Director shall appoint, remove and dismiss; <i>decide on commendation and discipline; and determine remuneration, salaries and other benefits for executive directors at the Parent Company of the Group, and for the Chairperson of the Members' Council, members of the Members' Council, and Controllers at wholly-owned single-member limited liability companies of the Group;</i> (ii) <i>The General Director shall approve or provide opinions for the Members' Council of the single-member limited liability company to appoint, remove and dismiss; decide on commendation and discipline; and determine remuneration, salaries and other benefits for the General Director, Deputy General Directors, executive directors, Chief Accountant and equivalent positions at wholly-owned single-member limited liability companies of the Group;</i> (iii) to authorize and terminate the authorization of VINATEX's capital representatives at enterprises;</p>	
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NO.	Current Operating Charter of the BOD (<i>italicized, bolded, underlined text is deleted, amended, or needs supplementation</i>)	Draft Amended and Supplemented Charter (<i>italicized, bolded text is amended or supplemented</i>)	Reason
6	<u>Article 16. Meetings of the Board of Directors</u>	<i>Article 16. Meetings of the Board of Directors and forms of adoption of resolutions of the Board of Directors</i>	
	13. Not yet provided	<i>13. The adoption of resolutions and decisions of the Board of Directors may be carried out by collecting written opinions of members of the Board of Directors or by other forms as decided by the Board of Directors. In such cases, resolutions and decisions of the Board of Directors shall be adopted when approved by a majority of the members of the Board of Directors (over 50%).</i>	Amendments and supplements to ensure consistency with the revised draft Charter of the Group



SOCIALIST REPUBLIC OF VIETNAM

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OPERATING CHARTER OF THE BOARD OF DIRECTORS VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

VINATEX

HANOI, May 16, 2026



SOCIALIST REPUBLIC OF VIETNAM

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OPERATING CHARTER OF THE BOARD OF DIRECTORS VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

VINATEX

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TABLE OF CONTENTS

Chapter I. GENERAL PROVISIONS.....	4
Article 1. Scope of Adjustment and Applicable Subjects	Error! Bookmark not defined.
Article 2. Operating Principles of the Board of Directors	Error! Bookmark not defined.
Chapter II. MEMBERS OF THE BOARD OF DIRECTORS	5
Article 3. Rights and Obligations of Members of the Board of Directors.....	5
Article 4. Rights of Members of the Board of Directors to Access Information	6
Article 5. Term of Office and Number of Members of the Board of Directors	Error! Bookmark not defined.
Article 6. Criteria and Conditions for Members of the Board of Directors.....	Error! Bookmark not defined.
Article 7. Chairman and Vice Chairman of the Board of Directors	6
Article 8. Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors	8
Article 9. Procedures for Electing, Dismissing, and Removing Members of the Board of Directors	Error! Bookmark not defined.
Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors	10
Chapter III. BOARD OF DIRECTORS	11
Article 11. Rights and Obligations of the Board of Directors	Error! Bookmark not defined.
Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions.....	15
Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders	16
Article 14. Supporting Subcommittees of the Board of Directors.	17
Article 15. Office of the Board of Directors.....	Error! Bookmark not defined.
Chapter IV. MEETINGS OF THE BOARD OF DIRECTORS	18
Article 16. Meetings of the Board of Directors	Error! Bookmark not defined.
Article 17. Minutes of the Board of Directors Meetings.....	20
Chapter V. REPORTING AND DISCLOSURE OF BENEFITS.....	21
Article 18. Submission of Annual Reports.....	21
Article 19. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors	21
Article 20. Disclosure of Related Interests.....	Error! Bookmark not defined.
Chapter VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS.....	23
Article 21. Relationships Among Members of the Board of Directors.....	Error! Bookmark not defined.
Article 22. Relationship with the Executive Board	Error! Bookmark not defined.
Article 23. Relationship with the Supervisory Board.....	23
Chapter VII. IMPLEMENTATION PROVISIONS.....	23

**VIETNAM NATIONAL TEXTILE
AND GARMENT GROUP**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

OPERATING CHARTER OF THE BOARD OF DIRECTORS

Pursuant to the Law on Enterprises dated June 17, 2020 and the Law on Enterprises as amended and supplemented dated June 17, 2025;

Pursuant to the Law on Securities dated November 26, 2019 and the Law on Securities as amended and supplemented dated November 29, 2024;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 and Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing Decree No. 155/2020/ND-CP 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 providing guidance on a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020;

Pursuant to the Charter on Organization and Operation of Vietnam National Textile and Garment Group;

Pursuant to the Resolution of the General Meeting of Shareholders No. .../NQ-DHDCCD dated ... 2026.

The Operating Charter of the Board of Directors of Vietnam National Textile and Garment Group includes the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of Adjustment and Applicable Subjects

1. Scope of Adjustment: This Operating Charter of the Board of Directors of Vietnam National Textile and Garment Group stipulates the organizational and personnel structure, operating principles, powers, and obligations of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Charter on **Organization and Operation** of Vietnam National Textile and Garment Group (hereinafter referred to as the Vinatex Charter), and other relevant legal regulations.
2. Applicable Subjects: This Charter applies to the Board of Directors and its members.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors of Vietnam National Textile and Garment Group (hereinafter referred to as the Board of Directors) operates within the framework of Vietnamese law, the Law on Enterprises, relevant specialized laws, and the Vinatex Charter.
2. The Board of Directors operates on the principle of collectivity, making decisions by majority vote of its members. Members who disagree with the majority have the right to reserve their opinions in writing. Each member of the Board of Directors is personally responsible for their assigned tasks and collectively responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of Vinatex.
3. The Board of Directors operates on the principle of task sharing and mutual support during the working process and in the performance of assigned tasks.
4. The Board of Directors assigns responsibility to 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 shall have all the rights stipulated in the Law on Enterprises, the Law on Securities, relevant legislation, and the Vinatex Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Parent Company of the Group and its member units.
2. Members of the Board of Directors shall have the obligations stipulated in the Vinatex Charter and the following obligations:
 - a) To perform their duties honestly and diligently in the best interests of the shareholders and Vinatex;
 - b) To attend all meetings of the Board of Directors fully and provide opinions on the issues put forth for discussion;
 - c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliates, and other organizations;
 - d) To report to the Board of Directors at the nearest meeting any transactions between Vinatex, its subsidiaries, other companies where Vinatex holds more than 50% of the charter capital, and the members of the Board of Directors and their related parties; transactions between Vinatex and companies in which a member of the Board of Directors was a founding member or a business manager within the last three (03) years prior to the transaction;
 - e) To make information disclosure when conducting transactions involving Vinatex's shares in accordance with the law.

Article 4. Rights of Members of the Board of Directors to Access Information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers within Vinatex to provide information and documents regarding the financial situation and business operations of Vinatex and its units.
2. The requested managers must provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors. The procedures for requesting and providing information shall be stipulated in the Vinatex Charter.

Article 5. Term of Office and Number of Members of the Board of Directors

1. The number of members of the Board of Directors shall not be less than five (05) and not more than eleven (11). The specific number for each term shall be decided by the General Meeting of Shareholders.
2. *The number of non-executive members of the Board of Directors of VINATEX shall ensure that:*
 - a. *There is at least one (01) non-executive member in case the Board of Directors has five (05) members;*
 - b. *There are at least two (02) non-executive members in case the Board of Directors has from six (06) to eight (08) members;*
 - c. *There are at least three (03) non-executive members in case the Board of Directors has from nine (09) to eleven (11) members.*
3. The term of the Board of Directors is five (05) years; the term of a member of the Board of Directors follows the term of the Board of Directors and they may be re-elected by the General Meeting of Shareholders for an unlimited number of terms.
4. In the event that all members of the Board of Directors simultaneously reach the end of their term, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
5. In the case of supplementary election or replacement election of a member of the Board of Directors who has been dismissed or removed, the term of the newly elected or replacement member shall be the remaining term of the Board of Directors.

Article 6. Criteria and Conditions for Members of the Board of Directors

1. Members of the Board of Directors must meet the criteria and conditions for being a member of the Board of Directors as stipulated in *Clause 1*, Article 155 of the Law on Enterprises.
2. A member of the Board of Directors of VINATEX *may concurrently serve as a member of the Board of Directors or the Members' Council of no more than five (05) other companies.*

Article 7. Chairman and Vice Chairman of the Board of Directors

1. The Board of Directors shall elect one (01) Chairman of the Board of Directors and one (01) Vice Chairman of the Board of Directors from among its members. The

Chairman and Vice Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors.

2. The Chairman of the Board of Directors must meet the criteria and conditions stipulated in Article 6 of this Charter, Clause 1, Article 27 of the VINATEX Charter, and shall not concurrently hold the position of General Director.

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

- a) To develop the working program and plan of the Board of Directors and assign tasks to the members of the Board of Directors;
- b) To prepare the agenda, content, and documents for meetings; to convene and chair meetings of the Board of Directors;
- c) To chair the General Meeting of Shareholders;
- d) To organize the adoption of resolutions and decisions of the Board of Directors; to sign the resolutions of the Board of Directors on behalf of the Board of Directors;
- e) To supervise the organization and implementation of the resolutions and decisions of the Board of Directors;
- f) To submit the annual financial statements, reports on the general situation of Vinatex, and reports on the activities of the Board of Directors to the shareholders at the General Meeting of Shareholders;
- g) To propose to the Board of Directors the election, appointment, and dismissal of the General Director. To sign the labor contract with the General Director on behalf of the Board of Directors;
- h) Other rights and obligations as stipulated by the Law on Enterprises, the Vinatex Charter, and as delegated by the Board of Directors.

4. The Chairman of the Board of Directors must convene and chair the General Meeting of Shareholders, meetings of the Board of Directors, and perform other obligations as stipulated in the internal management regulations and the VINATEX Charter. In the event that the Chairman has notified the Board of Directors of their absence or is unable to attend due to force majeure or loss of capacity to perform their obligations, the Vice Chairman of the Board of Directors shall exercise the rights and obligations of the Chairman of the Board of Directors. If both the Chairman and the Vice Chairman of the Board of Directors are absent or unable to perform their obligations, the member of the Board of Directors authorized by the Chairman of the Board of Directors shall exercise the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized person, or the Chairman of the Board of Directors dies, is missing, is under temporary detention, is serving a prison sentence, is subject to administrative measures at a compulsory detoxification center or compulsory education institution, escapes from their residence, has limited or lost civil act capacity, has difficulties in perception and controlling their behavior, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members

shall elect one of themselves to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

5. When the Chairman of the Board of Directors resigns or is dismissed or removed by the decision of the Board of Directors for any reason, the Board of Directors must elect a replacement within ten (10) days from the date the Board of Directors receives the resignation letter or the decision on dismissal or removal.

6. In the event that the Vice Chairperson of the Board of Directors resigns or is dismissed or removed pursuant to a decision of the Board of Directors, the Board of Directors may decide whether or not to elect a replacement. In the event that a decision is made to elect a replacement, the Board of Directors must carry out such election within ten (10) days from the date *it receives the resignation letter* or from *the date* of such dismissal or removal.

7. When deemed necessary, the Board of Directors shall decide to appoint a "Vinatex Secretary" or a "Vinatex Governance Officer". This person shall have the following rights and obligations:

- a) To support the organization of convening the General Meeting of Shareholders and the Board of Directors meetings; to take minutes of the meetings;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist Vinatex in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with information provision, disclosure obligations, and administrative procedures;
- e) Other rights and obligations as stipulated in the Vinatex Charter.

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 criteria and conditions stipulated in Article 6 of this Charter;
- b) Having submitted a resignation letter that has been approved;
- c) Other cases stipulated in the Vinatex 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 six (06) consecutive months, except in cases of force majeure;
- b) Other cases stipulated in the Vinatex Charter.

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

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to 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 stipulated in the Vinatex Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;
- b) Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace dismissed or removed members of the Board of Directors at the nearest meeting.

Article 9. Procedures for Electing, Dismissing, and Removing Members of the Board of Directors

1. Shareholders or groups of shareholders holding ten (10)% or more of the total common shares, or a smaller percentage as stipulated in the Vinatex Charter, shall have the right to nominate candidates for the Board of Directors. Unless otherwise stipulated in the Vinatex Charter, the nomination of candidates for the Board of Directors shall be carried out as follows:

- a) Common shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of their group meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or several individuals as candidates for the Board of Directors as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. If the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient according to Clause 1 of this Article, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Vinatex Charter, the Internal Regulations on Vinatex Governance, and this Charter. The incumbent Board of Directors' introduction of additional candidates 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. The voting for the election of members of the Board of Directors must be conducted using cumulative voting, whereby each shareholder has a total number of votes equal to

the total number of shares they own multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to cast all or part of their total votes for one or several candidates. Candidates who are elected as members of the Board of Directors shall be determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Vinatex Charter is reached. If two or more candidates receive the same number of votes for the final position on the Board of Directors, a re-election shall be held among the candidates with the same number of votes, or a selection shall be made based on the criteria of the election regulations or the Vinatex Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors

1. Once the candidates for the Board of Directors have been identified, Vinatex must disclose information related to these candidates on its website at least ten (10) days before the opening date of the General Meeting of Shareholders so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of Vinatex if elected as a member of the Board of Directors. The 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 held (including positions on the Board of Directors of other enterprises);
- e) Related interests with Vinatex and related parties of Vinatex;
- f) Other information (if any) as stipulated in the Vinatex Charter;
- g) Public companies shall be responsible for disclosing information about the companies where the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests with the company of the candidate for the Board of Directors (if any).

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

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The business operations and affairs of VINATEX shall be subject to the management and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights and obligations of VINATEX, except for the rights and obligations of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the General Director and the Executive Management within its authority according to the mechanism mentioned in these regulations.
3. The rights and obligations of the Board of Directors are stipulated by Law, the Charter, the internal management regulations of VINATEX, and the resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) To decide on the medium-term development strategy and plan, the annual production and business plan; to decide on the increase or decrease of capital contribution to other enterprises;
 - b) To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
 - c) To propose the types of shares and the total number of shares of each type authorized to be offered for sale;
 - d) To propose the issuance of convertible bonds and bonds attached with warrants allowing the holder to purchase shares at a predetermined price; except for these two types of bonds, the Board of Directors has the right to decide on the issuance of other types of bonds, the total value of bonds, and the timing of issuance, but must report to the General Meeting of Shareholders at the nearest meeting;
 - e) To decide on the sale of unsold shares within the scope of the authorized number of shares of each type; to decide on raising additional capital in other forms;
 - f) To decide on the offering price of bonds, shares, and convertible securities;
 - g) To decide on the repurchase of shares in the following cases:
 - i. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of issued shares of each type within twelve (12) months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;
 - ii. The Board of Directors shall decide on the repurchase price of shares in accordance with Clause 2 and Clause 3, Article 133 of the Law on Enterprises. For common shares, the repurchase price shall not be higher than the market price at the time of repurchase; except when VINATEX repurchases shares from each shareholder in proportion to their shareholding ratio according to the following procedures:
 - The decision to repurchase shares of VINATEX must be notified by guaranteed means to all shareholders within thirty (30) days from the date the decision is

approved. The notice must include the company's name, head office address, the total number of shares and type of shares to be repurchased, the repurchase price or the principle for determining the repurchase price, the payment procedures and timeline, and the procedures and timeline for shareholders to sell their shares to the company;

- Shareholders agreeing to sell back their shares must send a written agreement to sell their shares by guaranteed means to VINATEX within thirty (30) days from the date of the notice. The written agreement to sell shares must include the full name, contact address, legal document number of the individual for individual shareholders; the name, enterprise code or legal document number of the organization, head office address for organizational shareholders; the number of shares owned and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the legal representative of the shareholder. VINATEX shall only repurchase shares within the aforementioned period.

iii. For other types of shares, if the company's charter does not stipulate or the company and the relevant shareholder do not have a different agreement, the repurchase price shall not be lower than the market price;

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

i) To approve purchase, sale, loan, and other contracts and transactions with a value equal to or greater than thirty-five (35)% of the total asset value recorded in VINATEX's most recent audited separate financial statements and the contracts and transactions stipulated in Clauses 3 and 5, Article 34 of the VINATEX Charter, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in the VINATEX Charter;

j) To decide on investment plans and investment projects with a value less than thirty-five (35)% of the total asset value recorded in VINATEX's most recent audited separate financial statements;

k) To elect, dismiss, and remove the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors; to appoint, dismiss, and remove the General Director and other managers according to the resolutions of the Board of Directors, except for cases under the authority of the General Meeting of Shareholders; to decide on the salary and other benefits of these managers; to appoint authorized representatives to exercise ownership rights over shares or contributed capital in other companies, and to decide on the remuneration and other benefits of these representatives;

l) To supervise and direct the General Director and other managers in the daily business operations of VINATEX; to resolve complaints against the business operators of VINATEX, as well as to decide on the selection of VINATEX's representatives to resolve issues related to legal proceedings against those operators;

m) To approve the agenda, content, and documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to solicit shareholders' opinions in writing for the General Meeting of Shareholders to approve decisions;

n) To submit the audited annual financial statements to the General Meeting of Shareholders;

- o) To propose the annual dividend rate to be paid and decide on the interim dividend advance; to decide on the timeline and procedures for dividend payment or handling losses incurred during business operations;
- p) To propose the reorganization or dissolution or bankruptcy filing of VINATEX;
- q) To decide on the organizational structure; to issue the Internal Regulations on VINATEX Governance and the Operating Charter of the Board of Directors after being approved by the General Meeting of Shareholders; to decide on the issuance of VINATEX's Information Disclosure Regulations and other internal management regulations;
- r) To decide on the establishment, reorganization, dissolution, and bankruptcy of subsidiaries where VINATEX holds one hundred (100)% of the charter capital; to decide on capital contribution, purchase of shares or contributed capital, or sale of contributed capital or shares in other enterprises; to decide on the establishment, reorganization, and dissolution of branches, representative offices, and business locations;
- s) To disclose interests: A member of the Board of Directors who, in any way, directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with VINATEX must disclose the nature and content of that interest at the meeting where the Board of Directors first considers the signing of this contract or transaction, if the member knows at that time that they have an interest in it. Alternatively, the member may disclose this at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the related transaction or contract;
- t) Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, the VINATEX Charter, and this Charter.
- u) The Board of Directors uniformly delegates authority for certain matters under the Board of Directors' jurisdiction to the General Director, specifically:

- **Regarding personnel matters:** (i) The General Director shall appoint, remove and dismiss; *decide on commendation and discipline; and determine remuneration, salaries and other benefits for executive directors at the Parent Company of the Group, and for the Chairperson of the Members' Council, members of the Members' Council, and Controllers at wholly-owned single-member limited liability companies of the Group;* (ii) *The General Director shall approve or provide opinions for the Members' Council of the single-member limited liability company to appoint, remove and dismiss; decide on commendation and discipline; and determine remuneration, salaries and other benefits for the General Director, Deputy General Directors, executive directors, Chief Accountant and equivalent positions at wholly-owned single-member limited liability companies of the Group;* (iii) to authorize and terminate the authorization of VINATEX's capital representatives at enterprises;
- **Regarding project investment:** The General Director approves investment policies, investment decisions, related tasks for project implementation, and approves the final settlement of completed projects where the Parent Company of VINATEX is the investor with a total investment of under VND 100 billion; investment policies and decisions for investment projects where subsidiaries are the investors with a

total investment of under VND 100 billion; investment policies for investment projects where affiliates are the investors with a total investment of under VND 100 billion;

- Regarding lending to subsidiaries from the Parent Company's idle funds: The General Director approves lending to subsidiaries when all the following conditions are met:
 - The total value of loans outstanding at any given time for each enterprise is under VND 100 billion;
 - The lending interest rate is guaranteed to be higher than the term deposit interest rate of organizations at Vietcombank corresponding to the loan term;
 - The company has no accumulated losses, and the ROE for the previous two consecutive years is at least 5%;
 - The company has a loan utilization plan approved by the Board of Directors/Members' Council or the General Meeting of Shareholders within their authority;
 - The General Director approves VINATEX's capital contribution to maintain or increase VINATEX's ownership ratio in enterprises where VINATEX currently has capital contributions, as proposed by the Capital Representative, when all the following conditions are met:
 - VINATEX's capital contribution according to the enterprise's charter capital increase plan is under VND 100 billion;
 - The enterprise has no accumulated losses, and the ROE for the previous two consecutive years is 10% or higher;
 - The enterprise has a capital utilization plan approved by the Board of Directors/Members' Council or the General Meeting of Shareholders within their authority;
 - The General Director decides on contracts and transactions between VINATEX and related parties that are enterprises with VINATEX's capital contribution, with a value of under VND 100 billion per contract or transaction;
 - The General Director approves the annual production and business plans of member units;
 - The General Director directs Vinatex's capital representatives to vote at the General Meetings of Shareholders and Board of Directors/Members' Council meetings of enterprises, excluding matters related to: (i) Reorganization, dissolution, or bankruptcy of the enterprise; (ii) Increase or decrease of the enterprise's charter capital beyond the level and conditions delegated by the Board of Directors; (iii) Policies and decisions on investment plans and capital contributions to other enterprises, purchase and sale of fixed assets with an investment/transaction value of VND 100 billion or more; investment projects with a total investment value of VND 100 billion or more; (iv) Member units transferring their capital in other enterprises with a transfer value (based on par value) of VND 100 billion or more;
- Based on actual operations, the Board of Directors may supplement or adjust the delegation of certain matters under the Board of Directors' jurisdiction to the General

Director without having to submit them to the General Meeting of Shareholders for approval.

4. The Board of Directors shall approve resolutions and decisions by voting at meetings, by collecting written opinions, or by other forms stipulated in the Vinatex Charter. Each member of the Board of Directors has one vote.

5. If a resolution or decision approved by the Board of Directors violates the provisions of law, the resolutions of the General Meeting of Shareholders, or the Vinatex Charter and causes damage to Vinatex, the members who voted in favor of that resolution or decision shall be jointly and severally liable for that resolution or decision and must compensate Vinatex for the damage; members who opposed the approval of the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of Vinatex have the right to request the Court to suspend the implementation or annul the aforementioned 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 shall approve contracts and transactions with a value of less than 20% or transactions that result in a total transaction value arising within twelve (12) months from the date of the first transaction with a value of less than 20% of the total asset value recorded in the most recent separate financial statements, or another smaller percentage or value as stipulated in the Vinatex Charter, between Vinatex and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these individuals;
- Shareholders, authorized representatives of shareholders holding more than 10% of the total common shares of Vinatex, and their related parties;
- Enterprises related to the individuals including members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers of Vinatex.

2. The representative of Vinatex signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board of the related parties to that contract or transaction and attach a draft of the contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notification, unless the Vinatex Charter stipulates a different period; members of the Board of Directors who have a related interest in the parties to the contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

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

- a) The Board of Directors deems it necessary for the benefit of Vinatex;
- b) When the number of remaining members of the Board of Directors, Controllers, and non-executive members of the Board of Directors is less than the number stipulated by Law;
- c) At the request of shareholders or a group of shareholders holding five (05)% or more of the total common shares in the event that the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond its delegated authority, and in other cases stipulated in the Vinatex Charter. The request to convene a General Meeting of Shareholders must be in writing and must include the following information: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders, and ownership ratio in the total shares of the company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request to convene the meeting must be accompanied by documents and evidence of the violations of the Board of Directors, the extent of the violations, or the decisions exceeding authority.
- d) The Supervisory Board requests the convening of a meeting if the Supervisory Board has reason to believe that any Manager has seriously violated their obligations under Article 165 of the Law on Enterprises or the Board of Directors has acted or intends to act beyond the scope of its authority;
- e) Other cases stipulated by law and the Vinatex Charter.

2. Responsibility for Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors, Controllers, and non-executive members of the Board of Directors is less than the number stipulated in Point (b), Clause 1 of this Article, or from the date of receiving the request mentioned in Points (c) and (d), Clause 1 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the members of the Board of Directors shall be responsible before the Law and must compensate Vinatex for any damages incurred.

3. The convener of the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- e) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; the list and detailed information of candidates in case of electing members of the Board of Directors and members of the Supervisory Board;
- f) Determine the time and place of the meeting;
- g) Send meeting invitation notices to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

Article 14. Supporting Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees under its authority to be responsible for strategy and investment, research and development, internal audit, and personnel. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by the decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be valid when a majority of the attending members vote in favor at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or its subcommittees must comply with current legal regulations and the provisions of the Vinatex Charter and internal governance regulations.

Article 15. Office of the Board of Directors

1. The Office of the Board of Directors shall be established, have its tasks assigned, and its work evaluated by the Board of Directors.
2. The number of members of the Office of the Board of Directors shall be decided by the Board of Directors, and the Office of the Board of Directors may propose to mobilize human resources from the Executive Board to support the activities of the Board of Directors. This proposal needs to be approved by the Chairman of the Board of Directors and notified to the Executive Board for appropriate resource arrangement.
3. The Office of the Board of Directors is the assisting body for the Board of Directors, with the following functions:
 - Summarizing reports under the responsibility of the Board of Directors and its subcommittees.

- Performing risk audit and financial supervision of the parent company's investments in other enterprises.
- Legal and professional review of the content reported by the Executive Board to the Board of Directors.
- Providing assistance to the subcommittees of the Board of Directors.
- Clerical work and document archiving of the Board of Directors.
- The Office includes a Chief of Office, Deputy Chiefs of Office, and executives. The head of the Office of the Board of Directors is appointed by the Board of Directors as the VINATEX Governance Officer cum VINATEX Secretary.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors and forms of adoption of resolutions of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of the conclusion 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. If more than one member has the highest and equal number of votes or voting ratio, the members shall elect by majority vote to select one of them to convene the meeting of the Board of Directors.
2. The Board of Directors must hold at least one meeting every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) Upon the request of the Supervisory Board;
 - b) Upon the request of the General Director or at least five (05) other managers;
 - c) Upon the request of at least two (02) members of the Board of Directors;
 - d) Other cases stipulated by the Vinatex Charter.
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and issues to be discussed and decided within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene the meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by Vinatex; the requesting party shall have 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 convener of the meeting of the Board of Directors must send the meeting invitation notice no later than seven (07) working days before the meeting date. ***The notice of the Board of Directors meeting must be in writing in Vietnamese and must fully state the agenda, time, and location of the meeting, and must be accompanied by necessary documents on the issues to be discussed and decided at the Board of Directors meeting and voting ballots for members of the Board of Directors who cannot attend the meeting.***

The meeting invitation notice shall be sent by one of the following methods: postal mail, fax, email, and/or other means, but must ensure delivery to the address of each member of the Board of Directors registered with VINATEX.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to the members of the Supervisory Board as they do for the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend. If a meeting convened in accordance with this Clause does not have a sufficient number of attendees as required, a second meeting may be convened within seven (07) days from the originally scheduled date. In this case, the meeting shall be 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 a meeting in the following:

- 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 through online conferencing, 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 stipulated in the Vinatex Charter.

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

11. 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.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members present; in case of a tie, the final decision shall rest with the opinion of the Chairman of the Board of Directors.

13. The adoption of resolutions and decisions of the Board of Directors may be carried out by collecting written opinions of members of the Board of Directors or by other forms as decided by the Board of Directors. In such cases, resolutions and decisions of the Board of Directors shall be adopted when approved by a majority of the members of the Board of Directors (over 50%).

Article 17. Minutes of the Board of Directors Meetings

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

- a) Name, head office address, enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each attending member or authorized attendee and the method of attendance; full names of absent members and the reasons for their absence;
- e) Issues discussed and voted on at the meeting;
- f) Summary of the opinions expressed by each attending member in the order of the meeting proceedings;
- g) Voting results, clearly stating the members who approved, disapproved, and abstained;
- h) Issues that were approved and the corresponding approval voting ratio;
- i) Full names and signatures of the chairperson and the minute-taker, except in the case specified in Clause 2 of this Article.

2. If the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and contain all the information specified in Points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid.

3. The chairperson, the minute-taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. The minutes of the Board of Directors meetings and the documents used in the meetings must be kept at the head office of Vinatex.

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

Chapter V

REPORTING AND DISCLOSURE OF BENEFITS

Article 18. Submission of Annual Reports

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

- a) Report on Vinatex's business results;
- b) Financial statements;
- c) Report on the evaluation of Vinatex's management and administration;
- d) Appraisal report of the Supervisory Board.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than thirty (30) days before the opening date of the Annual General Meeting of Shareholders, unless otherwise stipulated in the Vinatex Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the head office of Vinatex no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders, unless the Vinatex Charter stipulates a longer period. Shareholders holding shares of Vinatex continuously for at least one (01) year have the right to directly review the reports specified in this Article themselves or together with their lawyers, accountants, or certified auditors.

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

1. Vinatex has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors shall receive compensation for their work and bonuses. Work compensation shall be calculated based on the number of working days required to complete the tasks of the member of the Board of Directors and the daily rate of compensation. The Board of Directors shall estimate the compensation for each member based on the principle of consensus. The total amount of remuneration and bonuses of 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 Vinatex's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in Vinatex's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing

tasks outside the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment per instance, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending General Meetings of Shareholders, Board of Directors meetings, or subcommittee meetings of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by Vinatex after approval by the General Meeting of Shareholders. This insurance does not cover liabilities of members of the Board of Directors related to violations of law and the Vinatex Charter.

Article 20. Disclosure of Related Interests

Unless the Vinatex Charter stipulates stricter provisions, the disclosure of interests and related parties of Vinatex shall be carried out in accordance with the following provisions:

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

a) The name, enterprise code, head office address, business lines of the enterprise where they are the owner or hold contributed capital or shares; the ratio and time of ownership of that contributed capital or shares;

b) The name, enterprise code, head office address, business lines of the enterprise where their related parties are the owner, co-owner, or sole owner of contributed capital or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to Vinatex within seven (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 business scope of Vinatex must explain the nature and content of that work to the Board of Directors and shall only be allowed to perform it with the approval of a 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 that activity shall belong to Vinatex.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationships Among Members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination. Members of the Board of Directors are responsible for informing each other of relevant issues during the handling of assigned tasks.
2. During the handling of tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling, if there are issues related to the areas under the responsibility of other members of the Board of Directors. In case of differing opinions among the 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 within their authority or convene a meeting or solicit the opinions of the members of the Board of Directors in accordance with the law, the Vinatex Charter, and this Charter.
3. In the event of reassignment of tasks among the members of the Board of Directors, the members of the Board of Directors must hand over the relevant work, records, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

Article 22. Relationship with the Executive Board

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

Article 23. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

Matters not mentioned in this Charter shall be implemented in accordance with the provisions of the Vinatex Charter and current legal regulations. In case the provisions of this Charter differ from or contradict the provisions of the Vinatex Charter, the provisions of the Vinatex Charter shall prevail.

The Regulation on operation of the Board of Directors of VINATEX consists of 07 Chapters and 24 Articles and shall take effect from June 16, 2025./.

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

Le Tien Truong



**VIETNAM NATIONAL TEXTILE
AND GARMENT GROUP**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No. /TTr-BKS

Hanoi,

2026

PROPOSAL

On the approval of the Selection of the Auditing Firm for the 2026 Financial Statements

Respectfully To: The General Meeting of Shareholders of Vietnam National Textile and Garment Group

Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and guiding documents for the implementation of the Enterprise Law;

Pursuant to the Charter on Organization and Operation of Vietnam National Textile and Garment Group,

The Board of Supervisors of Vietnam National Textile and Garment Group respectfully submits to the General Meeting of Shareholders for approval the Plan for Selecting an Independent Auditing Company to audit the 2025 financial statements of the Group as follows:

1. List of Proposed Auditing Companies:

- KPMG Vietnam Co., Ltd. (The current auditor of the Financial Statements of Vietnam National Textile and Garment Group)
- Ernst & Young Vietnam Co., Ltd.
- Deloitte Vietnam Co., Ltd.

2. Implementation Plan:

It is proposed that the General Meeting of Shareholders authorize the Supervisory Board to decide on the selection of one of the three auditing companies mentioned above to audit the 2026 Financial Statements of the Group, ensuring quality, efficiency, and compliance with current regulations.

The Supervisory Board respectfully submits this report to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF
THE BOARD OF SUPERVISORS
HEAD OF THE BOARD**

Tran Thi Thu Hang



**VIETNAM NATIONAL
TEXTILE & GARMENT GROUP**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. .../NQ-ĐHĐCĐ

Hanoi, May 20, 2026

RESOLUTION
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, issued by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, issued by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Vietnam National Textile and Garment Group No. .../BB-TĐDMVN dated May 16, 2026.

RESOLVED:

Article 1. To approve the 2025 Performance Report and the 2026 Plan of the Board of Directors and the Executive Board.

Article 2. To approve the 2025 Report of the Board of Supervisors.

Article 3. To approve the Submission No. .../TTr-HĐQT dated .../.../2026 of the Board of Directors regarding the approval of the 2025 Financial Statements and the 2026 Plan of Vietnam National Textile and Garment Group with the following key indicators:

3.1. 2025 Business Performance

3.1.1. Consolidated Results

- Revenue: billion VND, achieving % of the target
- Profit before tax: billion VND, achieving % of the target

3.1.2. Parent Company Results

- Revenue: billion VND, achieving % of the target
- Profit before tax: billion VND, achieving % of the target

3.2. 2026 Business Plan

3.2.1. Consolidated Business Plan:

- Revenue: billion VND, equivalent to% of 2025
- Profit before tax: billion VND, equivalent to% of 2025



3.2.2. Parent Company Business Plan:

- Revenue: billion VND, equivalent to% of 2025
- Profit before tax: billion VND, equivalent to% of 2025

Article 4. To approve Submission No. .../TTr-HDQT dated .../.../2026 of the Board of Directors regarding the approval of the 2025 profit distribution plan.

- Profit after tax undistributed as of December 31, 2025: VND.
- Profit distribution plan:
 - Allocation to Development and Investment Fund: VND, equivalent to % of profit after tax for 2025
 - Allocation to Reward and Welfare Fund: VND, equivalent to % of profit after tax for 2025. The specific allocation to each fund shall be considered and decided by the Board of Directors.
 - Allocation to Management Reward Fund: VND, equivalent to 0.7% of profit after tax for 2025.
 - Dividend distribution for 2025: Not to be distributed.
 - The remaining undistributed profit carried forward to the following year: VND.

Article 5. To approve Submission No. .../TTr-HDQT dated .../.../2026 of the Board of Directors on the approval of remuneration and salary for the Board of Directors and the Board of Supervisors in 2025, and the remuneration and salary plan for 2026.

5.1. Year 2025:

Actual remuneration and salary expenses million VND.

In which: + Board of Directors: million VND.

+ Board of Supervisors: million VND.

5.2. Year 2026:

Planned fund for remuneration and salary: million VND.

In which: + Board of Directors: million VND.

+ Board of Supervisors: million VND.

The remuneration and salary plan for the Board of Directors and the Board of Supervisors in 2026 is based on the structure of 7 Board members (including 2 full-time and 5 part-time members) and 5 Supervisory Board members (including 2 full-time and 3 part-time members).

Article 6. To approve Submission No. .../TTr-HĐQT dated .../.../2026 of the Board of Directors regarding the approval of the amendment and supplementation of certain provisions of the Charter on Organization and Operation of Vietnam National Textile and Garment Group.

Article 7. To approve Submission No. .../TTr-HĐQT dated .../.../2025 of the Board of Directors regarding the approval of the amendment and supplementation of certain provisions of the Internal Regulations on Corporate Governance of Vinatex.

Article 8. To approve Submission No. .../TTr-HĐQT dated .../.../2025 of the Board of Directors regarding the approval of amendment and supplementation of certain provisions of the Regulation on the Operation of the Board of Directors of Vietnam National Textile and Garment Group.

Article 9. To approve Proposal No. .../TTr-BKS dated .../.../2026 of the Board of Supervisors on the selection of the auditing firm for the 2026 Financial Statements.

List of auditing firms proposed to audit the 2026 Financial Statements of the Group:

- KPMG Limited Company Vietnam.
- Ernst & Young Limited Company Vietnam.
- Deloitte Limited Company Vietnam.

The Board of Supervisors is assigned to select one of the above auditing firms.

Article 10. Implementation Provisions

1. This Resolution was approved by the 2026 Annual General Meeting of Shareholders of Vietnam National Textile and Garment Group.

2. The Board of Directors, the Board of Supervisors, the Executive Board, and Vinatex shareholders are responsible for implementing and organizing the execution of this Resolution in accordance with their authorities, functions, and



duties, and in compliance with applicable laws and the Charter on Organization and Operation of Vietnam National Textile and Garment Group.

Recipients:

- BODs, Executive Board;
- Vinatex Website;
- Archive: Administration Office, Office of the Board of Directors.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN**

Le Tien Truong



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

SAMPLE

VOTING CARD

Shareholder Code

C00001

Shareholder's Name: **Nguyen Van A**

Number of Shares Owned/Represented:

Of which:

Number of Shares Owned:

Number of Shares Represented:

-

-

-



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

....., date month 2026

REGISTRATION FORM FOR ATTENDANCE
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

To: Vietnam National Textile and Garment Group

Full name of individual/organization:

ID Card/Citizen ID/Passport/Enterprise Registration Certificate No.:

Date of issue:

Place of issue:

Address:

Telephone:.....Fax:.....

Number of voting shares owned and/or represented at the Annual General Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group: shares.

In words:

Hereby confirm attendance at the Annual General Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group on May 20, 2026.

Respectfully submitted./.

SHAREHOLDER

(Signature/Seal and full name of individual/organization)

Note: For the purpose of proper arrangement, shareholders are kindly requested to send this Registration Form by fax/email or submit the original copy before **17:00 on May 19, 2026** to the following address:

Legal and Corporate Affairs Department

Vietnam National Textile and Garment Group

Tel: 024 3825 7700

Fax: 024 38262269

Email: qhcd@vinatex.com.vn



SOCIALIST REPUBLIC OF VIETNAM
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POWER OF ATTORNEY

Re: Attendance at the Annual General Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group

(For institutional shareholders)

To: VIETNAM NATIONAL TEXTILE AND GARMENT GROUP (“VINATEX”)

Name of organization:

Enterprise Registration Certificate No.:

Head office address:

Legal representative: Mr./Ms:

Title:

The Company is a shareholder holding
(in words:) shares, representing%
of the total voting shares at the Annual General Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group.

The Company hereby appoints:

Mr./Ms.

ID Card/Citizen ID/Passport No.: Issued on.....
.....at.....

Address:

Telephone:

Mr/Mrs as the authorized representative for 100% of
the shares held by the Company, to
attend the Annual General Meeting of Shareholders 2026 of the Group and to exercise the
rights and perform the obligations of a shareholder in respect of the authorized shares in
accordance with applicable laws.

This Power of Attorney shall be valid only for the duration of the Annual General Meeting
of Shareholders 2026 of Vietnam National Textile and Garment Group.

....., date month 2026

AUTHORIZED PERSON
(Signature and full name)

**FOR AND ON BEHALF OF THE
COMPANY**
(Signature and full name)

Note: For the purpose of proper arrangement, shareholders are kindly requested to send this Power of Attorney by fax/email or submit the original copy **prior to 17:00 on May 19, 2026** to the following address:

Legal and Corporate Affairs Department, Vinatex

Address: 41A Ly Thai To Street, Hoan Kiem Ward, Hanoi

Tel: 024 3825 7700

Fax: 024 38262269

Email: qhed@vinatex.com.vn



SOCIALIST REPUBLIC OF VIETNAM
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POWER OF ATTORNEY

Re: Attendance at the Annual General Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group

(For a group of shareholders)

To: VIETNAM NATIONAL TEXTILE AND GARMENT GROUP (“VINATEX”)

today, on/...../2026, at, we, being shareholders collectively holding: (in words:) shares, representing:% of the total voting shares at the Annual General Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group, whose names are listed in the attached schedule, hereby unanimously appoint:

Mr./Ms.:

ID Card/Citizen ID/Passport No.: Issued on

Place of issue:

Address:

Telephone:

Mr./Ms is hereby authorized to represent us in attending the Annual General Meeting of Shareholders 2026 of the Group and to exercise the rights and perform the obligations of shareholders in respect of the authorized shares in accordance with applicable laws. This Power of Attorney shall be valid only for the duration of the Annual General Meeting of Shareholders 2026.

We hereby confirm that all information provided in the attached list to this Power of Attorney is true and accurate. In the event of any misrepresentation, we shall bear full responsibility before the General Meeting of Shareholders and in accordance with applicable laws for this authorization.

....., date month 2026

AUTHORIZED PERSON

(Signature and full name)

**REPRESENTATIVE OF THE
AUTHORIZING SHAREHOLDERS**

(Signature and full name)

Upon attending the General Meeting of Shareholders, the authorized person shall:

- Present the original of this Power of Attorney;
- Provide copies of ID Card/Citizen ID/Passport of both the authorizing shareholders and the authorized person;
- Present the original ID Card/Citizen ID/Passport of the authorized person for registration procedures.

Note: For the purpose of proper arrangement, shareholders are kindly requested to send this Power of Attorney by fax/email or submit the original copy prior to 17:00 on May 19, 2026 to the following address:

Legal and Corporate Affairs Department, Vinatex

Address: 41A Ly Thai To Street, Hoan Kiem Ward, Hanoi

Tel: 024 3825 7700 Fax: 024 38262269 Email: ghcd@vinatex.com.vn

LIST OF AUTHORIZING SHAREHOLDERS (GROUP)

(Authorizing Mr./Ms.:)

No.	Shareholder	ID No.	Address	Number of Shares Owned	Signature
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
	Total				



SOCIALIST REPUBLIC OF VIETNAM
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POWER OF ATTORNEY

Re: Attendance at the Annual General Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group
(For individual shareholders)

To: Vietnam National Textile and Garment Group (“VINATEX”)

Today, on/...../2026, at

I, the undersigned:.....

ID Card/Citizen ID/Passport No:Issued on

Place of issue:

Address:

Telephone:

Currently owning: (in words:) shares
being voting shares at the Annual General Meeting of Shareholders 2026 of the Group,
hereby authorize:

Mr./Ms:

ID Card/Citizen ID No.: Issued on at

Address:

Telephone:

Mr./Ms shall act as my authorized representative
for..... shares, to attend the Annual General Meeting of Shareholders 2026 of the
Group and to exercise the rights and perform the obligations of a shareholder in respect of
the number of shares so authorized in accordance with applicable laws.

This Power of Attorney shall be valid only during the organization of the Annual General
Meeting of Shareholders 2026 of Vietnam National Textile and Garment Group.

....., Date month 2026

AUTHORIZED PERSON
(Signature and full name)

AUTHORIZING SHAREHOLDER
(Signature and full name)

Upon attending the General Meeting of Shareholders, the authorized person must:

- Provide the original of this Power of Attorney;
- Provide copies of ID Card/Citizen ID/Passport of both the authorizing shareholder and the authorized person;
- Present the original ID Card/Citizen ID/Passport of the authorized person for registration procedures.

Note: For the purpose of proper arrangement, shareholders are kindly requested to send this Power of Attorney by fax/email or submit the original copy **before 17:00 on May 19, 2026** to the following address:

Legal and Corporate Affairs Department, Vietnam National Textile and Garment Group

Address: 41A Ly Thai To, Hoan Kiem Ward, Hanoi

Tel: 024 3825 7700

Fax: 024 38262269

Email: qhcd@vinatex.com.vn