

No.: 1382/NQ-PVCFC

*Ca Mau, date 16 month 6 year 2025*

**RESOLUTION**

**Approval of amendments and supplements to the BOD Operation Regulations**

**GENERAL MEETING OF SHAREHOLDERS  
PETROVIETNAM CAMAU FERTILIZER JOINT STOCK COMPANY**

*- Pursuant to Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam;*

*- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*

*- Pursuant to the Charter of PetroVietnam Ca Mau Fertilizer Joint Stock Company approved by the General Meeting of Shareholders;*

*- Pursuant to Meeting Minutes No.01/BB-DHD CD-2025 and voting results of the General Meeting of Shareholders (GMS) of PetroVietnam Ca Mau Fertilizer Joint Stock Company approving the agenda at the Annual General Meeting held on 16/6/2025.*

**APPROVED:**

**Article 1.** Approval of amendments and supplements to the BOD Operation Regulations of PetroVietnam Ca Mau Fertilizer Joint Stock Company as attached.

**Article 2.** The Board of Directors shall promulgate the BOD Operation Regulations of Petrovietnam Ca Mau Fertilizer Joint Stock Company in accordance with the contents approved by the General Meeting of Shareholders under Article 1.

**Article 3.** All shareholders, Board of Directors, Executive Board, Supervisory Board, Heads of boards and units directly under PetroVietnam CaMau Fertilizer Joint Stock Company is responsible for executing this Resolution./.

***Recipients:***

- As per article 3;
- Filed Archive.

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS -  
CHAIRMAN /CHAIRMAN OF THE BOD**

*(Signed & Sealed)*

**Tran Ngoc Nguyen**

## AMENDMENTS AND SUPPLEMENTS TO THE BOD OPERATION REGULATIONS

*(Attached: Resolution No. 1382/NQ-PVCFC dated June 16, 2025 of the General Meeting of Shareholders)*

No .	Clause, Article	Current Provision of the Regulation	Proposed Amendments/Supplements
I/	<b>ITEMS UPDATED AND AMENDED IN ACCORDANCE WITH THE COMPANY CHARTER</b>		
1	Clause 3, Article 6. Composition and term of members of the Board of Directors.	<p>Clause 3, Article 6 – Composition and term of members of the Board of Directors.</p> <p>“3. In case one (01) or some members of the Board of Directors end their term before the time of the Annual General Meeting of Shareholders, the General Meeting of Shareholders shall vote to re-appoint or dismiss and elect other personnel to replace the members of the Board of Directors or members of the Board of Directors shall continue to perform their rights and duties until the General Meeting of Shareholders adopts a resolution.”</p>	<p>Amend the content of Clause 3, Article 25 – Composition and term of members of the Board of Directors as follows:</p> <p><i>“3. In case all members of the Board of Directors concurrently end their term without new members of the Board of Directors being elected, the former members shall continue performing their duties until new members are elected and take over their responsibilities”.</i></p>
2	Clause 4, Article 6. Term of office of BOD Members	<p>Clause 4, Article 6. Term of office of BOD Members</p> <p>“4. In case a member of the Board of Directors is elected by cumulative voting before the date of the General Meeting of Shareholders (either annual or extraordinary) but the remaining members of the Board of Directors still meet the conditions as prescribed, the Board of Directors shall re-assign the duties among the remaining members and proceed to collect the voting opinion of the General Meeting of Shareholders at the latest in the case of organizing and publicly disclosing the information as prescribed.”</p>	<p>Amendment to Clause 4, Article 6 – Term of office of BOD Members:</p> <p><i>“4. In case a member of the Board of Directors is elected by cumulative voting before the date of the General Meeting of Shareholders (either annual or extraordinary) but the remaining members of the Board of Directors still meet the conditions as prescribed, the Board of Directors shall re-assign the duties among the remaining members and proceed to collect the voting opinion of the General Meeting of Shareholders at the latest in the case of organizing and publicly disclosing the information as prescribed.</i></p> <p><i>During the period before the resolution of the General Meeting of Shareholders is passed, the BOD member who has been elected by cumulative voting shall not perform the rights and duties of a</i></p>

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			<i>member of the Board of Directors under this Charter and relevant laws”.</i>
3	Article 8. Rights and Responsibilities of the Chairman of the Board of Directors	Not yet stipulated	Add point g, Clause 3, Article 8 – Rights and Responsibilities of the Chairman of the BOD as follows:  <i>“g. On behalf of the Board of Directors, sign resolutions, decisions of the Board of Directors and other documents as assigned by the Board of Directors”.</i>
<b>II/ PROPOSED AMENDMENTS AND ADDITIONS</b>			
1	Article 1. Interpretation of Terms	5. “Dependent units” refer collectively to the branches and representative offices of the Company, and the Ca Mau Fertilizer Plant.	Remove the phrase “and the Ca Mau Fertilizer Plant”.  <i>5. “Dependent units” refer collectively to the branches and representative offices of the Company.</i>
2	Article 1. Interpretation of Terms	8. “The Company’s representative at affiliated units”: refers to the individual appointed by the Company to participate in the Board of Directors, Members’ Council, Executive Board, Supervisory Board, or as Chief Accountant at the entities in which the Company holds an equity interest.	Add the phrase “Members’ Council”.  <i>8. “The Company’s representative at affiliated units”: refers to the individual appointed by the Company to participate in the Board of Directors, Members’ Council, Executive Board, Supervisory Board, or as Chief Accountant at the entities in which the Company holds an equity interest”.</i>
3	Article 20. Regulation on Written Consultation of Members of the Board of Directors.	Not yet stipulated	Addition of Article 20 - Regulation on Written Consultation of Members of the Board of Directors and Appendix:  <i>“When necessary, the Chairman of the Board of Directors shall be responsible for reviewing the content and relevant documents and deciding on the written consultation of the members of the Board of Directors to approve matters under the authority of the Board of Directors. Resolutions/Decisions approved by the Board of Directors through written consultation shall be valid and enforceable as if they were adopted at a duly convened and held meeting of the Board of Directors. The procedures for written consultation</i>

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			<i>of members of the Board of Directors are specified in the Appendix attached to this Regulation”.</i>
4	Article 22 – Remuneration, Bonus, and Other Benefits of Members of the Board of Directors	<p>2. Part-time members shall receive job-based remuneration. Full-time members shall receive salaries or specific allowances. The total amount of remuneration, allowances, and salaries for the Board of Directors shall be approved by the General Meeting of Shareholders. The allocation of remuneration and the determination of salaries and allowances for each member of the Board shall be decided by the Board of Directors or according to the regulations/policies issued by the Board.</p> <p>3. The Board of Directors shall be entitled to performance bonuses based on the Company's annual business results if the targets are met or exceeded. The total bonus fund for the Board of Directors shall be approved by the General Meeting of Shareholders. The distribution of bonuses to each member shall be decided by the Board of Directors or according to the regulations/policies issued by the Board.</p> <p>4. The total amount paid in remuneration, salary, and bonuses to the members of the Board of Directors and the amount paid to each individual member shall be detailed in the Company's annual report.</p> <p>5. A member of the Board of Directors who holds an executive position, serves on any committees</p>	<p>Proposed Amendment to Article 22 – Remuneration, Bonus, and Other Benefits of Members of the Board of Directors:</p> <p><i>2. Members of the Board of Directors shall be entitled to salaries, job-based remuneration, and bonuses. Salaries and remuneration shall be calculated based on the number of working days required to fulfill the duties of each Board member and the daily rate of salary/remuneration. The Board of Directors shall estimate the salary and remuneration for each member based on the principle of consensus. The total amount of salary, remuneration, and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.</i></p> <p><i>3. Salaries and remuneration of each member of the Board of Directors shall be accounted as part of the Company's business expenses in accordance with corporate income tax laws, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.</i></p> <p><i>4. A member of the Board of Directors who holds an executive position, serves on any committees of the Board, or performs other tasks which, in the opinion of the Board, fall outside the usual scope of a Board member's duties, may be paid additional compensation in the form of a one-off lump-sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors, and such payments must be reported to the General Meeting of Shareholders at the annual meeting.</i></p>

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		<p>of the Board, or performs tasks beyond the usual responsibilities of a board member may receive additional compensation in the form of a lump-sum payment, salary, commission, profit share, or in other forms as decided by the Board of Directors</p> <p>6. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while performing their duties as Board members, including expenses related to attending General Meetings of Shareholders, Board meetings, or committee meetings of the Board.</p>	<p><i>5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses they incur in the course of performing their duties as members of the Board, including costs incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or the Board's Committees.</i></p>