

PETROVIETNAM  
PETROVIETNAM CA MAU FERTILIZER JOINT STOCK COMPANY



**REGULATION ON ORGANIZATION AND OPERATION OF  
OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE**

**No: 2024 - HĐQT - QC - NSLT**

*(Promulgated with Decision No. 1657/QĐ-PVCFC dated 05/6/2024 of the Board of  
Directors)*

03	<b>HR DIVISION</b>	<b>LEGAL AND COMPLIANCE DIVISION</b>	<b>BOD</b>
<b>Issue No</b>	<b>Compiled by</b>	<b>Checked by</b>	<b>Approved by</b>

## TABLE OF CONTENTS

### CHAPTER I: GENERAL RULES

Article 1. Scope.....	1
Article 2. Subjects of application .....	1
Article 3. Explanation of terms .....	1

### CHAPTER II: PRINCIPLES OF ORGANIZATION AND OPERATION OF THE COMMITTEE

Article 4. Functions of HRC Committee .....	1
Article 5. Operation principles of HRC Committee .....	1
Article 6. Composition of HRC Committee .....	2
Article 7. Meetings of HRC Committee.....	2
Article 8. Report on activities of the HRC Committee.....	2

### CHAPTER III: REPONSIBILITIES AND RIGHTS

Article 9. Responsibilities and rights of the Board of Directors.....	3
Article 10. Rights and obligations of the HRC Committee .....	3

### CHAPTER IV: ENFORCEMENT

Article 11. Implementation .....	4
Article 12. Article of transition .....	4
Article 13. Reward and discipline .....	4

**CHAPTER I:  
GENERAL RULES**

**Article 1. Scope**

This Regulation regulates the organizational structure, operating principles, powers and obligations of the Human Resources and Compensation Committee and members of the Human Resources and Compensation Committee of PetroVietnam Ca Mau Fertilizer Joint Stock Company to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter and other relevant laws.

**Article 2. Subjects of application**

This regulation is applicable to the Human Resources and Compensation Committee and members of the Human Resources and Compensation Committee of PetroVietnam Ca Mau Fertilizer Joint Stock Company.

**Article 3. Explanation of terms**

The terms/words used in this regulation are abbreviated and construed as follows:

No	Terms/ Words	Abbreviations	Explanation
1.	Company	PVCFC	PetroVietnam Ca Mau Fertilizer Joint Stock Company
2.	Board of Directors	BOD	Board of Directors of PetroVietnam Ca Mau Fertilizer Joint Stock Company
3.		GD	General Director
4.		HRC	Human Resources and Compensation Committee

Words or terms defined in the Law on Enterprises and the Company's Charter, if not contradictory with the subjects or contexts, shall have the same meanings in this Regulation.

**CHAPTER II:  
PRINCIPLES OF ORGANIZATION AND OPERATION OF THE  
COMMITTEE**

**Article 4. Functions of HRC Committee**

The HRC Committee is a specialized unit under the Board of Directors, with the function of consulting and advising the Board of Directors on the field of organization, human resources, compensation and regimes of the Company.

**Article 5. Operation principles of HRC Committee**

1. The HRC Committee shall report directly in writing to the BOD and shall not be interfered with in performing its tasks to ensure the Company to comply with all legal regulations.

2. Members of the HRC Committee perform work in compliance with the law and relevant regulations and shall not participate in activities that affect professional reputation.

3. Members of the HRC Committee shall not disclose the information provided unless the disclosure of information is required by Law.

4. Members of the HRC Committee shall be honest and not be influenced by anyone in drawing their conclusions.

#### **Article 6. Composition of HRC Committee**

1. The HRC Committee has 02 (two) members or more and the Chairman of the HRC Committee shall be an independent BOD member. Other members of the HRC Committee shall be non-executive members of the BOD.

2. Members of the HRC Committee shall have knowledge of corporate governance, human resource management, compensation, and a general understanding of laws and operations of the Company.

3. The Chairman of the HRC Committee shall have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration. In case of graduation from another university, the candidate shall have experience in governance and management for at least 5 (five) years.

4. The appointment of the Chairman of the HRC Committee and other members of the HRC Committee shall be approved by the BOD at the Board of Directors meeting.

5. Remuneration of members of the HRC Committee and operating expenses of the HRC Committee are implemented according to the decision of the BOD.

#### **Article 7. Meetings of HRC Committee**

1. The HRC Committee meets at least 02 (two) times in 01 (one) year. Meeting minutes are prepared in detail and clearly and shall be fully kept and copied to the BOD for information and reporting to the BOD if there are any difficulties or problems. The minutes maker and members of the HRC Committee attending the meetings shall sign the minutes of the meetings.

2. The HRC Committee passes decisions by voting at meetings in the conventional form, online form or the form of collecting written opinions. Each member of the HRC Committee shall cast a vote. A decision of the HRC Committee shall be ratified if it is approved by a majority of attending members; in the event of equal votes, the vote of the Chairman of the HRC Committee is the decisive vote.

3. The decisions of the HRC Committee are only of advisory value for the BOD to consider and decide issues under the authority of the BOD.

4. The Company Secretary is responsible for preparing meetings, drafting minutes and advising on procedures for issuing documents of the HRC Committee according to the provisions of Law and the Company.

#### **Article 8. Report on activities of the HRC Committee**

1. The Chairman of the HRC Committee is responsible for reporting the Committee's activities at the annual meeting of the BOD and upon request by the BOD.

2. The report on activities of the HRC Committee shall ensure the following contents:

a. Summary of meetings of the HRC Committee and conclusions and recommendations of the HRC Committee.

b. Results of evaluating the Company's human resource, salary and bonus policies.

c. Results of evaluation of the coordination of activities between the HRC Committee with the BOD, General Director.

d. Other contents falling under the rights and obligations of the HRC Committee.

### **CHAPTER III: REPONSIBILITIES AND RIGHTS**

#### **Article 9. Responsibilities and rights of the Board of Directors**

1. Approve the appointment of the Chairman of the HRC Committee and other members of the HRC Committee.

2. Approve the Regulation on organization and operation of the HRC Committee.

3. Decide remuneration of members of the HRC Committee and operating costs of the HRC Committee.

#### **Article 10. Rights and obligations of the HRC Committee**

1. Annually review and evaluate the Company's personnel and salary and bonus policies.

2. Review and propose the structure, scale, and composition of the BOD and Committees under the BOD.

3. Based on the Company's strategic orientation, the HRC Committee reviews, evaluates, develops quality criteria and proposes candidates for members of the BOD ensure the compatibility and diversity of the BOD composition.

4. When the Company needs to supplement/replace members of the BOD, the HRC Committee consults, searches, and builds a database of independent members of the Board of Directors/Board of Directors from sources: internal within the Company, from outside the Company (introduced by Institute of Directors or shareholder associations) to propose to the BOD.

5. Propose to the BOD on the appointment of personnel to committees under the BOD and positions under the authority of the BOD.

6. Review and participate in the annual evaluation of the BOD, members of the BOD and Committees and members of Committees under the BOD;

7. Assist the BOD in taking responsibilities related to salaries, bonuses and regimes for the Executive Board and managers upon submission to the BOD for consideration and decision.

8. Supervise the management of the Company's salary, remuneration, bonus plans and welfare policies.

9. Review compensation policies and activities, and policies in the Company's annual report.

10. Develop the regulation on organization and operation of the HRC Committee and submit it to the Board of Directors for promulgation.

11. Be entitled to access documents related to the Company's operation, discuss with other BOD members, the General Director and other managers (managers at department level or higher) to collect information for activities of the HRC Committee.

12. Be entitled to propose the use of legal, administrative or other external consulting services when necessary.

13. Other rights and obligations as assigned by the Board of Directors.

## **CHAPTER IV: ENFORCEMENT**

### **Article 11. Implementation**

1. Individuals and units mentioned in Article 2 are responsible for implementing this Regulation.

2. If there is inappropriate content during the implementation process, the HRC Committee shall propose to the Board of Directors for consideration and adjustment.

### **Article 12. Article of transition**

This Regulation shall take effect from the date the Board of Directors promulgates and supersedes the Regulation on Organization and Operation of the HRC Committee issued together with Decision No. 433/QĐ-PVCFC dated March 01<sup>st</sup>, 2024 of the Board of Directors.

### **Article 13. Reward and discipline**

1. Units and individuals who well implement this Regulation shall be rewarded according to the Company's regulations.

2. Units and individuals who violate the contents of this Regulation shall, depending on the nature and severity of the violation, be disciplined according to the Company's regulations or subject to other handling measures in accordance with laws./.