

**GIA LAI WATER SUPPLY
SEWERAGE JOINT STOCK
COMPANY**

No: 01/2026//GLW/QĐ-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Gia Lai, April 22, 2026

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Securities Law dated November 26, 2019;

Pursuant to the Enterprise Law dated June 17, 2020;

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

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;

Pursuant to the Charter of Gia Lai Water Supply and Sewerage Joint Stock Company dated August 27, 2021;

Pursuant to Resolution No. 01/2026/AGM-RES dated April 24, 2026 of the Annual General Meeting of Shareholders of Gia Lai Water Supply and Sewerage Joint Stock Company approving the Regulations on the Operation of the Board of Directors;

The Board of Directors hereby issues the Regulations on the Operation of the Board of Directors of Gia Lai Water Supply and Sewerage Joint Stock Company.

The Regulations include the following contents:

Chapter I.

GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1.1 These regulations stipulate the organizational structure, operating principles, powers, and responsibilities of the Board of Directors and its members in accordance with the Enterprise Law, the Company Charter, and relevant laws.

1.2 Subjects of application:

- Applied to the Board of Directors and its members.

Article 2. Operating Principles of the Board of Directors

2.1 The Board of Directors operates on a collective principle. Each member is personally responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and under the law for the resolutions and decisions of the Board regarding the Company's development.

2.2 The Board of Directors assigns the General Director to organize and execute the resolutions and decisions of the Board.

Chapter II.

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Board Members

3.1 Board members have rights and obligations as stipulated in the Company Charter and Article 8 of the Internal Corporate Governance Regulations.

Article 4. Right to Access Information

4.1 The right of board members to access information and the provision of information upon request shall be implemented according to Articles 8.4 and 8.5 of the Internal Corporate Governance Regulations.

Article 5. Term and Number of Board Members

5.1 The Company's Board of Directors consists of 05 members. The term of a board member shall not exceed 05 years and may be re-elected for an unlimited number of terms.

Article 6. Qualifications and Conditions for Board Members

6.1 Members must meet the qualifications and conditions specified in Article 25.4 of the Company Charter and Article 9.2(c) of the Internal Corporate Governance Regulations.

6.2 In addition, independent members must meet the criteria in Article 9.2(d) of the Internal Corporate Governance Regulations.

6.3 If an independent member no longer meets the requirements, both the member and the Board shall act in accordance with Article 9.2(d) of the Internal Corporate Governance Regulations.

Article 7. Chairman of the Board

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

7.2 The Chairman may not concurrently hold the position of General Director.

7.3 The Chairman has rights and duties in accordance with the Enterprise Law, the Company Charter, and relevant laws, including:

- Preparing the Board's work program and plan;
- Preparing agendas, content, and presiding over Board meetings;
- Organizing the adoption of Board resolutions and decisions;
- Supervising the implementation of Board resolutions and decisions;
- Performing other rights and obligations as stipulated by law and the Company Charter.

7.4 In case of resignation, dismissal, or removal, the Board shall elect a new Chairman in accordance with the Company Charter and current law.

7.5 If the Chairman is absent or unable to perform duties, a Board member may be authorized in writing to exercise the Chairman's powers and duties.

7.6 The selection, appointment, dismissal, and rights and duties of the Company Secretary shall follow the Internal Corporate Governance Regulations and relevant laws.

Article 8. Dismissal, Removal, Replacement, and Supplement of Board Members

8.1 The General Meeting may dismiss members according to Article 26.4 of the Company Charter and Article 9.5(a) of the Internal Corporate Governance Regulations.

8.2 The General Meeting may remove members as per Article 26.4 of the Charter and Article 9.5(b) of the Regulations.

8.3 When necessary, the General Meeting may replace or dismiss members outside the cases above.

8.4 The Board shall convene the General Meeting to elect additional members according to Article 9.5(c) of the Regulations.



Article 9. Election, Dismissal, and Removal Procedures

9.1 Nomination and candidacy follow Articles 25.2, 25.3 of the Company Charter and Article 9.3 of the Regulations.

9.2 Voting procedures are conducted according to Article 9.4 of the Regulations.

9.3 Election, dismissal, and removal are decided by the General Meeting of Shareholders by vote.

Article 10. Notice of Election, Dismissal, and Removal

10.1 Notification is carried out according to Article 9.6 of the Regulations.

Chapter III.

THE BOARD OF DIRECTORS

Article 11. Rights and Duties of the Board

11.1 The Board is the Company's management body, empowered to act on behalf of the Company, except for powers reserved for the General Meeting.

11.2 The Board has rights and duties as per the Company Charter.

11.3 Resolutions are adopted at meetings, in writing, or by other forms as stipulated in the Charter. Each member has one vote.

11.4 If resolutions contrary to law, the General Meeting, or the Charter cause damage, approving members are jointly liable; dissenting members are exempt. Shareholders may request court intervention.

Article 12. Approval and Signing of Contracts and Transactions

12.1 The Board approves related-party contracts and transactions below 35% of total assets per the latest financial statements.

12.2 The Company's representative must notify the Board and Supervisory Board members of related parties, attaching draft contracts or key content. The Board shall approve within 15 days, except as otherwise stipulated. Conflicted members shall not vote.

Article 13. Calling Extraordinary General Meetings

13.1 The Board must convene in cases provided in Article 14.3 and 14.4(a) of the Charter and Article 4.1(a) of the Regulations.

13.2 The convener must comply with Articles 18.2, 18.3 of the Charter and Articles 4.2–4.5 of the Regulations.

Article 14. Subcommittees

14.1 Establishment of subcommittees shall follow Article 31 of the Company Charter.

Chapter IV.

BOARD MEETINGS

Article 15. Board Meetings

15.1 Board meetings are conducted as per Article 30 of the Charter and Article 11 of the Regulations.

Article 16. Minutes of Meetings

16.1 Drafting minutes is conducted according to Article 11.9 of the Regulations.

16.2 If the chair or secretary refuses to sign, but all other members approve, the minutes are

valid. Non-signing persons are responsible for any damage caused by refusal under law.

16.3 Article 16.2 supersedes Article 11.10 of the Regulations.

Chapter V.

DISCLOSURE OF INTERESTS

Article 17. Annual Reports

17.1 At fiscal year-end, the Board must present to the General Meeting:

- a. Business performance report;
- b. Financial statements;
- c. Management and operational report;
- d. Supervisory Board's assessment report.

17.2 Reports a–c must be submitted to the Supervisory Board at least 15 days before the AGM unless otherwise stipulated.

17.3 Reports and audits must be kept at the Company headquarters at least 10 days before the AGM. Shareholders with at least 1 year of continuous ownership have the right to examine these reports.

Article 18. Remuneration and Other Benefits

18.1 Remuneration, bonuses, and benefits follow Article 28 of the Charter and Article 10 of the Regulations.

Article 19. Disclosure of Related Interests

19.1 Board members must disclose interests including:

- a. Name, business code, address, industry, ownership ratio, and date of shareholding in other entities;
- b. Interests of related persons holding over 10% of charter capital.

19.2 Disclosure must occur within 07 working days of the interest arising; amendments must be notified within 07 days.

19.3 Activities under the Company's business must be reported to and approved by the Board; income from unapproved activities belongs to the Company.

Chapter VI.

RELATIONSHIPS OF THE BOARD

Article 20. Inter-member Relations

20.1 Members must coordinate and share relevant information.

20.2 Members must collaborate on tasks affecting other members' areas; disagreements are reported to the Chairman.

20.3 Reassigned duties must be documented and reported to the Chairman.

Article 21. Relationship with Executive Board

21.1 The Board issues resolutions for the General Director and executive apparatus to implement and supervises execution.

Article 22. Relationship with Supervisory Board

22.1 Cooperation is based on equality and independence; close coordination is required.

22.2 Upon receiving Supervisory Board reports, the Board directs corrective actions.

Chapter VII.

IMPLEMENTATION

Article 23. Effectiveness

23.1 These Regulations consist of 7 chapters and 23 articles, effective from the date approved by the General Meeting of Shareholders.

23.2 The Board, Executive Board, and relevant individuals and units are responsible for implementation.

23.3 Matters not provided for in this Regulation shall be governed by and implemented in accordance with the Company's Charter. In the event that applicable laws and regulations contain provisions relating to the operations of the Board of Directors/the Supervisory Board that are not stipulated herein, or where any newly issued legal provisions differ from the provisions of this Regulation, such provisions of laws and regulations shall prevail and be applied accordingly to govern the operations of the Board of Directors/the Supervisory Board.

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



HA PHUOC TUAN