

DECISION

Regarding the issuance of the Regulations on the operation of the Board of Directors

Vimico - Thai Nguyen Non-Ferrous Metal Joint Stock Company

BOARD OF DIRECTORS

**VIMICO - THAI NGUYEN NON - FERROUS METAL JOINT STOCK
COMPANY**

Pursuant to the Law on Enterprise No. 59/2020/QH14, amended and supplemented by Law No. 76/2025/QH15;

Pursuant to the Charter of Organization and Operation of Vimico - Thai Nguyen Non-Ferrous Metal Joint Stock Company, amended and supplemented for the sixth time, issued together with Decision No. 3266 /QD-TMC dated 01/ 7/2026 of the Company;

Pursuant to Resolution No. 52/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders dated May 15, 2026 of the Company.

DECISION:

Article 1. The Regulations on the operation of the Board of Directors of Vimico - Thai Nguyen Non-Ferrous Metal Joint Stock Company are issued together with this Decision.

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 1726/QD-TMC dated May 30, 2024 of the Company's Board of Directors.

Article 3. Members of the Board of Directors, the Board of Management, the Chief Accountant, Heads of functional departments of the Company, Directors of member units, and the Company Secretary are responsible for implementing this Decision./.

Recipient:

- Member of the Board of Directors;
- Member of the Board of Supervisors;
- TMC Company (for implementation);
- Archived at: Administration Office and Company Secretary.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRPERSON**



Ly Xuan Tuyen

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

*(Issued together with Decision No. /QD-TMC dated / /2026
of the Board of Directors of Vimico - Thai Nguyen Non-Ferrous Metal Joint
Stock Company)*

CHAPTER I GENERAL REGULATIONS

Article 1. Subjects and Scope of application

1. Scope of application

The Regulations on the operation of the Board of Directors (hereinafter referred to as the Regulations) stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Enterprise Law, the Company Charter, and other relevant legal provisions.

2. Subjects of regulation

- a) Members of the Board of Directors;
- b) Members of the Board of Management, the Chief Accountant, departments and personnel assisting the Board of Directors, and Directors of the Company's branches and affiliated units.

Article 2. Principles of Organization and Operation

1. The Board of Directors of Vimico - Thai Nguyen Non-Ferrous Metal Joint Stock Company (hereinafter referred to as the Board of Directors), elected by the General Meeting of Shareholders, is the governing body of the Company and has full authority to act on behalf of the Company to decide and exercise the legitimate rights, obligations, and interests of the Company that do not fall under the authority of the General Meeting of Shareholders.

2. The Board of Directors performs the functions of managing, inspecting, and supervising all activities of the Company, creating favorable conditions for the Company Director to organize and manage the Company's production and business activities. The Board of Directors implements the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the duties and powers stipulated in the Company Charter.

3. The Board of Directors operates on the principle of democratic centralism: Collective leadership, individual responsibility. Members of the Board of Directors are responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the documents, resolutions, and decisions of the Board of Directors concerning the operation and development of the Company.

4. The Board of Directors handles its affairs in accordance with the Company Charter and legal regulations, ensuring the supervision of the General Meeting of Shareholders and the Board of Supervisors in performing their functions and duties as prescribed.

Article 3. Definitions

The words and terms used in these Regulations have the same definitions as those set forth in the Company Charter.

CHAPTER II ORGANIZATIONAL STRUCTURE OF THE BOARD OF DIRECTORS

Article 4. Organizational structure and term of office of the Board of Directors

1. The number of Board of Directors members is five (05). The number of independent or non-executive Board of Directors members must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent, non-executive members of the Board of Directors is determined by rounding down. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

2. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. In the event that a member is elected to supplement or replace a member who has been dismissed or removed from office within the term of office, the term of that member shall be the remaining term of the Board of Directors.

3. The Board of Directors of the term that has just ended will continue to operate until the Board of Directors of the new term is elected and takes over.

4. Members of the Board of Directors are nominated by shareholders in proportion to their shareholdings. Shareholders have the right to pool their shareholdings to vote on the nomination of members of the Board of Directors as stipulated in the Company Charter.

Article 5. Nomination and candidacy of members of the Board of Directors

1. Nomination for members of the Board of Directors

In the event that candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information published and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that is published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;

2. Shareholders holding shares have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 50% are entitled to nominate a maximum of two (02) candidates; from 50% to less than 65% are entitled to nominate a maximum of three (03) candidates; and from 65% or more are entitled to nominate the full number of candidates.

3. If the number of candidates for the Board of Directors, through nominations and candidacies, is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism stipulated by the Company. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins.

CHAPTER III

STANDARDS, QUALIFICATIONS, AUTOMATIC TERMINATION OF MEMBERSHIP, REMOVAL AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS

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

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

1. Not being a person prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises.

2. Possessing professional qualifications and experience in business administration or in the business lines and sectors in which the Company operates, and not necessarily being a shareholder of the Company.

3. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of another company.

4. Having good health, professional ethics, integrity, and knowledge of the law.

Article 7. Automatic Termination of Membership, Removal and Dismissal of Members of the Board of Directors

1. Automatic Termination of Membership.

A member of the Board of Directors shall automatically cease to hold office as a member of the Board of Directors in the following cases:

a) No longer satisfy the qualifications and conditions for serving as a member of the Board of Directors as prescribed by the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

b) Submit a written resignation letter to the Company's head office;

c) Lose or restrict civil act capacity;

d) Be absent from and fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board of Directors has determined that his/her position has become vacant;

e) Be removed from office as a member of the Board of Directors pursuant to a resolution of the General Meeting of Shareholders;

f) Cease to be the authorized representative of an institutional shareholder in accordance with the decision of such institution;

g) Be the authorized representative of an institutional shareholder, but such institution ceases to be a shareholder of the Company;

h) Be expelled from the territory of the Socialist Republic of Vietnam by a court decision;

i) The Company's Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration.

2. A member of the Board of Directors may be removed or dismissed in the following cases:

a) Have restricted civil act capacity;;

b) Fail to satisfy the standards and qualifications prescribed in Article 6 of these Regulations;

c) Submit a resignation letter, clearly stating the reasons for resignation, to the Board of Directors;

d) Be absent from and fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board of Directors has determined that his/her position has become vacant;

e) Being determined by a competent State authority to have seriously violated regulations on the disclosure of related interests and the obligations of members of the Board of Directors;

f) Pursuant to a resolution of the General Meeting of Shareholders;

g) Other cases as prescribed by the Company's Charter and applicable laws.

3. Following the automatic termination of membership under Clause 1 of this Article, or removal or dismissal under Clause 2 of this Article, the member of the Board of Directors shall remain personally liable for the decisions made during his/her term of office.

4. Where the number of members of the Board of Directors decreases by more than one-third (1/3) of the total number of members determined by the General Meeting of Shareholders, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which such reduction occurs in order to elect additional members of the Board of Directors.

5. The appointment of members of the Board of Directors shall be disclosed in accordance with the regulations of the laws on securities and the securities market.

CHAPTER IV DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Article 8. Powers and Duties of the Board of Directors

1. The Company's business operations and affairs shall be subject to the supervision and direction of the Board of Directors.

The Board of Directors shall have full authority to exercise all rights on behalf of the Company, except for those matters falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall supervise and direct the Director and other managers in the conduct of the Company's day-to-day business operations.

3. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, the Company's internal regulations, and

resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a) To determine operational objectives for the Company's development strategy based on the strategic objectives approved by the General Meeting of Shareholders;

b) To decide on the Company's annual business development plan and budget;

c) To elect, dismiss and remove the Chairperson of the Board of Directors; to appoint, dismiss, remove from office, reward, discipline, approve retirement, and determine salaries and other benefits for the Director, Deputy Directors, Chief Accountant, Directors of branches and affiliated units, Heads of Departments, and other positions in accordance with the Company's internal management regulations.

To approve the appointment, dismissal, removal from office, reward, discipline, retirement, salaries and other benefits for Deputy Directors of branches and affiliated units, Deputy Heads of Departments, and other managerial positions by the Director in accordance with the Company's internal management regulations; To appoint representatives to exercise ownership rights over shares or contributed capital in other companies and determine their remuneration and other benefits. However, the removal of managerial personnel shall not contravene any contractual rights of such persons (if any);

d) To decide on the Company's organizational structure and internal management regulations; to promulgate the Company's Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors after approval by the General Meeting of Shareholders; to decide on the establishment, reorganization, or dissolution of branches and representative offices of the Company and on capital contributions to, or acquisition of shares in, other enterprises upon the proposal of the Director;

e) To propose the reorganization, division, separation, merger, dissolution, or bankruptcy of the Company;

f) To resolve complaints made by the Company against managers and to appoint representatives of the Company to deal with legal proceedings involving such managers;

g) To propose classes of shares to be issued and the total number of shares to be issued for each class; to decide on the offering of new shares within the number of authorized shares of each class; to decide on other forms of capital mobilization; and to determine the schedule for raising the Company's charter capital;

h) To propose the issuance of bonds, convertible bonds and warrants entitling holders to purchase shares at a predetermined price; and to determine the offering price of bonds, shares and convertible securities where authorized by the General Meeting of Shareholders;

i) To propose annual dividend rates and determine interim dividend rates; to organize dividend payments; and to decide on the timing and procedures for dividend payments or the treatment of losses arising from business operations;

k) To decide on investment plans and investment projects within the authority and limits prescribed by the Company's Charter and the Law on Enterprises;

l) To decide on market development, marketing and technology solutions; and to approve contracts for purchase, sale, borrowing, lending and other contracts having a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements. This provision shall not apply to contracts and transactions specified in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

m) To approve the agenda and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or obtain shareholders' written opinions for the adoption of resolutions;

n) To submit the annual financial statements and financial settlement report to the General Meeting of Shareholders;

o) To report to the General Meeting of Shareholders on the appointment of the Director by the Board of Directors.

4. The following matters shall require approval by the Board of Directors.

a) Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises and except for matters prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises that fall within the authority of the General Meeting of Shareholders, the Board of Directors shall decide from time to time on the execution, amendment or termination of major contracts of the Company (including contracts relating to acquisition, disposal, merger, takeover and joint venture transactions);

b) The appointment and dismissal of commercial representatives and legal counsel authorized by the Company;

c) The borrowing of funds and the provision of mortgages, security interests, guarantees and indemnities by the Company;

d) Investments not included in the approved business plan or exceeding the planned value;

e) The acquisition or disposal of shares or capital contributions held by the Company in other enterprises established in Vietnam or abroad;

f) The valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology and technological know-how;

g) The purchase or redemption by the Company of up to ten percent (10%) of the total issued shares of each class, including the purchase or redemption price;

h) Business matters or transactions that, in the opinion of the Board of Directors, require approval by members of the Board of Directors within their powers and responsibilities;

i) The determination of the purchase or redemption price of the Company's shares.

5. The Board of Directors shall report to the General Meeting of Shareholders on its activities, specifically on the Board's oversight of the Director and other managers during the fiscal year. If the Board of Directors fails to submit this report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.

6. The Board of Directors may authorize subordinate officers and managers to act on behalf of the Company, unless otherwise provided for by law.

7. In performing its powers and duties, the Board of Directors shall comply with the law, the Company's Charter and resolutions of the General Meeting of Shareholders. Where a resolution adopted by the Board of Directors is contrary to law or the Company's Charter and causes damage to the Company, members voting in favor of such resolution shall be jointly and severally liable for the consequences thereof and shall compensate the Company for any resulting loss. Members voting against such resolution shall be exempt from liability. In such case, shareholders holding shares in the Company continuously for at least one (01) year shall have the right to request the Board of Directors to suspend implementation of such resolution.

8. Members of the Board of Directors shall be entitled to remuneration for their services as members of the Board of Directors. The aggregate remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among members of the

Board of Directors in accordance with their agreement or, failing such agreement, equally among them.

9. The total amount paid to members of the Board of Directors, including remuneration, expenses, commissions, share purchase rights and other benefits received by members representing contributed capital, shall be disclosed in detail in the Company's annual report.

10. Members of the Board of Directors holding executive positions (including the Chairperson of the Board of Directors), members serving on committees of the Board of Directors, or members performing duties that, in the opinion of the Board of Directors, fall outside the normal scope of duties of a member of the Board of Directors may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit-sharing percentages, or other forms as determined by the Board of Directors.

11. Members of the Board of Directors shall have the right to be provided with information and documents relating to the Company's financial condition, business operations, and the activities of its affiliated units.

12. Members of the Board of Directors shall be reimbursed for all travel, accommodation and other reasonable expenses incurred in the performance of their duties, including expenses incurred in attending meetings of the Board of Directors, its committees, or the General Meeting of Shareholders.

Article 9. Chairperson of the Board of Directors

1. The Board of Directors shall select a Chairperson from among its members. The Chairperson of the Board of Directors may not simultaneously hold the position of Director of the Company. The Chairperson of the Board of Directors must reside in Vietnam throughout their term of office.

2. The Chairperson of the Board of Directors shall have the following rights and obligations:

a) To formulate the agenda and operational plans of the Board of Directors;

b) To prepare or organize the preparation of the contents, documents and agenda for meetings of the Board of Directors or for obtaining opinions of members of the Board of Directors; to convene and chair meetings of the Board of Directors;

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

d) To sign resolutions and decisions of the Board of Directors on behalf of the Board of Directors; to organize and supervise the implementation of such

resolutions and decisions; and to sign other documents for the handling of matters falling within the powers and duties of the Board of Directors;

e) To chair meetings of the General Meeting of Shareholders;

f) To ensure that members of the Board of Directors receive complete, objective and accurate information in a timely manner and are given sufficient time to discuss matters requiring consideration by the Board of Directors;

g) To prepare working plans and assign duties to members of the Board of Directors. The assignment of duties to each member of the Board of Directors shall be made in writing and signed by the Chairperson of the Board of Directors;

h) To supervise members of the Board of Directors in performing their assigned duties and exercising their powers and responsibilities;

i) To ensure that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to shareholders at the General Meeting of Shareholders;

k) To ensure that employees are able to report unusual matters relating to the Company's financial condition, operations and other general matters to members of the Board of Directors;

l) To authorize another member of the Board of Directors to perform his/her duties during his/her absence and to perform other rights and obligations in accordance with law and the Company's Charter.

3. In the absence of the Chairperson of the Board of Directors or where the Chairperson is unable to perform his/her duties, the Chairperson shall authorize another member in writing to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. In the event that no such authorization is made, or where the Chairperson of the Board of Directors dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory education institution, absconds from his/her place of residence, has restricted or lost civil act capacity, experiences difficulties in cognition or behavioral control, or is prohibited by a court from holding certain positions, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one of their members to act as Chairperson of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

Article 10. Duties and powers of the members of the Board of Directors

1. Members of the Board of Directors shall have all rights as prescribed by the Law on Enterprises, relevant laws and regulations, and the Company's Charter.

2. To perform the duties and powers of the Board of Directors in accordance with the Regulations on the Operation of the Board of Directors and the assignment of the Board of Directors, honestly and prudently, in the best interests of the Company and its shareholders.

3. To review financial statements prepared by independent auditors; to provide opinions or request explanations from the Company's managers, executives, independent auditors and internal auditors regarding matters relating to such financial statements.

4. To request the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors in accordance with the Company's Charter.

5. To attend meetings of the Board of Directors; to discuss and vote on all matters within the duties and powers of the Board of Directors, except where such member is not permitted to participate due to a conflict of interest.

6. To implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

7. To be accountable to the General Meeting of Shareholders, the Board of Directors and the Board of Supervisors for the performance of assigned duties upon request.

8. To elect, remove or dismiss the Chairperson of the Board of Directors.

9. To study and evaluate the Company's operational performance and results, and contribute to the formulation of the Company's business orientations and operating plans from time to time.

10. To request the Board of Management and managers of affiliated units to provide information and documents relating to the Company's financial condition, business operations and the activities of affiliated units for the performance of their duties.

11. To bear personal responsibility before the law, the General Meeting of Shareholders and the Board of Directors for their activities.

12. Duty of Care

Members of the Board of Directors shall perform their duties, including duties performed in their capacity as members of committees of the Board of Directors (if any), honestly and in a manner that they reasonably believe to be in

the best interests of the Company, with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

13. Duty of Loyalty and Avoidance of Conflicts of Interest

a) Members of the Board of Directors shall not use business opportunities that may benefit the Company for personal purposes, nor use information obtained by virtue of their positions for personal gain or for the benefit of any other organization or individual.

b) Members of the Board of Directors shall disclose to the Board of Directors all interests that may give rise to a conflict with the interests of the Company through legal entities, transactions or other individuals. Such persons may only make use of those opportunities where the disinterested members of the Board of Directors have resolved not to pursue such opportunities on behalf of the Company.

c) The Company shall not grant loans, guarantees or credit facilities to members of the Board of Directors, their related persons, or any legal entity in which such persons have financial interests, except where such loans or guarantees have been approved by the General Meeting of Shareholders.

d) A contract or transaction between the Company and one or more members of the Board of Directors, their related persons, or any company, partnership, association or organization in which such persons are members or have a financial interest, shall not be rendered invalid if:

- In respect of a contract or transaction with a value of less than 20% of the total assets recorded in the Company's most recent financial statements, the material details of the contract or transaction, together with the relevant relationships and interests of the manager or member of the Board of Directors, have been disclosed to the Board of Directors or the relevant committee, and such Board of Directors or committee has approved the contract or transaction in good faith by a majority vote of the disinterested members; or

- In respect of a contract or transaction with a value exceeding 20% of the total assets recorded in the Company's most recent financial statements, the material details of the contract or transaction and the relevant relationships and interests of the manager or member of the Board of Directors have been disclosed to shareholders entitled to vote who have no related interests in the matter, and such shareholders have approved or voted in favor of the contract or transaction; or such contract or transaction has been determined by an independent advisory organization to be fair and reasonable in all material respects to the shareholders of the Company at the time it was approved, authorized or ratified by the Board of Directors, a committee of the Board of Directors, or the shareholders.

e) Members of the Board of Directors shall not use undisclosed information of the Company or disclose such information to others for the purpose of carrying out related transactions.

14. Liability for Damages and Indemnification

a) Liability for damages

A member of the Board of Directors who breaches the duty to act honestly, fails to perform his/her duties with due care, diligence and professional competence, shall be liable for any damage arising from such breach.

b) Indemnification

The Company shall indemnify any person who is, has been, or is at risk of becoming a party to any claim, lawsuit or legal proceeding (including civil and administrative proceedings and excluding proceedings initiated by the Company) by reason of the fact that such person is or was a member of the Board of Directors, or acted at the request of the Company in such capacity, provided that such person acted honestly, prudently and diligently in the best interests of the Company, or in a manner not contrary to the best interests of the Company, in compliance with the law, and there is no evidence establishing that such person breached his/her duties. In performing his/her functions, duties or authorized tasks on behalf of the Company, a member of the Board of Directors shall be indemnified by the Company when becoming a party to any claim, lawsuit or legal proceeding (excluding proceedings initiated by the Company) if:

- Acted honestly, prudently and diligently in the interests of the Company and in a manner not inconsistent with the interests of the Company; and

- Complied with the law and there is no evidence establishing that he/she failed to perform his/her responsibilities.

c) Indemnifiable expenses shall include incurred expenses (including legal fees), judgment costs, fines, settlement amounts actually paid or reasonably determined to be payable in connection with such matters to the extent permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities described above.

CHAPTER V

MEETINGS OF THE BOARD OF DIRECTORS AND ADOPTION OF RESOLUTIONS OF THE BOARD OF DIRECTORS

Article 11. Meetings of the Board of Directors

1. Meeting to elect the Chairperson of the Board of Directors

The first meeting of a term of the Board of Directors for the election of the Chairperson of the Board of Directors and the consideration of other matters within its authority shall be held within seven (07) working days from the date

of completion of the election of the Board of Directors for such term. Such meeting shall be convened by the member receiving the highest number of votes. If more than one member receives the same highest number of votes, those members shall elect by majority vote one among themselves to convene the meeting of the Board of Directors.

2. Regular meetings

The Chairperson of the Board of Directors shall convene meetings of the Board of Directors and determine the agenda, time and venue of the meeting at least five (05) days prior to the scheduled meeting date. The Chairperson may convene a meeting whenever deemed necessary; however, the Board of Directors shall meet at least once every quarter.

3. Extraordinary meetings

The Chairperson of the Board of Directors shall convene an extraordinary meeting of the Board of Directors when deemed necessary for the benefit of the Company, and shall not postpone it without justifiable reason, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

- a) The Director or at least five (05) managers;
- b) At least two (02) members of the Board of Directors;
- c) The Board of Supervisors.
- d) Independent members of the Board of Directors;

The request must be made in writing and clearly specify the purpose of the meeting, matters to be discussed, and matters requiring decisions within the authority of the Board of Directors.

4. Meetings of the Board of Directors referred to in Clauses 2 and 3 of this Article shall be held within seven (07) days from the date of the request. Where the Chairperson of the Board of Directors refuses to convene a meeting as requested, the Chairperson shall be liable for any damage caused to the Company. The persons referred to in Clause 3 of this Article may themselves convene a meeting of the Board of Directors.

5. Upon the request of the independent auditor, the Chairperson of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Company's operational and financial condition.

6. Venue of Meetings

Meetings of the Board of Directors shall be held at the registered office of the Company or at another location within Vietnam as determined by the Chairperson of the Board of Directors and approved by the Board of Directors.

7. Notice of Meeting and Meeting Agenda

Notice of a meeting of the Board of Directors shall be sent to members of the Board of Directors at least five (05) days prior to the meeting date and, at the same time, to members of the Board of Supervisors and the Director if such persons are not members of the Board of Directors. Members of the Board of Directors may waive the notice requirement in writing, and such waiver may have retrospective effect. The notice of meeting shall be made in Vietnamese and shall specify the agenda, time and venue of the meeting in full, accompanied by all relevant documents relating to matters to be discussed and voted on at the meeting, together with voting forms for members of the Board of Directors who are unable to attend the meeting in person.

Notice of meeting may be sent by mail, fax, email or other means, provided that it is delivered to the address registered by each member of the Board of Directors with the Company.

8. Minimum number of attendees

a) A meeting of the Board of Directors convened for the first time shall proceed when at least three-quarters (3/4) of the total number of members of the Board of Directors are present;

b) If the meeting convened in accordance with point a of this clause does not have the required number of members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present;

9. Voting by Absent Members

A member who is unable to attend a meeting in person shall have the right to vote by written ballot. The ballot must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour prior to the commencement of the meeting. The ballot shall only be opened in the presence of all attendees at the meeting.

10. Meetings via phone or other methods.

A meeting of the Board of Directors may be conducted through discussions among members of the Board of Directors when all or some members are located in different places, provided that each participating member is able to:

a) Hear each other member of the Board of Directors participating in the meeting speak;

b) Speak simultaneously to all other participants if he/she wishes to do so.

Communication between members may take place in person, by telephone, or by other means of communication (including the use of such means at the time of adoption of the Company Charter or later), or a combination of all these methods. Under these Regulations, a member of the Board of Directors attending such a meeting is deemed to be "*present*" at that meeting. The meeting place as prescribed by these Regulations is the place where the largest group of Board members is assembled, or, if no such group exists, the place where the Chairperson of the meeting is present.

Decisions made during a formally organized and conducted telephone meeting will take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors present at the meeting.

The minutes of the Board of Directors meeting must be detailed and clear. The secretary and the members of the Board of Directors who participated in the meeting must sign the meeting minutes. The minutes of the Board of Directors meeting must be kept in accordance with the law and the Company's Charter.

Article 12. Adoption of Resolutions and Decisions of the Board of Directors

1. The Board of Directors adopts resolutions and decisions by voting at meetings or by soliciting opinions in writing, via email, or by fax.

2. Voting rights of members of the Board of Directors at meetings

a) Except as provided in point b, clause 2 of this Article, each member of the Board of Directors or their authorized representative present in their personal capacity at the Board of Directors meeting shall have one vote;

b) Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. A member the Board of Directors shall not be counted toward the minimum number of representatives required to convene a meeting of the Board of Directors on decisions in which they do not have the right to vote;

c) As stipulated in point d, clause 2 of this Article, when issues arise during a meeting of the Board of Directors concerning the level of interest of a member of the Board of Directors or concerning the voting rights of a member, and such issues cannot be resolved by the voluntary waiver of voting rights of that member of the Board of Directors, the arising issues shall be referred to the chair of the meeting, and the chair's decision concerning all other members of the Board of Directors shall be final, unless the nature or scope of the interest of the member of the Board of Directors concerned has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract as stipulated in Clause 1, Article 167 of the Law on Enterprises shall be considered to have a substantial interest in that contract.

3. Disclosure of Interests

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who is aware of such interest, shall disclose the nature and details of that interest at the meeting at which the Board of Directors first considers the execution of such contract or transaction. Where a member of the Board of Directors is unaware of his/her interest or the interest of his/her related person at the time the contract or transaction is entered into with the Company, such member shall disclose the relevant interest at the first meeting of the Board of Directors held after becoming aware that he/she has, or will have, an interest in the relevant contract or transaction.

4. Majority Voting

A resolution or decision of the Board of Directors shall be adopted if approved by a majority (more than fifty percent (50%)) of the members attending the meeting. In the event of an equal number of votes for and against, the final decision shall be determined in accordance with the vote cast by the Chairperson of the Board of Directors.

5. A resolution adopted by way of written opinions shall be approved on the basis of affirmative votes from a majority of members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted at a duly convened and conducted meeting of the Board of Directors.

6. Effectiveness of Resolutions and Decisions of the Board of Directors

a) A resolution or decision of the Board of Directors shall take effect from the date of its adoption or from the effective date specified therein;

b) Where a member of the Board of Directors requests the initiation of legal proceedings or directly initiates legal proceedings against an adopted resolution or decision, such resolution or decision shall remain effective and continue to be implemented unless and until otherwise decided by a competent Court or Arbitral Tribunal.

Article 13. Minutes of the Meeting of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes. The minutes must be written in Vietnamese and may also be in a foreign language, and must include the following main contents:

a) Name, principal office address, number and date of issuance of the Business Registration Certificate, place of business registration;

b) Purpose, agenda, and content of the meeting;

c) Time and venue of the meeting;

d) Full names of each member attending the meeting or their authorized representatives; full names of members absent from the meeting and the reasons for absence;

d) Issues discussed and voted on at the meeting;

e) A summary of opinions expressed by each attending member in the order in which they were presented during the meeting;

g) Voting results clearly stating which members approved, disapproved, and abstained;

h) Issues that have been approved;

i) Full names and signatures of all members or authorized representatives attending the meeting. If a resolution or decision of the Board of Directors has been adopted in accordance with Article 12 of these regulations, but a member or representative of a minority member refuses to sign the minutes of the Board of Directors meeting, the reason for refusal must be clearly stated; if the reason for refusal is not clearly stated, that member's vote on the issues voted on at the meeting will be invalid.

2. The chairperson and secretary are responsible for the accuracy and truthfulness of the minutes of the Board of Directors meeting.

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

4. Minutes prepared in Vietnamese and in a foreign language shall have equal validity. In the event of any discrepancy between the two versions, the Vietnamese version shall prevail and be deemed the governing version.

CHAPTER VI

PROGRAM, WORKING CONDITIONS, REMUNERATION REGULATIONS ON DELEGATION OF AUTHORITY AND SUPPORT FUNCTION BY THE BOARD OF DIRECTORS

Article 14. Work Program of the Board of Directors

1. Based on the Company's annual and phased development goals, programs, plans, and orientations, and based on the duties and powers of the Board of Directors and the responsibilities of each member of the Board of Directors, the Company Secretary compiles the work program of the

Chairperson and members of the Board of Directors. The Secretary develops and submits to the Chairperson of the Board of Directors for approval the monthly, quarterly, and annual work programs of the Board of Directors , and monitors and reports on the situation and results of implementation periodically at regular meetings as prescribed.

2. Based on the approved general work program of the Board of Directors and the assigned tasks of each member of the Board of Directors , each member of the Board of Directors shall proactively implement their own work program.

Article 15. Remuneration and other benefits of members of the Board of Directors

1. Members of the Board of Directors receive remuneration and bonuses based on the Company's business results and performance.

2. The Board of Directors shall determine the remuneration for each member of the Board of Directors by mutual agreement. The total remuneration and the remuneration for each position on the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting .

3. The remuneration of members of Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations. The total amount paid to each member of the Board of Directors, including: remuneration; expenses; other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which the member of the Board of Directors is a representative managing the contributed capital, must be recorded as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at annual meetings.

4. Members of the Board of Directors shall be reimbursed for all travel, accommodation, and other reasonable expenses incurred in performing their assigned duties, including expenses incurred in attending Board of Directors meetings. The operating expenses of the Board of Directors shall be included in the Company's business expenses.

5. In cases where a member of the Board of Directors also holds a position in the company's executive structure, the disclosed remuneration must include salary, bonuses associated with the executive position, and other forms of compensation.

Article 16. Working conditions of members of the Board of Directors

1. Members of the Board of Directors are entitled to remuneration and other benefits as stipulated in Article 15 of these Regulations.

2. The Board of Directors, functional departments of the Company, branches, and affiliated units are responsible for providing complete and timely

necessary information related to the Company's operations as requested by the Board of Directors in order to perform their duties and powers as stipulated in Article 11 of this Regulation, in accordance with the law and the Company's Charter.

3. All directives from the Board of Directors regarding the implementation of policies and regulations of the State, as well as resolutions, decisions, mechanisms, and regulations of the Board of Directors, must be sent to the Board of Directors for reporting.

4. The Board of Directors uses the Company's executive apparatus and seal to perform its duties. The Company's functional departments are responsible for advising and assisting the Board of Directors, managing and performing their duties and powers as prescribed by law.

Article 17. Delegation and authorization of the Board of Directors

The Board of Directors delegates specific limits and responsibilities to the Company Director for the daily operation of the Company. This delegation and authorization is expressed through a vote by the members of the Board of Directors and approved according to the Board's regulations on decision-making. The delegation and authorization must be documented in writing in a form compliant with legal regulations. In cases where there is no delegation or authorization from the Board of Directors, the maximum scope of authority for the Company Director in managing operations is the highest level permitted by law, the Company Charter, and the Company's internal management regulations.

Article 18. Support function for the Board of Directors

1. The Company Secretary shall act as the supporting function to the Board of Directors and shall have the following functions, duties and powers:

a) Function

The Company Secretary shall serve as an assistant to the Board of Directors, be directly supervised by the Chairperson of the Board of Directors, and be a staff member of the Company.

b) Duties and powers

- To act as a liaison between the Chairperson of the Board of Directors and the members of the Board of Directors, the Director, and the Board of Supervisors;

- To develop and monitor the working program of the Chairperson of the Board of Directors and the working schedules of the Chairperson and members of the Board of Directors;

- To provide information to members of the Board of Directors; to prepare agendas and meeting materials and provide relevant documents to members of

the Board of Directors for meetings or for obtaining opinions from members of the Board of Directors; to record minutes and maintain records of meetings, working sessions and negotiations involving the Chairperson and members of the Board of Directors;

- To draft documents and resolutions of the General Meeting of Shareholders, the Board of Directors and the Chairperson of the Board of Directors; to assist the Chairperson and members of the Board of Directors in implementing, monitoring and consolidating reports on the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; and to ensure that documents issued by the General Meeting of Shareholders and the Board of Directors comply with the Company's Charter and applicable laws;

- To consolidate and submit to the Board of Directors and the Chairperson of the Board of Directors proposals, documents and materials submitted by the Director, as well as correspondence and documents received from other authorities, organizations and units addressed to the Board of Directors;

- To maintain registers of incoming and outgoing correspondence of the Board of Directors; to preserve and archive records and documents of the General Meeting of Shareholders and the Board of Directors; and to provide and communicate resolutions and decisions of the General Meeting of Shareholders and the Board of Directors to relevant parties in accordance with the Company's regulations;

- To advise on procedures relating to meetings of the General Meeting of Shareholders and the Board of Directors;

- To work directly with the Company's employees and with external authorities, organizations and units for the purpose of carrying out duties and responsibilities within the scope of assigned authority;

- To be personally accountable to the Board of Directors and the Chairperson of the Board of Directors for the performance of assigned duties;

- To perform other duties and exercise other powers assigned by the Board of Directors and the Chairperson of the Board of Directors;

- To maintain the confidentiality of information in accordance with applicable laws and the Company's Charter.

c) Remuneration and benefits

The Company Secretary shall be provided with equipment, office facilities and stationery necessary for the performance of assigned duties and responsibilities. Such expenses shall be accounted for as operating expenses of the Board of Directors in accordance with applicable regulations.

2. Where there is more than one Company Secretary, the Chairperson of the Board of Directors may appoint one person to assume overall responsibility for coordinating the work of the Company Secretaries.

CHAPTER VII

WORKING RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 19. Principles of coordination in work

1. To remain loyal at all times to the interests of the Company.
2. To strictly comply with applicable laws and regulations, the Company's Charter, and the Company's internal regulations.
3. To uphold the principles of democratic centralism, openness, and transparency.
4. To coordinate and cooperate in the performance of duties with the highest sense of responsibility, integrity and professionalism, and to proactively and regularly work together to resolve difficulties and obstacles (if any) for the common interests of the Company.

Article 20. Relationship between members of the Board of Directors

1. The relationship between the members of the Board of Directors is one of collaboration; the members of the Board of Directors are responsible for informing each other on relevant issues in the process of handling work.
2. During the process of handling tasks for which a member of the Board of Directors is primarily responsible, if an issue arises that relates to another area of responsibility handled by another member of the Board of Directors and requires that member's opinion, the member of the Board of Directors primarily responsible must proactively coordinate the handling of the matter. In cases where there are differing opinions among members of the Board of Directors, the member of the Board of Directors primarily responsible shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority, or organize a meeting to gather the opinions of the Board members in accordance with the law, the Company Charter, and this regulation.
3. In the event of a reassignment of duties among members of the Board of Directors, the members of the Board of Directors must hand over their work, files, and related documents. This handover must be documented in writing and reported to the Chairperson of the Board of Directors.

Article 21. Relationship with the Board of Directors

1. The Board of Directors shall ensure that all favorable conditions are created in terms of mechanisms, policies, human resources, and facilities to enable the Board of Directors to fulfill its assigned tasks.

2. Resolutions and decisions of the Board of Directors are legally binding. When implementing resolutions and decisions of the Board of Directors, if any issue is found to be detrimental to the Company, the Director is responsible for proposing that the Board of Directors review and adjust it accordingly. If the Board of Directors does not adjust the resolution or decision, the Director must still implement it but has the right to reserve his/her opinion and make recommendations to the General Meeting of Shareholders or other competent authorities.

3. The Chairperson of the Board of Directors shall attend or authorize another member of the Board of Directors to attend briefing meetings and meetings to prepare content for submission to the Board of Directors, which are chaired by the Director.

4. At the Board of Directors meeting, the Chairperson of the Board of Directors or the person presiding over the meeting shall, based on the meeting agenda, decide whether to invite relevant management personnel of the Company and its subsidiaries to attend the meeting, report on specific work, and provide input (if necessary).

5. Company managers are responsible for creating all favorable conditions for Board members to perform their assigned duties and to access information and reports as quickly as possible.

In the event of detecting risks or incidents that could significantly affect the Company's reputation, business operations, or other matters deemed necessary, Company managers must immediately report to the Chairperson of the Board of Directors and the members of the Board of Directors directly responsible for that area of work for timely guidance.

Article 22. Relationship with the Board of Supervisors

1. The Board of Directors is responsible for closely coordinating with and creating favorable conditions for the members of the Board of Supervisors in carrying out their duties and powers; and is also responsible for directing and supervising the rectification and handling of violations as recommended by the Board of Supervisors.

2. The Chairperson of the Board of Directors must ensure that the notice of meeting, the ballot for the opinions of the members of the Board of Directors, and the accompanying documents are sent to the members of the Supervisors Board at the same time and in the same manner as to the members of the Board of Directors.

3. In addition to periodic reports, members of the Board of Supervisors may request the Board of Directors to provide information and documents regarding the management and operation of the Company's production and business activities.

4. The Board of Directors shall ensure that all copies of financial and other information provided to the members of the Board of Directors, as well as resolutions, decisions, and minutes of meetings of the Board of Directors, are provided to the members of the Board of Supervisors in conjunction with those provided to the members of the Board of Directors.

Article 23. Relationship with the Party Committee and internal mass organizations of the Company

It is a relationship that unifies the leadership's perspective on the company's political mission. Specifically, as follows:

1. The Company's Board of Directors informs the Party organizations of the Company's situation in order to seek their support and to promote the core role of Party members in all areas of work.

2. The Board of Directors and the Board of Management create all conditions for the Party Committee, the Trade Union Executive Committee, and the Youth Union of the Company to carry out their work within the Company, without affecting the Company's production and business activities.

3. The Board of Directors respects the position and role of socio-political organizations on the basis of law, and seeks the participation and input of these organizations within the Company in implementing policies and regulations for employees. It creates conditions for the Trade Union to effectively fulfill its role and function in mobilizing employees for production and business activities and participating in other mass movements, contributing to the successful fulfillment of the Company's mission.

CHAPTER VIII ENFORCEMENT CLAUSES

Article 24. Amendments and additions to the regulations

1. Any amendments or additions to these regulations must be approved by the General Meeting of Shareholders. Annual approval is granted based on a proposal from the members of the Board of Directors.

2. In the event that there are legal provisions relating to the Company's operations not mentioned in the Regulations, or in the event that new legal provisions differ from the provisions in the Regulations, those legal provisions shall automatically apply and govern the Company's operations.

Article 25. Enforcement Provisions

1. The Regulations comprise 8 chapters and 25 articles, and was approved by the Annual General Meeting of Shareholders of Vimico - Thai Nguyen Non-Ferrous Metal Joint Stock Company on May 15, 2026, which accepted the full text of this Regulation for its effective date.



2. This regulation takes effect from the date of signing and replaces Decision No. 1724/QĐ-TMC dated May 30, 2025 of the Company's Board of Directors.

3. This Charter applies to all terms of the Board of Directors.

4. Members of the Board of Directors, the Board of Supervisors, the Board of the Management, Heads and Deputy Heads of functional departments, the Company Secretary, and the branches and affiliated units of the Company are responsible for implementing this Regulation.

5. The Chairperson of the Board of Directors is responsible for signing and publishing these Regulations./.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRPERSON**



Ly Xuan Tuyen