

**VIETJET AVIATION
JOINT STOCK COMPANY**

CHARTER

(7th Amendment)

Ho Chi Minh City, June 16, 2021



CONTENT

OPENING.....	1
I. TERMINOLOGY AND DEFINITIONS.....	1
Article 1. Definitions and Interpretations	1
II. COMPANY NAME, CORPORATE FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND OPERATIONAL TERM.....	2
Article 2 Company name, corporate form, headquarters, branches, representative offices and operational term	2
Article 3. Legal entity of the Company	2
Article 4. Legal representative	2
III. GOALS, SCOPE OF OPERATIONS AND ACTIVITIES.....	3
Article 5. Operational goals	3
Article 6. Scope of business operations and activities	3
Article 7. Rights and Obligations of the Company.....	3
IV. CHARTER CAPITAL AND SHARES	6
Article 8. Charter Capital, Shares.....	6
Article 9. Stock Certificate.....	11
Article 10. Other security certificate	12
Article 11. Transferring and Conveying Shares	12
Article 12. Repurchase of Shares	14
V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE.....	16
Article 13. Organization and Management Structure	16
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS.....	17
Article 14. Shareholders' rights and privileges	17
Article 15. Shareholders' obligations	19
Article 16. The General Meeting of Shareholders.....	20
Article 17. Rights, privileges and obligations of The General Meeting of Shareholders	20
Article 18. Authorized representatives	21
Article 19. Change of attached rights	22
Article 20. Calling a General Meeting, Meeting Agenda and General Meeting notice.....	23
Article 21. Conditions for holding a General Meeting	24
Article 22. Formalities and voting in General Meetings.....	26
Article 23. Approving General Meeting of Shareholders' Resolutions.....	28
Article 24. Powers and formalities to collect Shareholders' written inputs to approve a General Meeting of Shareholders's Resolution	30
Article 25. General Meeting minutes	31
Article 26. Request for cancelation of a General Meeting of Shareholders's Resolution	32
VII. THE BOARD OF DIRECTORS	32

Article 27. Membership and office term of the Board of Directors.....	32
Article 28. Powers and responsibilities of the Board of Directors.....	36
Article 29. Chairman and Vice Chairman of the Board of Directors.....	38
Article 30. Management Meeting	39
Article 31. Conditions and voting in Management Meetings	40
Article 32. Written Resolutions approved without Management Meeting	42
Article 33. Management Meeting Minutes	42
Article 34. Committees and Subcommittees of the Board of Directors.....	43
VIII. GENERAL DIRECTOR, MANAGERS AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE.....	43
Article 35. Management organization.....	43
Article 36. Appointing and dismissing General Director, duties and powers of General Director	43
Article 37. Vice President	46
Article 38. Chief Accountant	46
Article 39. The Person in charge of Corporate Governance	46
Article 40. Anti concurrent positions.....	46
IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND MANAGERS.....	47
Article 41. Duties to be circumspect of Members of the Board of Directors, General Director and Managers. Rights to sue Members of the Board of Directors and General Director ..	47
Article 42. Duties of integrity and avoidance of conflicts	47
Article 43. Validity of certain contracts.....	49
Article 44. Obligations of Members of the Board of Directors and the Managers	50
Article 45. Responsibilities for damages and indemnification	50
Article 46. Exempt from personal liability	51
X. AUDITING COMMITTEE.....	51
Article 47. Auditing Committee.....	51
XI. RIGHT TO REVIEW THE COMPANY'S DOCUMENTS AND RECORDS.....	52
Article 48. Right to review the Company's documents and records.....	52
XII. EMPLOYEES.....	52
Article 49. Employees.....	52
XIII. PROFIT DISTRIBUTION.....	53
Article 50. Dividends	53
XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING POLICIES.....	55
Article 51. Bank accounts	55
Article 52. Establishing reserve funds	55
Article 53. Fiscal year	55
Article 54. Accounting Policies	55

XV. FINANCIAL STATEMENTS AND AUDITOR'S REPORT, PUBLICATION OF INFORMATION AND ANNOUNCEMENTS.....	55
Article 55. Accounts and records	55
Article 56. Publicizing information and announcements	56
XVI. COMPANY AUDITING	56
Article 57. Company auditing.....	56
XVII. OFFICIAL SEAL	57
XVIII. CEASE OF OPERATIONS AND DISSOLUTION	57
Article 58. Cease of operations	57
Article 59. Disputes among the Members of the Board of Directors and the Shareholders	58
Article 60. Change of operational term.....	58
Article 61. Dissolution	58
XIX. INTERNAL DISPUTE RESOLUTION	59
Article 62. Internal dispute resolution.....	59
XX. ADDITIONS AND REVISION TO THIS CHARTER.....	59
Article 63. Additions and revision of this Charter	59
XXI. CONFIDENTIALITY	59
Article 64. Confidential Data	59
Article 65. Disclosure of Confidential Data.....	60
XXII. OTHER PROVISIONS.....	61
Article 66. Ex post facto Law	61
Article 67. Illegal, invalid or unenforceable provisions.....	61
Article 68. State Authorities' written approval	61
Article 69. Notice	61
XXIII. EFFECTIVE DATE	61
Article 70. Effective date	61
APPENDIX 1. DEFINITIONS.....	64
APPENDIX 2. REPRESENTATIVE OFFICES, BRANCHES AND BUSINESS LOCATIONS OF THE COMPANY	68
APPENDIX 3. LIST OF REGISTERED BUSINESS OPERATIONS AND BUSINESS LINES	69

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

-----***-----

OPENING

- Pursuant to the Corporate Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17 2020 (“**2020 Corporate Law**” or “**Corporate Law**”) and relevant guidelines;
- Pursuant to the Securities Law No.54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26 2019 (“**Securities Law**”) and relevant guidelines;
- Pursuant to Vietnam Aviation Law No. 66/2006/QH11 passed by the National Assembly of the Socialist Republic of Vietnam on June 29 2006, with changes and additions under the Law to change and supplement some provisions of Vietnam Aviation Law No. 61/2014/QH13 passed by the National Assembly on November 21 2014 (“**Aviation Law**”) and relevant guidelines; and
- With regard to operational and management needs of Vietjet Aviation Joint Stock Company.

This Charter is passed by the General Meeting of Shareholders of Vietjet Aviation Joint Stock Company under Resolution No. 01-21/VJC-ĐHCĐ-NQ dated 27/05/2021.

I. TERMINOLOGY AND DEFINITIONS

Article 1. Definitions and Interpretations

1.1 Definitions

Capitalized terms in the Charter should be understood as defined in Appendix 1 hereof, unless required differently by context.

1.2 Interpretations

- (a) All the Appendices to the Charter are integral parts of the Charter, with the same validity as the contents of this Charter.
- (b) Section titles in the Charter are only used for more convenient reference and do not affect the contents of the Charter.

II. COMPANY NAME, CORPORATE FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND OPERATIONAL TERM

Article 2 Company name, corporate form, headquarters, branches, representative offices and operational term

2.1 The Company's Vietnamese name is:

CÔNG TY CỔ PHẦN HÀNG KHÔNG VIETJET

2.2 The Company's English trade name is:

VIETJET AVIATION JOINT STOCK COMPANY

2.3 The Company's short name is: **VIETJET., JSC**

2.4 Registered office: 302/3 Kim Ma Street, Ngoc Khanh ward, Ba Dinh district, Hanoi City, Vietnam.

Phone: (84-4) 3728 1828

Fax: (84-4) 3728 1838

Email: info@vietjetair.com

Website: www.vietjetair.com

2.5 The Company's Board may change its registered office and open or close its branches, representative offices or other transaction points in Vietnam or any other countries in accordance with Law.

2.6 Information about the Company's branches, representative offices and transaction points are detailed in Appendix II hereof, subject to revision and addition on a periodic basis.

2.7 The Company's operational term is indefinite, except for termination under Article 58 hereof or revision under Article 60 hereof, as well as relevant legal regulations.

Article 3. Legal entity of the Company

Vietjet Aviation Joint Stock Company is a joint stock company with independent entity and limited liability. The Company was established and has been existing and operating under the Law and this Charter.

Article 4. Legal representative

The Company appoints 3 (three) Legal Representatives: The Chairman of the Board, the General Director and one Vice President.

As required by actual circumstances, the Company may have more or less Legal Representatives than specified above. The count of Legal Representatives is subject to a decision by the General Meeting of Shareholders.

Rights, privileges and obligations of each Legal Representative are stipulated by the Board.

III. GOALS, SCOPE OF OPERATIONS AND ACTIVITIES

Article 5. Operational goals

The Company was established with the goal of developing into an advanced, private airline, with a new and modern fleet, and with professional and experienced crew, meeting the needs of domestic and international customers; conduct business activities and supply other supporting service in accordance with the Law; create jobs and income for employees of the Company; positively contribute to the social - economic development and community advancement.

Article 6. Scope of business operations and activities

- 6.1 The Company's operations are specified in Appendix III hereof.
- 6.2 The Company may operate in accordance with the Law and this Charter to achieve the best economic performance for the Shareholders. Revision of the Company's business operations and activities (if any) shall be published on the Company's website in accordance with Law and updated in its latest amendment of its Charter.

Article 7. Rights and Obligations of the Company

7.1 Rights of the Company

The Company is entitled to maximum incentives allowed by Law or relevant State Authorities in relation to its business operations, including taxes, levies, fees, charges, expenses, land levy, land lease payment, construction and infrastructure, etc. The Company may carry out operations that are beneficial to itself, as well as operations that are allowed or unprohibited by Law, including without limitations to:

- (a) Organizing a business system that is compatible with its goals, business lines and duties;
- (b) Freely seeking domestic and international markets and business partners; freely executing contract and/or transactions or other business operations with domestic and international business partners, as long as such action is not a breach of Law or this Charter;
- (c) Renovating its technologies and equipment and using them for the benefits of the Company's development and performance;
- (d) Placing its Branches, Representative Offices, business locations and Transaction Offices in and outside of Vietnamese territory in accordance with Law; Seeking markets and, directly or through a representative, agent or contractor, signing contracts, agreements, or commitments with domestic and international partners;

- (e) Deciding on selling or purchase price of its new Shares, valuable papers and other assets;
- (f) Hiring, paying, taking disciplinary actions against, providing bonus, and dismissing its Managers, staff and workers;
- (g) Hiring, appointing, signing, or authorizing any agent or contractor as necessary for its business operations;
- (h) Buying, leasing or legally owning real properties, equipment and other types of assets, including building and land use right;
- (i) Selling, leasing out or transferring away real properties, equipment and other types of assets, including building and land use right, as necessary; buying, leasing in and out, transferring and/or repairing airplanes on domestic and international markets as a requirement or business operation of its, using any kind of currency; dissolving and liquidating its assets when ceasing to operate;
- (j) Hiring or using necessary services, including lawyer's services, audit, consulting, expert, architecture, engineering, agency and contractor's services for the benefits of its operations;
- (k) After meeting relevant requirements, issuing Shares, bonds and other financial instruments on the stock market in accordance with Securities Law; increasing or decreasing the Charter Capital and performing other financial operations when required by its business operations; investing in securities, financial instruments and other profitable activities, in order to preserve and develop its capital, in accordance with this Charter;
- (l) Maintaining financial relations with all domestic and international financial organizations, including application for loans or execution of financial transactions with any organization, financial institution or individual, in any kind of currency, domestically or internationally; using legal capital allocation methods for the benefits of its business operations; participating in foreign exchange transactions and activities;
- (m) Borrowing or lending, sponsoring, refunding, pledging, or providing other kinds of guarantee on any of its assets, rights to payment, asset-related interest and rights, as security for a loan or a commitment related to an obligation of its or a third party's;
- (n) Filing lawsuits or defending its interest in dealing with lawsuits;
- (o) Distributing profits and managing its profits or losses, assets, liabilities and proceeds from liquidation of some assets; establishing and using reserve funds in accordance with this Charter, subject to a decision by the General Meeting of Shareholders;
- (p) Reinvesting profits for the Company's benefits;

- (q) Securing insurance coverage for the Company in general and for its assets in particular; buying social insurance and/or health insurance policies for its employees if required by Law; in certain cases, depending on relevant personnel policies and employment contracts, the Company may purchase other insurance policies for its employees and/or Managers; the Company may transfer away, in any kind or form, any insurance form and/or amount collectible for lawful purposes, including to provide guarantees for a loan;
- (r) Registering, exercising and having its intellectual properties protected, and/or receiving, via a transfer or convey, intellectual property rights, new technologies, production know-hows from international or Vietnamese parties in accordance with Law;
- (s) Advertising and promoting its products and services;
- (t) Demanding payments for products and services in USD, or in another foreign currency, or in VND, subject to a decision by the Board of Directors in accordance with Law;
- (u) Changing its scope of operations and activities at any time deemed necessary by the General Meeting of Shareholders, provided that legally required approval by State Authorities has been obtained;
- (v) Establishing joint ventures in cooperation with Vietnamese or international organizations and individuals, and investing in Vietnamese or international corporations in accordance with applicable Law in Vietnam or in the foreign country;
- (w) Carrying out import and export activities as necessary or for the benefits of the Company's business operations in accordance with Law;
- (x) Actively carrying out and managing its business operations and using management methods necessary for such operations;
- (y) Taking other legal actions and performing other contracts, agreements, writings or legal documents as necessary to fulfill its objectives or for the benefits of its business operations;
- (z) Restructuring, ceasing subsidiaries' operations and developing its business and production operations; and
- (aa) Other rights and privileges stipulated by Law and by the Company.

7.2 Obligations of the Company

The Company's obligations include:

- (a) Taking accountability to the Shareholders for its business performance;
- (b) Designing development strategies and business plans appropriate for its functions, duties and market demands;

- (c) Seeking business opportunities appropriate with its objectives and scope of operations;
- (d) Fulfilling its obligations to its employees in accordance with the Labor Code;
- (e) Complying with regulations on reporting statistics, accounting, performance and other issues on a regular or irregular basis as required by the State and the General Meeting of Shareholders, and taking accountability for the integrity of such reports;
- (f) Subjecting itself to tests and inspection carried out by competent State Authorities in accordance with Law;
- (g) Continuously renovating production technologies, applying engineering and scientific advances and new technologies in production; coordinating for assigned duties to be fulfilled and reasonably arranging production line for maximum profitability and production speed;
- (h) Complying with State regulations on protection of resources, environment, historical and cultural remnants, national defences, national security, social order and safety, and fire safety;
- (i) Complying with relevant regulations and policies on management of capital, assets, funds, accounting, statistical accounting, audit and other policies stipulated by Law, and taking accountability for the authenticity of its financial statements;
- (j) Efficiently using its assets to preserve and develop its capital;
- (k) Settling amounts collectible and amounts payable in its balance sheet at transition (including reasonable unestablished expenses incurred by the Company as approved by the Board of Directors);
- (l) Publishing its annual financial statements in accordance with Law; correctly and objectively assessing its operations;
- (m) Fulfilling tax obligations and settling amounts payable to the State's budget as required by Law;
- (n) Other obligations in accordance with the Law.

IV. CHARTER CAPITAL AND SHARES

Article 8. Charter Capital, Shares

8.1 Use of Charter Capital

The Company's Charter Capital is specified in its Business Registration Certificate. Its total number of Shares equals its Charter Capital divided by the Shares' par value.

8.2 Besides the Charter Capital stipulated under Provision 8.1, The Company may raise funds by:

- (a) Issuing new Shares (in domestic and/or international markets) in accordance with this Charter and relevant Laws;
- (b) Securing different kinds of loans from other financial institutions, organizations and individuals domestically or internationally;
- (c) Borrowing from the Shareholders by issuing bonds or securing other kinds of loans;
- (d) Issuing corporate bonds or other financial instruments on centralized or decentralized markets domestically or internationally in accordance with the Corporate Law, the Securities Law, and other relevant Laws;
- (e) Securing trade credits by purchasing on credit and/or using other forms of trade credits;
or
- (f) Securing funds from other legal sources.

To secure a loan, the Company may pledge assets and provide necessary guarantees in accordance with Law. A loan may be governed by foreign Laws if demanded by the lender who is a foreign person, provided that Vietnam Laws do not prohibit the application of foreign Laws for the loan.

8.3 Uses of Charter Capital

Charter capital and / or redundancy capital gained from the issuance of Shares to the outside will be used for the business and other purposes of the Company if approved by the General Meeting of Shareholders, the Board of Directors in accordance with this Charter or provisions of the Law.

8.4 Increase of Charter Capital

- (a) The Board of Directors may propose that the General Meeting of Shareholders consider and issue new Shares for current Shareholders, in a public or private offering, on a condition that the final offered price of new Shares, including issuance expenses and other relevant expenses, must not be lower than the market price of the Company's Shares at the time of offering, or the latest recorded price of the Company's Shares, with exception to the following situations:
 - i. Shares are offered in an initial public offering after the Company is registered;
 - ii. Shares are offered to Shareholders in proportion to their current Shares at the time of offering, based on the Shareholder Registry;
 - iii. Shares are offered to brokers or underwriters, in which cases the offered price, net of commissions for brokers or underwriters, must not be lower than the Shares' market price. Commission rate will be a percentage of Shares' value at the time of offering;
 - iv. Preference Shares are offered to the Company's officials and employees; or

- v. In other situations, subject to an approval by the General Meeting of Shareholders.
- (b) A public offering or issue of Shares listed on the stock market must be done in accordance with the legal regulations on securities and the stock market.
- (c) In all aspects of Share issuance, all the Shareholders, the Board of Directors, the Managers and the employees of the Company must strictly comply with regulations on communication, healthy and transparent operations, as well as other requirements in the Securities Law. It is strictly prohibited to engage in short selling, insider trading, false information, market manipulation and any other illegal activities of stock exchange;
- (d) Issuance of new Shares must conform to relevant regulations in Law and in this Charter, including conditions on offered price, method of payment, transfer, assignment, conversion, revocation, etc.;
- (e) Other forms of Charter Capital increases, subject to a decision by the General Meeting of Shareholders in accordance with Law

8.5 Decrease of Charter Capital

A decrease of the Charter Capital is subject to a decision by the General Meeting of Shareholders, with the decreased Charter Capital must not be less than the Legal Capital required by Law. A decrease of the Charter Capital must be carried out in accordance with Law in terms of conditions and procedures.

8.6 Shares

- (a) The General Meeting of Shareholders may decide to issue Preference Shares of many kinds in accordance with Law and with this Charter, including without limitations to: Voting Preference Shares, Dividend Preference Shares, Redeemable Preference Shares, and other Preference Shares. When the Company offers Shares to the public or when appropriate, strategic Shareholders or employees of the Company may be offered to buy Preference Shares or Common Shares at a discount in accordance with Law, subject to an approval by the General Meeting of Shareholders. When necessary, the General Meeting of Shareholders may authorize the Board of Directors to grant this approval.
- (b) The par value of each Common Share is VND 10,000 (ten thousand). The General Meeting of Shareholders may also decide to split Shares. The price of each Share on the stock market will be formulated in accordance with Securities Law and/or regulations of the relevant stock exchange(s).
- (c) The Company may repurchase issued Shares (including Redeemable Preference Shares) under 0 of this Charter and relevant Law. Common Shares repurchased by the

Company are Treasury Shares and may be offered for sale by the Board of Directors in accordance with this Charter, Securities Law, and relevant guidelines.

- (d) Common Shares cannot be converted into Preference Shares. Preference Shares, however, may be converted into Common Shares, subject to a General Meeting of Shareholders's resolution.
- (e) The Company may issue other kinds of securities in accordance with legal regulations on securities and the stock market.

8.7 Voting Right of Shares

- (a) Each Ordinary Share allows its owner to have one vote at the General Meeting of Shareholders.
- (b) Shareholders owning Voting Preference Shares will have the number of votes as decided by the General Meeting of Shareholders when issuing such Voting Preference Shares.
- (c) Shareholders who only own Dividend Preference Shares, Redeemable Preference Shares, and other Preference Shares, but not Voting Preference Shares, may not vote or attend General Meetings, nor nominate individuals into the Board of Directors, with exceptions stipulated in Provision 23.2 (e) of this Charter, or relevant Law, or otherwise decided by the General Meeting of Shareholders.

8.8 Payment for newly issued Shares

- (a) When the Company issues new Shares to increase its Charter Capital, payment for newly issued Shares may be in form of:
 - i. Vietnamese Dong, or freely convertible foreign currencies;
 - ii. Gold;
 - iii. Real properties and land use right;
 - iv. Intellectual property rights, technologies, technical know-hows;
 - v. Shares and/or capital contribution in another company or organization, accepted by the Board of Directors; and
 - vi. New and modern equipment and machines that the Company may use for a long period, in which the contribution brings equivalent or superior economic and financial benefits to the Company in comparison to buying or leasing those equipment and machines;
 - vii. Other valuable assets that can be evaluated in Vietnamese Dong and accepted by the Board of Directors.
- (b) Contributions that are not Vietnamese Dongs, freely convertible foreign currencies, or gold, must be appraised by the General Meeting of Shareholders or an appraisal

organization before being accepted as capital contributions to the Company. The Board of Directors and the contributor will negotiate to decide on the value of the asset, or adopt the value appraised by an appraisal organization. If an appraisal organization to be employed, the appraisal value will be subject to approval by both the Board of Directors and the contributor.

- (c) When required by Law or by the General Meeting of Shareholders, a report may be issued for a Share payment, which will specify:
- i. The name and the address of the paying Shareholder;
 - ii. The name and the address of the Company;
 - iii. Description and value of the assets; and
 - iv. The time and the location of turnover.

Shareholders will sign all necessary documents and certifications and perform necessary procedures, including registering, certifying, or hiring notarization service to legally transfer the assets they use to buy Shares to the Company.

- (d) Capital and assets contributed to the Company as payment for Shares must be:
- i. Legally owned by the Shareholder until being transferred to the Company under this Article. State-owned assets will need approval by competent State Authorities in accordance with relevant Law at the time of contribution before being transferred to the Company;
 - ii. Free of restrictions on ownership or use right after being contributed to the Company;
 - iii. Free of any third party's interest, in any kind or form, including without limitations to being used as collateral for a mortgage, pledging or any other form of guarantee, or attached with a third party's conditions or rights to discount, confiscate, or garnish the asset, even if the third party is a State Authority.
- (e) Upon being contributed to the Company as payment for Shares, the capital and asset will be solely owned by the Company, and no Shareholder will have any interest in such asset or any right to appeal, derecognize or dispute over the Company's ownership of such asset.
- (f) The Shareholder must hold the Company unharmed before any complaint, accusation, or reclaim of the asset, or any request from a third party to confiscate, garnish or discount the asset, and indemnify the Company against any expenses or financial or reputation loss resulting from such issues.

8.9 Shareholder Registry

- (a) The Company issues a Shareholder Registry as a legal document on Shareholders' ownership of Shares and information on the Company's Charter Capital and the capital contribution ratio of each Shareholder. The Shareholder Registry must contain the following information:
 - i. Name and headquarters' address of the Company;
 - ii. The total number of authorized Shares; types of authorized Shares and the number of Shares by type;
 - iii. The number and value of sold-off Shares by type and the value of paid-in share capital;
 - iv. Information on Shareholders, the number of Shares they own, and their capital contribution ratio, and the registration date of Shares;
 - v. Other details stipulated by the Board of Directors.
- (b) The Shareholder Registry will be stored at the Company's headquarters or another organization specialized in archives in accordance with Law.
- (c) The Company must promptly update the Shareholder Registry upon request by relevant Shareholders in accordance with this Charter.
- (d) The Shareholder must issue written notice to the Board of Directors when their address changes. If the Company is not delivered such notice, it will send all notices, announcements and other information to the latest address of that Shareholder specified in the Shareholder Registry.
- (e) The Company may not cancel or discard any of the following documents in 12 (twelve) years or a longer period if required by Law:
 - i. Signed Application for Share transfer or other records and documents that are used as reference to make change in the Shareholder Registry;
 - ii. Cancelled Shares.

and the Company will be responsible for proving the accuracy of any information in or omission from the Shareholder Registry resulting from its noncompliance with the above provision.

Article 9. Stock Certificate

- 9.1 Unless the General Meeting of Shareholders decides to issue Shares as registry entries, after the Shareholder's name has been entered into the Shareholder Registry, the Chairman of the Board of Directors will issue a Stock Certificate for this Shareholder, representing the Shares owned by them, in accordance with Provision 9.3 of this Article.

- 9.2 In accordance with Provision 9.4 and Provision 9.6 of this Charter, each Shareholder is issued a Stock Certificate representing the Shareholder they own without further expenses. The Shareholder may request the Company to replace their many Share Certificate with one single Share Certificate.
- 9.3 The form of Stock Certificate is to be decided by the Board of Directors based on a form issued by competent State Authorities (if required by Law). In conformity to relevant legal regulations or a decision by the Board of Directors, a Stock Certificate may include the following information:
- (a) Name and headquarters' address of the Company;
 - (b) Corporate number and issue date of its Business Registration Certificate;
 - (c) Type, par value, count, total value of Shares shown in the Stock Certificate;
 - (d) Information about the Shareholder;
 - (e) Specimen signature of the Chairman of the Board of Directors;
 - (f) Registration number recorded in the Shareholder Registry and issue date of the Stock Certificate; and
 - (g) For Preference Shares, type of preference shares and transfer conditions.
- 9.4 If a Stock Certificate is lost, destroyed or damaged, the Chairman of the Board of Directors may issue a new Stock Certificate following a request by the Shareholder who owns that Stock Certificate, provided that such Shareholder can provide evidence of their ownership and commitment to take responsibility for any dispute over the issuance of a new Stock Certificate. The newly issued Stock Certificate cancels and supersedes its former Stock Certificate, provided that the relevant Shareholder will pay all loss, expenses, and costs for the Company. The Shareholder may be requested to pay such expenses as a condition to be issued a new Stock Certificate, regardless of whether such expenses have incurred.
- 9.5 If a Shareholder wants to transfer only a part of all the Shares represented by a Stock Certificate, the current Stock Certificate will be cancelled and a new Stock Certificate representing the residual Shares will be issued free of charge.

Article 10. Other security certificate

Bonds or other security certificates issued by the Company (except for letters of offer, temporary certificates and similar documents) must be sealed and signed by a Legal Representative of the Company, unless otherwise stipulated by issuance terms and conditions.

Article 11. Transferring and Conveying Shares

11.1 Transferring Shares

- (a) Shareholders may transfer away their Shares but only in accordance with relevant regulations of the Company and this Charter. Share transfers by members of the Board of Directors, the General Director, Vice Presidents, the Chief Accounting during their office terms must be executed in accordance with Law.
- (b) A Share transfer is considered completed after the transferee's information has been recorded in the Shareholder Registry in accordance with Provision 8.9 of this Charter. Shares listed on HOSE will be transferred in accordance with legal regulations on securities and the stock market, and with HOSE's regulations.
- (c) A Share transfer will be executed in accordance with the Securities Law and/or current security exchange practices, provided such practices are not illegal in Vietnam.

11.2 Transferring Shares

- (a) If an individual Shareholder passes away, the Company will recognize the following person's rights, privileges and obligations to Shares owned by the dead Shareholder (unless otherwise stipulated by Law):
 - i. An heir by will or by law of the dead Shareholder;
 - ii. A person selected by competent State Authorities if the dead Shareholder has no heirs by will or by law, or if their heirs refuse to accept the Shares; and
 - iii. Surviving joint owners of the Shares if the dead Shareholder has no heirs and the Shares are joint-owned by these owners.

On conditions that the person stipulated above takes responsibility for proving their legal right to inherit the Shares from the dead Shareholder and for the integrity of all issues related to the inheritance, and undertakes to indemnify the Company against reputation and material damages from recognizing such them as Shareholder who owns by inheriting the Shares from the dead Shareholder. In the event of dispute over inheritance rights to the Shares formerly owned by the dead Shareholder, the Company will not recognize anyone as Shareholder of such Shares until a Court or a competent judicial authority has issued a final decision over inheritance rights to the Shares.

- (b) If an organization Shareholder has ceased to operate or restructured, the Company will recognize the following person as Shareholder of the Shares owned by the organization Shareholder (unless otherwise stipulated by Law):
 - i. A buyer or transferee of the Shares through a separate purchase or transfer, or part of liquidated assets if that Shareholder has liquidated their assets or become bankrupt or split as a legal person. Any purchase, sale and conveying of Shares must conform to regulations on transferring and conveying Shares in this Charter;
 - ii. A new legal person created by the relevant Shareholder merging with other persons;

- iii. A legal person into whom the Shareholder has merged; and
- iv. Others in accordance with relevant Laws on restructure and reorganize of a legal person.

On conditions that the person stipulated above takes responsibility for proving their legal right to take over and own the Shares from the Shareholder who has ceased to operate or restructured and for the integrity of all issues related to their ownership of the Shares, and undertakes to indemnify the Company against reputation and material damages from recognizing such them as Shareholder who owns by taking over the Shares from the Shareholder who has ceased to operate or restructured. In the event of dispute over the ownership to the Shares formerly owned by the Shareholder who has ceased to operate or restructured, the Company will not recognize anyone as Shareholder of such Shares until a Court or a competent judicial authority has issued a final decision over rights to the Shares.

- (c) By joining the Company as a Shareholder, each and every Shareholder acknowledges and agrees to conform to regulations on inheriting Shares or owning Shares when a former Shareholder has passed away or ceased to operate or restructured in accordance with this Charter.
- (d) A person who becomes owner of some Shares because the previous owner has passed away or ceased to operate (if the owner is an organization) has all the rights and privileges of a Shareholder to such Shares, after their information has been fully recorded in the Shareholder Registry in accordance with this Charter.

Article 12. Repurchase of Shares

- 12.1 The Company may repurchase Shares after meeting relevant conditions and completing legal procedures stipulated in 0 of this Charter and legal regulations on securities.
- 12.2 Share repurchase following Shareholders' request:
 - (a) Shareholders who vote against a Resolution on reorganizing the Company or changing Shareholders' rights, privileges and obligations in this Charter may request the Company to repurchase their Shares by issuing a written request, specifying their name and address, number of Shares by type, expected price of Shares, and causes of their decision. Such request must arrive at the Company within 10 (ten) days after the General Meeting of Shareholders approve the Resolution in question;
 - (b) The Board of Directors will consider and make a decision on repurchasing Shares following Shareholders' request as stipulated in Provision 12.2 (a) of this Charter. Funds used for a repurchase under Provision 12.2 come from surplus share capital, investment and development fund, undistributed retained earnings, or other equity funds used in support of the Charter Capital in accordance with Law;

- (c) When and if the Company repurchases Shares following Shareholders' request as stipulated in Provision 12.2 (a) and (b) of this Charter, the repurchase price will be equivalent to the Shares' market price, or negotiated and agreed between the parties, or decided by the Board of Directors in accordance with Law and approved by the General Meeting of Shareholders. Such repurchase must be executed in 90 (ninety) days after accepting the request, or in a period agreed between the parties. If the parties cannot agree upon a repurchase price, the Shareholders may sell the Shares to another person, or the parties may employ an appraisal organization to perform evaluation. The Company will recommend at least 3 (three) appraisal organizations as options for the Shareholders' selection, and such selection will be final.

12.3 Share repurchase following a decision by the Company:

- (a) The Company may repurchase up to 30% (thirty percent) of the total outstanding Common Shares, and/or part or all outstanding Dividend Preference Shares by money from capital surplus, retained earnings before tax, or other funds in accordance with the following provisions:
 - i. The Board of Directors may decide to repurchase up to 10% (ten percent) of the total outstanding Shares of one particular kind of Share within 12 (twelve) months after selling. Similar decisions under other circumstances are subject to the General Meeting of Shareholders;
 - ii. The Board of Directors will decide on the repurchase price of Shares. For Common Shares, the repurchase price must not exceed the market price at the time of repurchase, except for situations stipulated in Provision 12.3 (b) of this Article. For other kinds of Shares, the Board of Directors will decide on the repurchase price.
- (b) The Company may repurchase Shares proportionally from all Shareholders, in which cases the Company's decision to repurchase Shares must be notified via registered mail to all Shareholders within 30 (thirty) days after such decision is duly approved. The notice must contain the Company's name and headquarters' address, total number of Shares and type of Shares to be repurchased, repurchase price or formula of repurchase price, procedure and date of payment, procedure and a deadline for Shareholders to submit their offers.

Shareholders who agree to sell Shares must send their written acceptance to sell via registered mail to the Company within 30 (thirty) days after receiving the Company's notice. The written acceptance to sell must contain their full name, contact address, and legal paper number (if the Shareholder is an individual); their name and corporate number or organization legal paper number and headquarters' address (if the Shareholder is an organization); the number of Shares they own and the number of Shares offered to the

Company; payment terms; signature of the Shareholder or their legal representative. The Company will only repurchase Shares offered within the established deadline.

12.4 Payment and handling terms for repurchase of Shares:

- (a) The Company may only pay for Share repurchase under Provision **Error! Reference source not found.** and Provision **Error! Reference source not found.** of this Charter if the Company can ensure its ability to settle debts and fulfill other asset-related obligations after completing the repurchase.
- (b) Shares repurchased under Provision **Error! Reference source not found.** and Provision REF_Ref231194741 \r \h * MERGEFORMAT **Error! Reference source not found.** of this Charter are considered as unsold and authorized Shares. The Company must register a decrease in Charter Capital in relation to the repurchased Shares within 10 (ten) days after completing the repurchase of Shares, unless otherwise stipulated by Securities Law.
- (c) Share Certificate for repurchased Shares must be promptly destroyed after the Company has settled payment for those Shares. The Chairman of the Board of Directors and the General Director will be held jointly responsible for any damages the Company suffered due to late or nondestruction of such Share Certificate.
- (d) After settling payment for all repurchased Shares, if the Company's total value in its accounting books decreases by more than 10% (ten percent), the Company will be obliged to notify all creditors within 15 (fifteen) days after settling payment for all repurchased Shares.

V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE

Article 13. Organization and Management Structure

Unless otherwise decided by the General Meeting of Shareholders, the Company's Organization, Management and Control Structure includes:

- The General Meeting of Shareholders;
- The Board of Directors;
- The General Director; and
- The Board of Management.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 14. Shareholders' rights and privileges

- 14.1 Shareholders are owners of the Company, possessing rights and privileges in proportion to the Shares and type of Shares they own. Shareholders are only liable for the Company's debts and other asset-related obligations with limitation to their paid-in Shares.
- 14.2 Ordinary Shareholders' rights and privileges include:
- (a) To attend and provide inputs in General Meetings and to vote in person or by proxy through authorized representatives on any issue within the authority of the General Meeting of Shareholders, with one vote allowed by each Common Share;
 - (b) To be appointed as Managers of the Company provided that the appointees qualify for such positions as stipulated by this Charter;
 - (c) To receive dividends, with the timing and amount of payment subject to a decision by the General Meeting of Shareholders in accordance with this Charter;
 - (d) To freely transfer fully paid-in Shares in accordance with this Charter, with relevant regulations of the Company, and with Law;
 - (e) To have priority right to buy new Shares in accordance with this Charter;
 - (f) To receive a part of the Company's residual assets in proportion to their paid-in Shares, when and if the Company is dissolved or becomes bankrupt, after the Company has settled all debts with creditors and due payments to Preference Shareholders (if any) in accordance with their rights and privileges as decided by the General Meeting of Shareholders;
 - (g) To review data and documents related to the Company's operations in accordance with Article 48 hereof (except for Confidential Data as stipulated under Article 65);
 - (h) To consider, look up and extract names and contact addresses from the list of Shareholders with voting rights and demand correction of their own data if necessary;
 - (i) To demand the Company to repurchase their Shares in situations allowed by Law or approved by the Board of Directors at a mutually agreed price or a price determined by an appraisal organization;
 - (j) To vote from distance in General Meetings (if applicable);
 - (k) To be treated fairly, which means each Share of a particular type gives its owner equal rights, privileges, obligations and interest;
 - (l) To be kept informed on a regular and irregular basis on the Company's operations;
 - (m) To have their legal interest protected; and
 - (n) Other rights and privileges stipulated by Law and by this Charter.

- 14.3 A Shareholder or a group of Shareholders who owns at least 5% (five percent) of the total Common Shares possesses the following rights and obligations:
- (a) To consider, look up and extract information from the Minutes Book and resolutions of the Board of Directors, mid-term and annual financial statements, contracts, transactions subject to the Board of Directors's approval, and other documents, except for documents related to the Company's trade and business secrets;
 - (b) To call a General Meeting in accordance with Provision 115.3 of the 2020 Corporate Law;
 - (c) To demand a General Meeting of Shareholders' Resolution cancelled, in part or in whole, in accordance with Law in relation to relevant procedures if such Resolution constitutes a breach of Law or of this Charter; and
 - (d) Other rights and privileges stipulated by this Charter and by Law.
- 14.4 Besides the rights and privileges stipulated in Provision 14.3 hereof, a Shareholder or a group of Shareholders who owns at least 10% of the total Common Shares may also nominate individuals into the Board of Directors.
- 14.5 Voting Preference Shareholders' rights, privileges and obligations are subject to a decision by the General Meeting of Shareholders in accordance with Law.
- 14.6 Dividend Preference Shareholders:
- (a) possess the same rights, privileges and obligations as Ordinary Shareholders', but not the rights to vote in and attend General Meetings and to nominate individuals into the Board of Directors, except in circumstances stipulated in Provision 23.2 (e); and
 - (b) are entitled to an amount of dividends higher than Ordinary Shareholders, or a fixed amount of dividends on an annual basis. Annual dividends they are entitled to include fixed dividends and bonus dividends. Fixed dividends are not dependent on the Company's business outcomes. Fixed dividends, bonus dividends and formula for determining bonus dividends are subject to a decision by the General Meeting of Shareholders and specified on the Dividend Preference Shares.
- 14.7 Redeemable Preference Shareholders:
- (a) possess the same rights, privileges and obligations as Ordinary Shareholders, but not the rights to vote in and attend General Meetings and to nominate individuals into the Board of Directors, except in circumstances stipulated in Provision 23.2 (e); and
 - (b) are entitled to be refunded with their contributed capital on demand or by meeting the conditions decided by the General Meeting of Shareholders and specified on the Redeemable Preference Shares.
- 14.8 Shareholders who own other types of Preference Shares possess the rights, privileges and obligations decided by the General Meeting of Shareholders upon the issuance of such Preference Shares.

Article 15. Shareholders' obligations

15.1 Shareholders' obligations include:

- (a) Complying with this Charter and the Company's Regulations; Observing Resolutions of the General Meeting of Shareholders and those of the Board of Directors;
- (b) Monitoring and providing inputs on the Company's operations;
- (c) Taking responsibility for the Company's operations with limitation to their paid-in Shares;
- (d) Protecting the Company's image, reputation and assets;
- (e) Attending General Meetings and voting in person, or by proxy through authorized representatives, or from distance. Shareholders may authorize and appoint a Member of the Board of Directors as their representative in General Meetings;
- (f) Paying in Shares they have registered in accordance with relevant regulations;
- (g) Providing correct addresses of their registered offices, if they are organizations, or contact addresses, including residence and email addresses, if they are individuals, when registering new Shares or when their contact information changes;
- (h) Taking personal responsibility if they abuse the Company's name in any kind or form to perform any of the following acts:
 - i. Illegal acts;
 - ii. Other business operation or transaction for personal interest, or interest of another organization or individual; or
 - iii. Paying off undue debts when the Company faces a possible financial crisis.
- (i) Refraining from withdrawing, in any kind or form, their capital contributed through buying Common Shares, except when such Shares are repurchased by the Company or other parties. If a Shareholder withdraws part or all of their contributed capital by breaching this Provision, such Shareholder and other stakeholders related in interest shall be held responsible for the Company's debts and other asset-related obligations with limitation to the withdrawn capital and damages incurred (if applicable);
- (j) Ensuring the confidentiality of information provided by the Company under this Charter or under relevant Laws. Such information should only be used to exercise and protect their own legal rights and interest. It is strictly prohibited to publish or reproduce, transmit such information to other organizations and/or individuals, except when allowed by this Charter, or required by competent State Authorities, or approved in writing by the Company.
- (k) Fulfilling other obligations required by Law or by this Charter.

- 15.2 During its building and development process, the Company may need to obtain loans to invest and carry out business operations. If the credit organization or other type of lender who the Company applies for loans from requires guarantee for such loans, the Shareholders will be obliged to provide such guarantee in proportion to their share in the Company's Charter Capital.
- 15.3 Major Shareholders may not abuse their privileges to cause harm to the rights, privileges and interest of the Company or of other Shareholders. Major Shareholders are obliged to provide public communications in accordance with Law.

Article 16. The General Meeting of Shareholders

- 16.1 The General Meeting of Shareholders is the ultimate authority unit of the Company. The General Meeting of Shareholders may exercise any and all of the rights and privileges of the Company, provided such exercising does not reduce or restrict the rights and privileges of the Board of Directors as stipulated in this Charter.
- 16.2 Besides the rights and privileges specified below, the General Meeting of Shareholders may consider reassigning some of its rights and privileges to the Board of Directors for the benefits of the Company's requirements or business operations.
- 16.3 The General Meeting of Shareholders includes all Shareholders with voting rights as stipulated by this Charter.

Article 17. Rights, privileges and obligations of The General Meeting of Shareholders

Besides its rights and privileges stipulated by Law or by this Charter, without affecting Shareholders' rights and privileges, the General Meeting of Shareholders may make decisions on the following issues:

- 17.1 To decide on the type of new Shares to be issued and attached interest, preferences, rights and privileges; the count of Shares authorized for issue;
- 17.2 To decide on the annual dividend amount to be paid by the Company;
- 17.3 To elect, dismiss or demote a Member of the Board of Directors. If necessary, the Board of Directors will be requested to submit a proposal to appoint or dismiss General Director, Vice President, or Chief Accountant for the General Meeting of Shareholders's consideration and approval;
- 17.4 To consider and decide on resolution for a breach by of the Company the Board of Directors, the Board of Directors, or the Chief Accountant that causes harm to the Company and/or its Shareholders;
- 17.5 To decide on reconstruction, reorganization or dissolution of the Company;
- 17.6 To decide on addition or revision to this Charter; to decide on an increase/decrease of the Company's Charter Capital;

- 17.7 To decide to approve or disprove Annual Financial Statements;
- 17.8 To approve development plans for the Company;
- 17.9 To decide on an investment or sale of some assets with total value equivalent to or exceeding 50% (Fifty percent) of the Company's total assets as shown in its latest financial statements;
- 17.10 To approve a list of independent audits, appoint independent audits for control of the Company's operations, or dismiss appointed independent audits if necessary;
- 17.11 To decide on the budget or total amount of remunerations, bonus and other benefits for Members of the Board of Directors and to report on remunerations for Members of the Board of Directors;
- 17.12 To approve internal regulations on corporate management and operational regulations for the Board of Directors;
- 17.13 To decide on a repurchase of more than 10% of the total Shares of a particular kind;
- 17.14 To decide to approve or disapprove a transaction with a Related Party as stipulated by Provision 43.1;
- 17.15 If necessary, the General Meeting of Shareholders may assign some of its rights to the Board of Directors as proposed by the Board of Directors, in which cases the Board of Directors will be obliged to report to the General Meeting of Shareholders on developments and results of its assigned tasks in the nearest meeting; and
- 17.16 Other powers and responsibilities stipulated by Law and by this Charter.

Article 18. Authorized representatives

- 18.1 A Shareholder may appoint their representatives at the Company. A Shareholder may appoint more than one representatives. When a Shareholder has more than one authorized representatives, the Shareholder must assign a specific number of Shares to each representative. If the Shareholder fails to assign a specific number of Shares to each representative, their Shares will be equally distributed to each authorized representative. An Organizational Shareholder who owns at least 10% of the total Common Shares may appoint as many as (3) three authorized representatives.
- 18.2 An appointment or disqualification of an authorized representative must be issued in writing and submitted to the Board of Directors, and it will become effective upon the Board of Directors's acceptance. An authorized representative appointed by a Shareholder may not reassign their attorney powers to another person or exercise any right outside the scope of authorization under the written authorization. An authorized representative is not required to be a Shareholder.
- 18.3 An appointment of an authorized representative does not affect the Shareholder's rights to attend and vote in General Meetings, in which cases, the authorization will be automatically terminated and become unbinding to all stakeholders.

- 18.4 A written authorization must be prepared in the relevant form issued by the Company in accordance with laws and satisfy the following conditions:
- (a) If the Shareholder is an individual, the written authorization must be signed by both the Shareholder and the authorized representative; and
 - (b) If the Shareholder is an organization, the written authorization must be signed by both the Shareholder's legal representative and the authorized representative.
- 18.5 The Board of Directors, at their own discretion, may issue a form for written authorization to be used for General Meetings in accordance with Law.
- 18.6 Except for situations specified in Provision 18.3, a vote cast by an authorized representative is still considered valid if the authorizing Shareholder:
- (a) Dies, or becomes restricted in civil act, or loses capability of civil act, or becomes limited in cognitive ability and behavior control; or
 - (b) Terminate the authorization; or
 - (c) Disqualify the authorized representative from exercising attorney powers,
- unless the Board of Directors has received written notice of such situation at least 10 (ten) hours before the General Meeting starts.
- 18.7 An authorized representative will, on behalf of the authorizing Shareholder, exercise the Shareholder's rights and fulfill their obligations in General Meetings. Any limitation set by the Shareholder on the authorized representative's exercise of their rights and fulfillment of their obligations in General Meetings is not applicable to any third party.
- 18.8 An authorized representative is responsible for duly attending General Meetings, exercising rights and fulfilling obligations authorized to them with integrity, discretion and in the best manner to protect the authorizing Shareholder's legal interest.
- 18.9 An authorized representative takes accountability to the authorizing Shareholder for any obligation breach stipulated in this Article. The authorizing Shareholder takes accountability to any third party for issues related to their use of authorized representative to exercise their rights and fulfill their obligations.

Article 19. Change of attached rights

- 19.1 Change or revocation of a preferred right attached to a certain type of Preference Shares is valid under Provision 23.2 (e) of this Charter.
- 19.2 Procedures to call a meeting for this particular issue are specified in Article 21, Article 22, and Article 23 of this Charter.
- 19.3 Unless otherwise stipulated herein, special rights attached to Preference Shares related to one or some aspects of profit or asset distribution cannot be changed when the Company issues new Shares of the same kind.

Article 20. Calling a General Meeting, Meeting Agenda and General Meeting notice

- 20.1 Annual General Meetings are held on an annual basis, within 4 (four) months after the end of the previous fiscal year. Unless otherwise required, the Board of Directors may extend the waiting period before calling a General Meeting, but not later than 6 (six) months after the end of the previous fiscal year.
- 20.2 The Chairman of the Board of Directors is responsible for preparing an agenda for each Annual General Meeting. Unless otherwise required, the Chairman of the Board of Directors may assign the General Director to prepare an agenda for an Annual General Meeting, and the Chairman of the Board of Directors will be responsible for reviewing, approving, and taking accountability for the final agenda. An Annual General Meeting is held to deal with issues stipulated by Law and this Charter, especially to approve the Company's annual financial statements and estimates for the next fiscal year.
- 20.3 The person calling a General Meeting must make the following arrangements:
- (a) Preparing a list of Shareholders who are qualified to attend and vote at the meeting at least 10 (ten) days before distributing General Meeting notices, as well as a meeting agenda and relevant documents stipulated by Law and by this Charter;
 - (b) Communicating and resolving any complaint regarding the list of Shareholders;
 - (c) Designing a meeting agenda and contents;
 - (d) Preparing relevant documents to be used in the meeting;
 - (e) Drafting General Meeting of Shareholders's Resolutions based on the expected contents of the meeting, a list and description of nominees for the Board of Directors;
 - (f) Determining the time and the place of the meeting;
 - (g) Notifying and sending General Meeting notices to all Shareholders qualified to attend.
- 20.4 The Board of Directors may call an irregular General Meeting in one of the following situations:
- (a) The Board of Directors believes it benefits the Company;
 - (b) The Board of Directors is requested by independent auditors (and believes a meeting is necessary);
 - (c) The number of members of the Board of Directors is less than the required number in accordance with Law, or less than 2/3 (two-third) of the required number in accordance with this Charter;
 - (d) There is a written request issued by (i) a Shareholder or group of Shareholders who owns more than 5% (five percent) of the total Common Shares, or (ii) at least 3 (three) members of the Board of Directors.

An individual or organization requests an irregular General Meeting must specify the causes, purposes, and contents of the meetings in the request submitted to the Board of Directors, and present proposed solutions in the irregular General Meeting.

- 20.5 Unless otherwise stipulated by Law, a General Meeting must be called in the form of a meeting notice, and the Chairman of the Board of Directors, or the Vice Chairman of the Board of Directors authorized by the Chairman of the Board of Directors, must send reference documents for the meeting to each and every Shareholder in the list of Shareholders qualified to attend the meeting, specifically to the Shareholder's address registered in the Shareholder Registry or the Shareholder's registered email address no later than 21 (twenty-one) days before the opening of the meeting. The meeting notice must contain the Company's name, headquarters' address, corporate number; name and contact address of the Shareholder; the time and place of the meeting; and requirements for the meeting audience. General Meeting notices must be published in the Company's website, besides being sent to each Shareholder.

Reference documents for a meeting include: meeting agenda, reference documents, and drafts of Resolutions for issues specified in the meeting agenda; voting forms may be sent with the meeting notice or published on the Company's website, provided that the location and instructions for download are specified in the meeting notice.

- 20.6 A random failure to deliver a General Meeting notice to anyone qualified to receive such notice, or the fact that anyone qualified to receive a General Meeting notice does not receive such notice is not a cause for suspending the meeting and does not affect the validity of relevant General Meeting of Shareholders' resolutions. However, the Company's failure to send a General Meeting notice to Shareholders, specifically to the Shareholder's address registered in the Shareholder Registry or the Shareholder's registered email address, may not be considered accidental issue under any circumstance. In the event of dispute over this matter, the Company is responsible for proving that the notice has been properly distributed. Moreover, if the quorum is not satisfied for a General Meeting, the Company must promptly try to confirm participants that the General Meeting has been rescheduled via fax, email, telephone or similar communication media and notify them of the rescheduled expected time and location of the meeting session.
- 20.7 Subject to an approval by the Chairman of the Board of Directors, Shareholders may attend a General Meeting on a direct connected platform, provided that each and every Shareholder may listen to other attending Shareholders and all attending Shareholders may listen to that Shareholder, in which cases voting will take place in a form suitable for such kind of communication.
- 20.8 All members of the Board of Directors, whether they are Shareholders or not, are qualified to attend and voice their opinions in General Meetings.

Article 21. Conditions for holding a General Meeting

21.1 Conditions for holding a General Meeting

- (a) A General Meeting may only proceed when the actual participants include Shareholders and Shareholders' representatives represent more than 50% (fifty percent) of the total available votes.
- (b) If the quorum for a General Meeting is not satisfied within 60 (sixty) minutes after the expected start time of the meeting session, or if the quorum is not maintained during the General Meeting, a second meeting will be called in 30 (thirty) days after the expected date of the first meeting, and the quorum (of Shareholders and Shareholders' representatives) for the second meeting is 33% (thirty-three percent) of the total available votes.
- (c) If the second meeting cannot proceed under Provision 21.1 (b), a third meeting will be called in 20 (twenty) days after the expected date of the second meeting, in which case the third meeting will proceed regardless of the total votes represented by the attending Shareholders.
- (d) A General Meeting may take place in form of a conference call among Shareholders, in which some or all the Shareholders may attend from different locations, with the conditions that such Shareholders:
 - i. May listen to other participants of the meeting; and
 - ii. May directly communicate with the rest of the attending Shareholders via conference calls or other communication platforms. A participating Shareholder confirms their attendance by signing their name on paper or electronically.

21.2 Recommending a change of a General Meeting agenda

- (a) A Shareholder or group of Shareholders who own at least 5% (five percent) of the total Common Shares may recommend a revision or addition to a General Meeting agenda. Such recommendation must be made in writing form and sent to the Company not later than 3 (three) days before the expected start date of the meeting session. The written recommendation must specify the name of the recommending Shareholder or Shareholders, the number of Shares owned by each Shareholder, Shareholders' signature and recommended changes or additions to the General Meeting agenda.
- (b) If the person calling a General Meeting reject a recommendation under Provision 21.2 (a), they must issue a written response not later than 2 business days before the opening of the General meeting, specifying the reasons for rejection. The person calling the General Meeting may only reject a recommendation in the following situations:
 - i. The recommendation is not sent in accordance with Provision 21.2 (a) of this Charter; or
 - ii. The recommended issue is not subject to a decision by the General Meeting of Shareholders; or

- iii. The recommending person fails to present or send all documents and records required by Law or by this Charter.

Article 22. Formalities and voting in General Meetings

- 22.1 On the date of a General Meeting and **before the opening of the meeting**, The Company must register the Shareholders until all Shareholders qualified to attend have been registered.
- 22.2 During registration, the Company will provide each Shareholder or authorized representative qualified to vote a voting form, specifying the Shareholder's registration number, full name of the Shareholder, full name of the authorized representative (if applicable) and the number of votes they have. Voting options include approval, disapproval and no comments. Voting results are announced by the Chair before the meeting ends. The General Meeting of Shareholders will elect persons in charge of vote counting and supervising from nominees proposed by the Chair. If the General Meeting of Shareholders refuses to do such election, the Chair will select persons in charge of vote counting and supervising. The number of members in the Vote Counting Committee must not exceed 3 (three) persons.
- 22.3 After the meeting has begun, a Shareholder or an authorized representative may register and start to participate in and vote in the General Meeting. The Chair will not be obliged to stop the Meeting and wait for such registration, and all voting takes place before such Shareholder or an authorized representative arrival will not be affected.
- 22.4 The Chairman of the Board of Directors or the Vice Chairman of the Board of Directors if the Chairman is absent will chair the General Meeting. If both the Chairman and the Vice Chairman of the Board of Directors fail to present themselves within 45 (forty-five) minutes after the expected start time of the General Meeting, other members of the Board of Directors attending the Meeting will elect among themselves a Chair of the meeting, subject to that person's acceptance. The Chair will appoint one person as Secretary of the meeting.
- 22.5 In other situations, the person who calls the General Meeting will supervise the General Meeting of Shareholders's election of the Chair, and the person receiving the most votes will be elected Chair of the Meeting. The Chair's decisions on sequences, formalities or issues outside the meeting agenda will be of highest judgment. The Chair will appoint one person as Secretary of the meeting.
- 22.6 The Chair of the General meeting may delay the General Meeting, even if the quorum has been satisfied, for another time and place of their choice without asking for inputs from the General Meeting of Shareholders if they think (a) the participants are not provided convenient seats at the location of the Meeting, (b) the participants act in a disruptive way that may affect the Meeting, (c) communication device at the location are not suitable for the participants' discussion and voting, or (d) such delay is necessary to ensure the General Meeting of Shareholders's tasks are carried out legitimately. Moreover, the Chair of the General meeting may delay the General Meeting with a consensus by the General Meeting of Shareholders or the participants, provided that the quorum has been satisfied. The delay period may not exceed

3 (three) business days after the expected opening date. The reschedule meeting will only consider issues that should have been resolved in the initial meeting.

- 22.7 If the Chair delays or suspends the General Meeting by breaching Provision 22.6 of this Charter, the General Meeting of Shareholders may elect another attending person to replace the Chair until the end of the Meeting without affecting the validity of resolutions approved during the Meeting.
- 22.8 The Chair or the Secretary of the Meeting may take necessary action to ensure the General Meeting can begin legitimately and in order; or that the Meeting may reflect the opinions of the majority of attending Shareholders.
- 22.9 The Chair may request Shareholders and authorized representatives accept to undergo necessary checks and inspections. If a Shareholder or authorized representative refuses to undergo such checks and inspections, the Chair, after careful consideration, may decide to refuse entry and expel the Shareholder or authorized representative from the General Meeting.
- 22.10 After careful consideration, the Chair may apply appropriate methods to:
- (a) Revise the number of persons attending at the main location of the General Meeting;
 - (b) Ensure safety for everyone at such location;
 - (c) Facilitate Shareholders' attendance (or continuous attendance) of the Meeting.
- 22.11 The Chair may, at their own discretion, change the above methods and apply all and any methods if necessary. An applicable method is distributing entry ticket, as well as other options.
- 22.12 If the above methods are applied in a General Meeting, in determining the meeting location, the Chair may:
- (a) Announce that the Meeting will take place at the location specified in the meeting notice and the Chair will appear at such location ("Main Location of the General Meeting");
 - (b) Arrange and organize for Shareholders and authorized representatives who cannot participate under this Provision or want to participate from another location to participate in the Meeting;

Such announcements are not required to include organization methods specified in this Provision.

- 22.13 In this Charter (unless otherwise required by the context) all Shareholders are considered to participate the Meeting from the Main Location of the Meeting.

Annual General Meetings cannot include collecting Shareholder's written inputs.

Article 23. Approving General Meeting of Shareholders' Resolutions

23.1 The General Meeting of Shareholders approves Resolutions within their authority by voting or providing written inputs on, but without limitations to, the following issues:

- (a) Revision or addition to the Company's Charter;
- (b) Development plans for the Company;
- (c) Type of Shares and total Shares of each type;
- (d) Election, dismissal, or demotion of a Member of the Board of Directors;
- (e) A decision to invest or sell off some assets with total value equivalent to or exceeding 50% (Fifty percent) of the Company's total assets as shown in its latest financial statements;
- (f) Approval of the Company's annual financial statements; or
- (g) Reconstruction or dissolution of the Company.

23.2. A General Meeting of Shareholders' Resolution is approved if the following conditions are satisfied:

- (a) It is voted for by a group of Shareholders representing more than 50% (fifty percent) of the total voting rights of all the Shareholders attending the meeting, except for cases stipulated in Provisions 23.2 (b), (c), (d), (e) hereof.

(b) Resolutions on:

- i. Type of Shares and total Shares of each type;
- ii. Revision or addition to the Company's Charter;
- iii. Change of the Company's business operations or business lines;
- iv. Change of the Company's organization and management structures;
- v. An investment or sale of some assets with total value equivalent to or exceeding 50% (Fifty percent) of the Company's total assets as shown in its latest financial statements;
- vi. Reconstruction or dissolution of the Company;
- vii. A transaction with a Related Party as stipulated by Provision 43.1. (a)

must be voted for by a group of Shareholders representing at least 65% (sixty-five percent) of the total voting rights of all the Shareholders attending the meeting.

- (c) Voting to elect members of the Board of Directors is conducted by the method of cumulative voting, whereby each Shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members elected by the Board of Directors. Shareholders have the right to accumulate

all or part of their total votes for one or several candidates, depending on election decisions or regulations approved by the General Meeting of Shareholders. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient as specified in the Charter. In case 2 or more candidates achieve the same number of votes for the last member of the Board of Directors, the election will be conducted again among the candidates with the same number of votes or selected according to the criteria.

- (d) To be approved by the number of Shareholders owning more than 50% of the total number of votes of all Shareholders with voting rights in case of passing the Resolution in the form of collecting written inputs, except for the case specified in Provision 43.1.
 - (a).
 - (e) A General Meeting of Shareholders' Resolution on the content that changes the rights and obligations of the Shareholders who own Preference Shares is only approved if the number of Preference Shareholders of the same type attending the meeting is from 75% of the total. Preference Shares of that type or more approved or approved by Preference Shareholders of the same type owning 75% or more of that type of preferred shares in case of adoption of a resolution in the form of an opinion poll.
 - (f) If all Shareholders with voting rights (or an authorized representative) representing one hundred percent (100%) of the total number of votes are unanimous in passing a Resolution then that Resolution is valid in all situations, even when the procedures for calling a General Meeting are not conducted properly or the content of the General Meeting is not included in the agenda in accordance with Provision 20.3. In such case, the Shareholders shall be deemed to have agreed to waive the requirement for the procedure to convene the meeting or to the content of the meeting.
- 23.3. In the event many Shareholders co-own a Share, any of them or their authorized representatives can vote in every General Meeting as the sole owner of Shares, but if more than one Shareholder or the authorized representative co-owning Shares is present at a General Meeting, the co-owner Shareholder whose first name in the Shareholder Registry will have right to vote on behalf of other Shareholders.
- 23.4. Procedures for approving Resolutions in the form of collecting written inputs do not require a General Meeting, but must comply with Law and this Charter.
- 23.5. The counting of votes in a face-to-face meeting or by collecting written inputs can be done by computer software.
- 23.6. The minutes of counting of votes, answered inputs forms, authorization documents to attend, approved Resolutions and related documents attached to the inputs forms must be stored in the Minutes Book kept at Company headquarters and must be ready to provide to Shareholders when there is a need for inspection.

- 23.7. General Meeting of Shareholders's Resolutions must be posted on the website of the Company as soon as possible but must not exceed the time limit prescribed by Law.

Article 24. Powers and formalities to collect Shareholders' written inputs to approve a General Meeting of Shareholders's Resolution

- 24.1. The Board of Directors may collect Shareholders' inputs in writing form without calling a General Meeting if necessary for the benefits of the Company.
- 24.2. The Board of Directors will prepare inputs forms, drafts of General Meeting of Shareholders' resolutions and documents to explain those drafts, and send them to Shareholders with voting rights no later than (10) ten days before the deadline of the input collection. The preparation of the list of Shareholders to receive inputs forms and the method of sending inputs forms and reference documents will be executed in accordance with this Charter and with Law.
- 24.3. An inputs form must contain the following information:
- i. The Company's name, headquarters' address and issue date of its Business Registration Certificate;
 - ii. Purpose of inputs collection;
 - iii. Full name, contact address, nationality, personal legal document number of individual Shareholders; name, corporate number or legal document number, headquarters' address of organization Shareholders, or full name, contact address, nationality, personal legal document number of authorized representatives of organization Shareholders; number of Shares owned of each type and number of votes entitled of Shareholders;
 - iv. Issues that require inputs for approval;
 - v. Voting options include approval, disapproval and no comment;
 - vi. Deadline to return answered inputs forms to the Company;
 - vii. Full name and signature of the Chairman of the Board of Directors.
- 24.4. Answered inputs forms must be signed by individual Shareholders, or legal representatives of organization Shareholders, or authorized representatives of Shareholders. Answered inputs forms returned to the Company after the deadline specified in the inputs form, or answered inputs forms that have been opened in mail transmission, or revealed in fax or email transmission before counting will be null and void. Unreturned inputs forms will be considered blank votes.
- 24.5. The Board of Directors organize the vote counting and issue a vote counting report under the observation of the Auditing Committee or non-executive Shareholders. A vote counting report must contain the following information:

- i. The Company's name, headquarters' address and issue date of its Business Registration Certificate
 - ii. Purpose of inputs and issues that require inputs for approval;
 - iii. Number of Shareholders with the total number of votes that have participated in the vote, which distinguishes the number of approval votes, the number of disapproval votes and the method of sending votes, together with an appendix of the list of participating Shareholders voting;
 - iv. Total counts of approval votes, disapproval votes and no comment votes for each issue;
 - v. Issues that have been approved and their approval ratios;
 - vi. Full names and signatures of the Chairman of the Board of Directors, the observer and the counter.
- 24.6. Members of the Board of Directors, vote counters and observers must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; be jointly liable for damages arising from decisions passed due to untruthful or inaccurate vote counting;
- 24.7. The vote counting minutes must be published on the Company's website within 24 (twenty four) hours or sent to Shareholders within 15 (fifteen) days from the date of completion of the counting promissory note.
- 24.8. The vote counting minutes must be published on the Company's website within 24 (twenty four) hours or sent to Shareholders within 15 (fifteen) days from the date of completion of the counting;
- 24.9. Resolutions passed by collecting written inputs of Shareholders must be approved by a number of Shareholders representing more than 50% (fifty percent) of the total number of Shares with voting rights and have the same validity as Resolutions approved at General Meetings.

Article 25. General Meeting minutes

- 25.1 The Chair of the General Meeting is responsible for archiving General Meeting minutes in paper form and possibly in audio or other electronic form.
- 25.2 Meeting minutes should be issued in Vietnamese, with possible versions in foreign languages as stipulated by current Corporate Law and this Charter, containing the full names and signatures of the Chair and the Secretary. If the Chair and the Secretary refuses to sign a meeting minutes, the meeting minutes will only be valid if it is signed by the rest of the Board of Directors who attend the meeting and contains all the information stipulated in this Provision. Such minutes should specify that the Chair and the Secretary have refused to sign. The Chair and the Secretary, or anyone who signs a meeting minutes, have joint accountability for the fairness and accuracy of its content.
- 25.3 A General Meeting minutes is considered verification proof for what occurs during the General Meeting, unless its content is duly appealed to within 10 (ten) days after accepted.

- 25.4 A General Meeting minutes must be published on the Company's website within the timeframe stipulated by Law.
- 25.5 The General Meeting minutes, its appendix of shareholders registering to attend, Resolutions approved during the meeting and relevant attachments to the meeting notice must be archived at the Company's headquarters.

Article 26. Request for cancelation of a General Meeting of Shareholders's Resolution

Within 90 (ninety) days after accepting (or publishing on the Company's website) the Resolution or the General Meeting minutes or the written report on Shareholders voting results, whichever comes first, a Shareholder or group of Shareholders who own at least 5% (five percent) of the total Common Shares may request a Court or an Arbitrator to consider and cancel the Resolution in part or in whole in any of the following situations:

- 26.1 There has been a material breach of Law and this Charter in the order and procedures of calling the meeting and issuing the General Meeting of Shareholders's Resolution, except in situations stipulated under Provision 23.3 of this Charter; or
- 26.2 The content of the Resolution contradicts with Law or with this Charter.

In these cases, the Resolution in question will remain effective and enforceable until the Court or Arbitrator's decision to cancel it becomes effective, except when temporary emergency measures are taken by competent authorities.

VII. THE BOARD OF DIRECTORS

Article 27. Membership and office term of the Board of Directors

27.1 Membership and appointment of Members of the Board of Directors

- (a) Unless otherwise decided by the General Meeting of Shareholders, the Board of Directors of the Company may comprise from 5 (five) to 11 (eleven) members. The number of members of the Board of Directors for each term will be decided by the General Meeting of Shareholders. Members of the Board of Directors will be elected by the General Meeting of Shareholders based on nominations by Shareholders.

A shareholder or a group of shareholders owning 10% (ten percent) of the total number of Common Shares or more has the right to nominate candidates for the Board of Directors according to the percentage below. Accordingly, a Shareholder or group of Shareholders owns:

- 10% may nominate one (01) candidate;
- From 10% up to 30% may nominate as much as two (02) candidates;

- From 30% up to 40% may nominate as much as three (03) candidates;
- From 40% up to 50% may nominate as much as four (04) candidates;
- From 50% up to 60% may nominate as much as five (05) candidates;
- From 60% up to 70% may nominate as much as six (06) candidates;
- From 70% up to 80% may nominate as much as seven (07) candidates;
- From 80% up to 90% may nominate as much as eight (08) candidates.

The Board of Directors for the first term was appointed at the first General Meeting held in accordance with Article 20 of the Charter. The total number of independent members of the Board of Directors must account for at least one third (one third) of the total number of the members of the Board of Directors. The minimum number of independent members of the Board of Directors is determined by the method of rounding down.

- (b) Voting to elect a member of the Board of Directors will be done by the cumulative voting method as prescribed in Provision 23.2 (c) of the Charter. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Management may nominate more candidates. The nomination mechanism or the way the incumbent Management nominates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding.
- (c) The method of cumulative voting is conducted according to the decision of the General Meeting of Shareholders **or the election regulations approved by the General Meeting of Shareholders from time to time.**
- (d) Each member of the Board of Directors should meet the following conditions :
 - i. Not subjects prohibited by Law from establishing and managing enterprises;
 - ii. Having the necessary professional qualifications or skills to perform the functions of a member of the Board of Directors, capable of organizing and operating the Company and the Company's business;
 - iii. Having good health and morals; and
 - iv. Other conditions as stipulated by the General Meeting of Shareholders for members of the Board of Directors from time to time in accordance with the Law.
- (e) A member of the Board of Directors will be dismissed or removed if:
 - i. This member no longer meets the conditions specified in Provision 27.1 (d) or is prohibited from holding the position of Member of the Board of Directors in

- accordance with provisions of Law or under an effective decision of competent State Authorities;
- ii. This member has lost or has limited civil act capacity and has professional evidence proving that such member no longer has full civil act capacity;
 - iii. This member announced his resignation to the Company and was approved
 - iv. This member is absent, does not attend meetings of the Board of Directors continuously for 06 (six) consecutive months without permission of the Board of Directors and the Board of Directors has decided that the position of this person is left vacant, except in case of force majeure; or
 - v. That member violates the discipline to be dismissed or demoted from the membership of the Board of Directors according to a General Meeting of Shareholders's Resolution.
- (f) When it is deemed necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismiss and demote members of the Board of Directors in addition to the cases specified in Provision 27.1 (e) of this Charter.
- (g) Each member of the Board of Directors will be reimbursed for reasonable expenses including travel, accommodation and other reasonable expenses incurred as a result of attending a Management Meeting or General Meeting. The Board of Directors proposes a rate of expenses such as allowances, par diem, travel, accommodation and other reasonable expenses and submits to the General Meeting of Shareholders for decision.
- (h) Members of the Board of Directors may receive remuneration and bonuses for their work as members of the Board of Directors if approved by the General Meeting of Shareholders. The remuneration and bonus for the Board of Directors will be decided by the General Meeting of Shareholders. The total amount of remuneration paid to the Board of Directors members and the amount received by each member must be detailed in the annual report of the Company.
- (i) A member of the Board of Directors holds any managerial position (including the position of Chairman of the Board of Directors) or a member of the subcommittees of the Board of Directors, an implementing member for other jobs as decided by the Board of Directors, additional remuneration may be paid in the form of a one-time lump sum, salary, bonus, commission, profit percentage or otherwise as determined. of the Board of Directors.
- (j) No member of the Board of Directors is entitled to represent, warrant, commit to act on behalf of the Company or bind the Company to any obligations except as expressly

provided in this Charter or by Management's Resolutions are duly convened or by a resolution in writing according to Article 32 of this Charter.

- (k) Each member of the Board of Directors must comply with all Management's Resolutions.
- (l) Each member of the Board of Directors must always act honestly in the interests of the Company and perform his obligations honestly in the name of the Company.
- (m) Independent members of the Board of Directors must always act honestly in the interests of the Company and perform their obligations honestly in the name of the Company. In addition to the criteria for a member of the Board of Directors, an independent member of the Board of Directors must meet the following requirements:
 - i. Not an employee of the Company, a parent company or a subsidiary of the Company; not be a person who has worked for the Company, its parent company or its subsidiary for at least 03 consecutive years.
 - ii. Not a person receiving salaries or remuneration from the Company, except for the allowances that members of the Board of Directors enjoy in accordance with regulations.
 - iii. Not a person whose spouse, birth father, adopted father, birth mother, adopted mother, birth child, adopted child, birth brother, sister, or brother are a Major Shareholder of the Company; is a Manager of the Company or a subsidiary of the Company;
 - iv. Not a person directly or indirectly owning at least 1% of the total number of voting Shares of the Company;
 - v. Not a person who has been a member of the Board of Directors for at least 05 (five) years preceding that, except for the case of being appointed continuously for 2 consecutive terms;
 - vi. Other cases in accordance with Laws .
- (n) The independent member of the Board of Directors must notify the Board of Directors when no longer meet the conditions specified in Provision 27.1 (n) of this Charter and by default no longer being a independent member of the Board of Directors from the date of failure to meet the conditions. The Board of Directors must notify the case that the independent members of the Board of Directors no longer meet the conditions at the nearest General Meeting or call a the General Meeting for additional or replacement election of independent members of the Board of Directors within 06 (six) months from the date of receipt of notice of the independent member of the Board of Directors concerned.

27.2 The Board of Directors's Office Term

- (a) Each Member of the Board of Directors serves for 5 (five) years and may be re-elected for the next terms by the General Meeting of Shareholders with no limitations on the number of office terms they serve.
- (b) When a Member of the Board of Directors is newly elected in addition or as replacement for a former Member who has been dismissed or demoted during an ongoing office term, that newly elected Member will serve for the residual period of the current Management's office term. Such election may be executed in writing, using the cumulative voting method specified in this Charter.
- (c) Election and appointment of Members of the Board of Directors must be published in accordance with legal regulations on securities and the stock market.

Article 28. Powers and responsibilities of the Board of Directors

- 28.1 With exception of the powers and the responsibilities of the General Meeting of Shareholders stipulated by this Charter or by Law, the Board of Directors has powers and responsibility for managing all major activities and operations of the Company and for making all important decisions related to the Company, including those specified in Provision 28.2 of this Charter.
- 28.2 Without limitations by the above-specified general provision, the Board of Directors has powers and responsibility for:
 - (a) Monitoring management activities carried out by the Chief Executive and other Managers to ensure their compliance with the General Meeting of Shareholders and the Board of Directors's decisions and the effective business operations and performance of the Company.
 - (b) Deciding on the Company's medium-term strategies and development plans, as well as its annual business plans;
 - (c) Approving annual budgets and business plans, including financial plans, total salary and wage budget, expenditure plans, etc. and defining annual objectives;
 - (d) Proposing development plans for the Company and submit them for the General Meeting of Shareholders's approval;
 - (e) Proposing new types of Shares to be issued and their attached interest, priorities, rights and privileges, as well as their total count, and submitting it for the General Meeting of Shareholders's approval;
 - (f) Deciding on the issuance of Shares and bonds, including convertible bonds and Share warrants for authorized but unissued Shared, and deciding on issue prices of such Shares and bonds;
 - (g) Resolving complaints on the Company's Managers and selecting the Company's attorney-in-fact for legal proceedings with such Managers;

- (h) With exceptions of the situations specified in Provision 17.9 and Article 43 of this Charter, deciding on the execution, performance, revision, or termination of a purchase, sale, borrowing, and lending contracts and other contracts and transactions with total value equivalent to or exceeding 50% of the Company's total assets as shown in its latest financial statements;
- (i) Deciding on all borrowings applied by the Company and guarantees provided by the Company;
- (j) Deciding on investments outside of the General Meeting of Shareholders's authority specified in Provision 17.9 of this Charter;
- (k) Deciding on reconstruction the Company, except for issues related to the Company's divisions or departments stipulated in this Charter;
- (l) Deciding and approving internal regulations, including without limitations to Financial Regulations, Employee Regulations, documents to be submitted to authorities, Administrative Order on Consent (AOC) and other Regulations;
- (m) Deciding to establish subsidiaries, branches and representative offices of the Company in or outside of Vietnamese territory, or to invest in other companies in alignment with the Company's development plans as approved by the General Meeting of Shareholders;
- (n) Considering and submitting audited annual Financial Statements to the General Meeting of Shareholders for approval and reporting to the General Meeting of Shareholders on their activities, specifically on their monitoring of the General Director and other Managers in the last fiscal year. Without the Board of Directors's report, the Company's annual Financial Statements will be considered invalid and unapproved by the General Meeting of Shareholders;
- (o) Proposing to the General Meeting of Shareholders on the amount of dividends to be paid, as well as the time and method of payment, and deciding on resolution of losses incurred from the Company's business operations;
- (p) Proposing to the General Meeting of Shareholders on reorganization, reconstruction or dissolution of the Company;
- (q) Appointing, dismissing, or demoting Members of the Auditing Committee, the General Director, the Vice President, the Chief Accountant, the Person in charge of Corporate Governance and the Company's Secretary; executing or terminating contracts; deciding on the salary, compensations, bonus and other benefits of the General Director; approving a decision to appoint, dismiss or demote a Manager of department vice manager level or above, or any Manager of the Company as proposed by the General Director;

- (r) Ensuring the integrity of the Company's financial reporting and accounting systems, including independent audit activities, and that appropriate internal controls, especially systems to monitor risks, financial position and regulation compliance as required by Law, are in place;
- (s) Discussing with capital contributors to evaluate non-money contributions when issuing new Shares or bonds of the Company, including without limitations to: land use right, intellectual property rights, technologies, and technical know-hows;
- (t) Deciding on repurchase of Shares under Article 12 of this Charter;
- (u) Deciding on the price for repurchase or recovery of the Company's Shares;
- (v) Proposing options of auditors for the General Meeting of Shareholders's approval; and
- (w) Other powers stipulated by this Charter and current Law.

Article 29. Chairman and Vice Chairman of the Board of Directors

- 29.1 The Board of Directors may elect one of its Members as Chairman of the Board of Directors, and some of its Members as Vice Chairmen of the Board of Directors. The Chairman of the Board of Directors cannot serve in a concurrent position as General Director for the Company.
- 29.2 The Chairman of the Board of Directors will chair all Management meetings. If the Chairman's position is vacant, or if the Chairman does not present himself within 45 (forty-five) minutes after the estimated start time of a meeting, one of the Vice Chairmen will chair that particular meeting. If the Vice Chairman is also absent, the second Vice Chairman (if applicable) or one of the Members of the Board of Directors will be elected by the Board of Directors to chair that particular meeting.
- 29.3 A Vice Chairman possesses the same rights and obligations as the Chairman's if authorized by the Chairman. If for some reason, both the Chairman and the Vice Chairman become temporarily unavailable, the Board of Directors may elect another one of its Member to perform the Chairman's duties in a majority vote, which will be effective until further consideration and decision by the Board of Directors.
- 29.4 The Chairman of the Board of Directors may serve as a member of the Board of Management.
- 29.5 The Chairman of the Board of Directors are responsible for presenting Annual Financial Statements, a Company Position Report, an Auditor's report and a Management's Control Report to the Shareholders during a General Meeting.
- 29.6 When the Chairman of the Board of Directors resigns or is dismissed or demoted for any reason, the Board of Directors must elect a new Chairman within 10 (ten) days after the Chairman resigns or is dismissed or demoted.
- 29.7 The rights and the obligations of the Chairman of the Board of Directors are stipulated by this Charter and by the Law.

Article 30. Management Meeting

- 30.1 If the Board of Directors elects the Chairman, the first meeting of the term of the Board of Directors to elect the Chairman and make other decisions within its competence must be conducted within 07 (seven) business days, from the end of the Board of Directors election for that term. This Meeting is convened and chaired by the member with the highest number of votes. In case there are more than 01 (one) member with the same highest number of votes, these members elect one of them to convene a meeting of the Board of Directors according to the majority rule.
- 30.2 The Chairman of the Board of Directors must convene the regular meetings of the Board of Directors of Directors, set the agenda, time and place of the meeting at least 03 (three) business days before the scheduled meeting date. Management Meetings will be held depending on the needs of business activities, but each quarter must meet at least 01 (one) time. The Chairman of the Board of Directors convenes an extraordinary meeting when he deems it necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors, not delay without a good reason, when one of the following subjects requests in writing the purpose of the meeting and issues to discuss:
- (a) Chief Executive or at least 5 (five) other Managers;
 - (b) At least 02 (two) members of the Board of Directors ;
 - (c) Independent members of the Board of Directors.
- 30.3 At the request of the Independent Auditor, the Chairman of the Board of Directors must convene a Management Meeting to discuss the audit report and the situation of the Company.
- 30.4 Management Meeting referred to in Provision 30.2 must be conducted within 07 (seven) business days from the date of receipt of the request. If the Chairman of the Board of Directors does not accept to convene a meeting as requested, the Chairman shall be responsible for any damage to the Company; The person who requests to organize the meeting mentioned in Provision 30.2 can convene the Board of Directors Meeting by themselves.
- 30.5 Meeting notice must be sent to each member attending the Board of Directors Meeting at least 03 (three) business days before the Meeting date. However, if more than half of the members of the Board of Directors agree without prior notice, the Meeting can still be conducted earlier at the time that the above members have agreed upon. The Board of Directors Meeting notice must be made in Vietnamese language and must clearly identify the agenda, time and place of the meeting and must be attached with necessary documents on the issues to be discussed and scheduled Resolutions at the meeting of the Board of Directors and votes for the members of the Board of Directors who cannot attend the meeting. Meeting notices may be sent by post, fax, email or other means, but must be sure to reach the address of each member of the Board of Directors registered at the Company. The General Director must provide the Chairman of the Board of Directors a draft agenda for each regular Management Meeting. The extraordinary

Management Meeting agenda will be provided by the person who requests the convening of the Board of Directors Meeting.

- 30.6 Upon request, the Managers or the Chairman of the Board of Directors must provide the members of the Board of Directors with all other information and / or documents relating to the operations of the Company and related to the Board of Directors Meeting.
- 30.7 The first Management Meeting must be convened at least 07 (seven) days after the end of the first General Meeting and held in accordance with 0 of the Charter.
- 30.8 Normally, the Board of Directors Meeting will be held at the headquarters of the Company, but can also be held at other locations decided by the Board of Directors from time to time.
- 30.9 Members of the Board of Directors can attend a Management Meeting by phone or other electronic media provided that each attending member must hear clearly and be able to see. Other members present in the meeting speak and vote. This form of participation is considered equivalent to in person participation.
- 30.10 If a member of the Board of Directors cannot attend a Management Meeting, the member can authorize in writing a representative to represent him / her. This authorization must be approved by a majority of the Board of Directors members. Authorized person must be a member of the Board of Directors or the Board of Directors. A representative can be authorized to attend a certain Management Meeting or any Management Meeting until there is another notification of the authorized member. Each document appointing a representative must be sent or delivered to the Chairman of the Board of Directors at the office before starting the meeting of the Board of Directors. Each representative will have one vote for each member he represents and one vote for himself if the representative is also a member of the Board of Directors.
- 30.11 The Board of Directors may request the General Director, Chief Accountant or Managers, or any of them to attend the Board of Directors Meeting to report directly to the Board of Directors, all matters related to the Company or the Company's business within the scope of their responsibilities or their knowledge or skills.
- 30.12 In case of necessity, members of the Board of Directors may allow others to attend the meeting and provide advise and consulting at the Board of Directors Meeting.

Article 31. Conditions and voting in Management Meetings

31.1 Conditions of Management Meetings

- (a) The quorum of members of the Board of Directors to attend directly or through a representative for a meeting of the Board of Directors to be eligible to conduct is 3/4 (three-quarters) of the total number of members of the Board of Directors of the Company. In case the quorum of members attending the meeting is insufficient, the meeting must be re-convened within 7 (seven) days from the intended date of the first

meeting. A meeting to be re-convened may be held if more than 1/2 (half) of the total number of the Board of Directors members of the Company attend the meeting.

- (b) A member may attend and vote at a Management Meeting in the following cases:
 - i. Attend and vote directly at the meeting ;
 - ii. Authorize another person to attend the meeting and vote as prescribed in Provision 30.10 of this Charter;
 - iii. Attend and vote through online conferences, electronic voting or other similar means; or
 - iv. Send votes to the meeting by mail, fax, or email .
 - v. Send votes by other means as specified in the Meeting notice of the Company .
- (c) In case of sending the votes to the meeting by mail, the votes must be contained in a closed envelope and must be forwarded to the Chairman of the Board of Directors at least 1 (one) hour before the opening. Votes can only be opened in the presence of all attendees.

31.2 Voting in Management Meetings

- (a) In each Management Meeting, each member shall have one vote. The Board of Directors votes to approve the issues within the authority and responsibility of the Board of Directors as stipulated in Provision 28.2 and other issues not under the authority of the General Meeting of Shareholders or the General Director. According to this Charter or other issues that the General Meeting of Shareholders may authorize or give to the Board of Directors from time to time. Management's Resolutions are passed if it is approved by a majority of the attending members; In case an issue is consulted with an equal number of votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
- (b) A member of the Board of Directors is not allowed to vote on any contracts, transactions or proposals that such member or his related person has an interest and such interests are contradictory or contradictory with the interests of the Company ("**Management Members with related interests**"). Members of the Board of Directors with related interests are not included in the quorum of attending members necessary to be able to hold a Management Meeting to decide on the contents that such member does not have rights to voting.
- (c) As stipulated in Provision 31.2 (d) of this Charter, when there is a problem arising in a Management Meeting related to the interests of members of the Board of Directors or related to rights vote for a member that these issues are not resolved by voluntarily giving up the voting right of the relevant members of the Board of Directors, the arising issues are transferred to the Chair of the meeting to decide. Decisions of the Chair

related to this issue are final, unless the nature or scope of interests of the members of the Board of Directors concerned has not been fully disclosed.

- (d) Members of the Board of Directors who benefit from a contract specified in Provision 43.1 of this Charter are considered to have related interests in that contract.
- (e) A member of the Board of Directors directly or indirectly benefits from a contract or transaction that has been entered into or is expected to be signed with the Company and knows he is an interest in such transaction. is responsible for disclosing the nature and content of such rights at the meeting that the Board of Directors considers the signing of this contract or transaction for the first time. In case a member of the Board of Directors does not know himself and his related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose related interests at the nearest Management Meeting after the member knows that he has an interest or will have an interest in the transaction or related contract.

Article 32. Written Resolutions approved without Management Meeting

- 32.1 Except as provided in Provision 47.2 of this Charter, at the request of any Member, the Board of Directors may approve any decision without holding a meeting if it is approved. written by the number of members of the Board of Directors necessary to adopt a similar decision in the event of convening a meeting in accordance with the proper manner and in accordance with this Charter. The written approval will have the same effect as approval by the Board of Directors members present at the official meeting. The written consent can be made into one or more documents with the same format and each copy must be signed by one or more members of the Board of Directors. The written approval can be a fax, an email but must be accompanied by the original and kept by the Company. Written Resolutions must be made available to all members of the Board of Directors for review.
- 32.2 Members of the Board of Directors may vote on the Board of Directors’s Resolutions via mail, fax, or email. Written votes must be sent to the Chairman of the Board of Directors, while mailed, faxed, and emailed votes must be sent to the Company’s official mail box or fax number before the deadline, satisfying all voting conditions in the written request.

Article 33. Management Meeting Minutes

- 33.1 Management meetings must be recorded as paper minutes and possibly in audio, text or any other electronic form.
- 33.2 Management meeting minutes must be distributed to its members and can be used as verification proof for what occurs during the meeting. Opinions of members of the Board of Directors are recorded in Management meeting minutes. The original of a meeting minutes is included in the Minutes Book and available for the Board of Directors to review at all times.

- 33.3 A Management meeting minutes is issued in Vietnamese, in accordance with Law, and signed by the Chair and the Preparer of the minutes. If the Chair and the Preparer refuse to sign the meeting minutes, it will still be valid if signed by all the attending members of the Board of Directors and contains the required information. The Chair, the Preparer and anyone who signs the meeting minutes will be held accountable for its integrity and accuracy.

Article 34. Committees and Subcommittees of the Board of Directors

When necessary, the Board of Directors may establish Committees and/or Subcommittees to provide assistance for the Board of Directors. The functions, duties and powers of each Committee or Subcommittee is to be regulated by the Board of Directors. Staff members in a Committee or Subcommittee may work in a specialized or in concurrent positions. Salaries or allowances for those staff members are regulated by the Board of Directors and will be reported to the General Meeting of Shareholders at annual General Meetings.

VIII. GENERAL DIRECTOR, MANAGERS AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 35. Management organization

- 35.1 The Company uses a management system in which its management holds accountability to the Board of Directors and is led by the Board of Directors. The Company's management system includes a General Director, Vice Presidents, a Chief Accountant and other Managers; all of whom must have appropriate professional knowledge and experience. The actual number of Vice Presidents depends on the Company's operations.
- 35.2 Subject to proposals by the General Director and approvals by the Board of Directors, the Company appoints a certain number of Managers as necessary, who are qualify to manage different aspects of the Company. Appointed Managers must be sufficiently competent and dedicated to fulfill their duties to the Company.
- 35.3 Salaries, policy benefits and other benefits, as well as other employment terms and conditions for Managers, are regulated by the Company's policies, subject to a decision by the Board of Directors, and specified in their employment contracts.

Article 36. Appointing and dismissing General Director, duties and powers of General Director

- 36.1 General Director may be appointed, dismissed and demoted by the Board of Directors; however, such decision will not affect damage claims against the General Director regarding any breach of contract between the General Director and the Company. A demoted General Director may appeal against such decision in the following Management meeting. The office term of General Director may last from 2 (two) to 5 (five) years, and the General Director may

- be reappointed by the Board of Directors, with no limitations to the number of office terms they may hold.
- 36.2 The General Director may not be a Shareholder, but they must satisfy the following standards and conditions:
- The General Director is not a person legally prohibited to take this position;
 - The General Director is knowledgeable and experienced in managing the Company's business;
 - The General Director must not have family relations to the Company's managers or its parent company's controller; or a capital representative of the State or another company at the Company or its parent company.
- 36.3 The General Director is a legal representative of the Company in issues related to the Company's operations and management, including without limitations to representing the Company before a Court and State Authorities, and acting on its behalf in any contract with a third party. The General Director's obligations include implementing General Meeting of Shareholders's Resolutions and Management's Resolutions; organizing and coordinating day-to-day operations in accordance with modern management structures and practices. The General Director must fulfill such obligations with integrity and for the benefits of the Company.
- 36.4 The Board of Directors determines the duties of the General Director and assigns powers to the General Director as necessary for the General Director to fulfill their management obligations related to the Company's business operations.
- 36.5 On behalf of the Company, the General Director may exercise the following rights and fulfill the following responsibilities:
- (a) Making a decision to execute and organizing contracts, agreements and other documents within their powers or after obtaining the General Meeting of Shareholders's approval under Article 17 or the Board of Directors's approval under 0.2 of this Charter;
 - (b) Appointing, dismissing and demoting Managers from Department Manager or equivalent level and above, except for positions within the authority of the Board of Directors, after obtaining the Board of Directors's approval under Provision 28.2 (q) of this Charter; signing and terminating contracts, determining salaries, bonuses and other benefits for these positions and other employees of the Company
 - (c) Organizing the preparation of detailed business plans and budgets to submit to the Board of Directors, or to the General Meeting of Shareholders as necessary;
 - (d) Managing and organization the implementation of approved business plans and other decisions of the General Meeting of Shareholders or the Board of Directors, and

- reporting results to the General Meeting of Shareholders and the Board of Directors as requested;
- (e) Monitoring the Company's activities and business operations in general;
 - (f) Representing the Company in dealing with State Authorities and other organizations and individuals in any issue related to the Company's activities within this Charter and within Resolutions and Decisions of the General Meeting of Shareholders or the Board of Directors;
 - (g) Recommending and proposing to the Board of Directors on recruitment needs; recommending on appointment, dismissal, benefits (salaries, bonuses, etc.) of Managers within the Board of Directors's authority, including Vice Presidents, Chief Accountant, Directors, Department Managers, Committees and equivalent positions;
 - (h) Consulting the Board of Directors to make a decision to appoint, dismiss, recruit, demote, or on salary, allowances, benefits, personnel policies, employment contract terms and conditions of officials from department vice managers and below, staff members, and workers;
 - (i) Managing the implementation of rules and regulations on management and activities of the Company after obtaining the Board of Directors's approval;
 - (j) Monitoring all aspects of business strategies, finances, foreign exchanges, but only within authority granted by the Board of Directors; and
 - (k) Exercising rights and fulfilling obligations not belonging to the General Meeting of Shareholders or the Board of Directors; those authorized and assigned by the General Meeting of Shareholders and the Board of Directors through Resolutions; and fulfilling obligations as directed by the General Meeting of Shareholders or the Board of Directors.
- 36.6 The General Director's power to approve financial decisions are regulated by the Company's management regulations and financial regulations, or by the Board of Directors.
- 36.7 The General Director may resign at any time after giving due notice to the Board of Directors in accordance with their employment contract and/or appointment decision.
- 36.8 The General Director holds accountability to the Board of Directors and the General Meeting of Shareholders regarding duties and powers assigned to them and reports to the Board of Directors and the Shareholders upon request. Due to the importance of regular communications between the Board of Directors and the Company's managers, the General Director will attend and act as an observer in Management meetings, but may not vote except when the General Director concurrently holds a position in the Board of Directors.
- 36.9 The Board of Directors may demote the General Director if approved by a majority of the Board of Directors, and appoint a new General Director as replacement.

Article 37. Vice President

- 37.1 Vice President is nominated by Shareholders or the General Director and appointed by the Board of Directors. The Vice President is assistant to the General Director. If the Company breaches a law or this Charter, or suffers losses, the Vice President may be dismissed, demoted or have their Employment Contract prematurely terminated by the Board of Directors.
- 37.2 The Vice President must have professional knowledge on the Company's business operations, managerial experience, legal knowledge and good health. The Vice President cannot be a person legally prohibited from taking this position.
- 37.3 The Vice President may manage business operations or professional activities within their duties as stipulated in their appointment decision, as well as other tasks assigned by the Board of Directors or activities authorized by the General Director.
- 37.4 The Vice President may represent the Company in dealing with State Authorities and jurisdictions if authorized. The Vice President is held accountability to the General Director and the Board of Directors.

Article 38. Chief Accountant

The Chief Accountant is responsible for organizing and maintaining the accounting system of the Company, ensuring its compliance with relevant Laws and as assigned and directed by the General Director.

Article 39. The Person in charge of Corporate Governance

- 39.1 The Board of Directors appoints, dismisses and demotes the Person in charge of Corporate Governance. The office terms and work requirements of the Person in charge of Corporate Governance are subject to a decision by the Board of Directors.
- 39.2 The rights, privileges and obligations of the Person in charge of Corporate Governance are regulated by the Board of Directors

Article 40. Anti concurrent positions

Unless approved by the General Meeting of Shareholders or nominated by the Company, the Chief Accountant and the Managers may not concurrently hold positions of Director, General Director or any managerial or staff member position in any other organization.

No one in the Company, including its General Director and other senior members, may join or work for any other business organization in Vietnam if the Board of Directors believes such action may damage the Company's interest.

IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND MANAGERS

Article 41. Duties to be circumspect of Members of the Board of Directors, General Director and Managers. Rights to sue Members of the Board of Directors and General Director

- 41.1 Members of the Board of Directors, General Director and Managers who are delegated to the Company's work are responsible for performing their duties (including duties as a member of the Sub-Committees or Committees of Management) honestly and in a manner they believe is in the best interest of the Company and with a degree of caution that a prudent person would normally have in taking an equivalent position and in similar circumstances.
- 41.2 A Shareholder, a group of Shareholders owning at least 1% (one percent) of the total number of Common Shares has the right to initiate a lawsuit on their own or on behalf of the Company for personal liability or joint liability to a member of the Board of Directors or the General Director to claim benefits or damages to the Company or another person in the following cases:
- (a) Violates the obligations of a company manager as provided for in Article 165 of the Corporate Law 2020;
 - (b) Failure to perform, perform inadequately, perform in a timely manner or perform contrary to the provisions of the Law or the Charter, Resolutions, decisions of the General Meeting of Shareholders, the Board of Directors, rights and obligations assigned;
 - (c) Abuse of position, position and use information, know-how, business opportunities, or assets of the Company for personal gain or for the benefit of other organizations or individuals; or
 - (d) Other cases as provided by this Charter and Law.
- 41.3 The order and procedures for initiating lawsuits comply with the provisions of the Civil Procedure Law. The cost of suing in case a Shareholder or group of Shareholders sue on behalf of the Company will be included in the Company's expenses, unless the Shareholder or group of Shareholders suing is denied the lawsuit request.
- 41.4 A shareholder or a group of shareholders in Provision 41.2 has the right to consider, look up and extract necessary information according to the decision of the Court or Arbitration before or during the proceedings.

Article 42. Duties of integrity and avoidance of conflicts

- 42.1 Members of the Board of Directors, General Director and other Managers and their Related Partys are not allowed to use business opportunities that can benefit the Company for personal purposes; at the same time not to use information obtained through their position for personal gain or for the benefit of other organizations or individuals.

- 42.2 Members of the Board of Directors, General Director and other Managers of the Company must disclose their related interests with the Company, including:
- (a) The name, address of the head office, the line of business, the business line, the enterprise identification number, the place of business registration of the enterprise in which they hold a stake or Shares; rate and time of ownership of such contributed capital or Shares;
 - (b) Name, address of head office, industry, line of business, corporate identification number, place of business registration of an enterprise in which their Related Persons jointly own or own Shares or equity contributing over 10% (ten percent) of the charter capital;
 - (c) Transactions between the Company and another company in which the above-mentioned members are founding members or members of the Board of Directors, General Director within the latest 3 years prior to the transaction time;
 - (d) Transactions between the Company and another company in which the related persons of the above members are members of the Board of Directors, General Director or Major Shareholders.
- 42.3 The declaration specified in Provision 42.2 must be made within 07 (seven) business days from the date of arising of related interests and any changes in such interests must be declared to the Company within 7 (seven) business days from the date of the respective amendments and supplements.
- 42.4 The declaration specified in Provision 42.2 must be notified to the General Meeting of Shareholders at Annual General Meeting and posted and kept at the headquarters of the Company. Shareholders, authorized representatives of Shareholders, members of the Board of Directors, and General Director have the right to review the declared content at any time if deemed necessary.
- 42.5 Members of the Board of Directors and Managers on behalf of individuals or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of the Company. of such work before the Board of Directors and only done when it is approved by the majority of the remaining members of the Board of Directors. In case of implementation without declaration or without the approval of the Board of Directors, all income earned from such activities belongs to the Company.
- 42.6 Members of the Board of Directors, General Director, Managers or their Related Persons are not allowed to buy, sell or transact in any form or disclose, provide inside or private information. advising others to buy and sell the Shares of the Company or a Subsidiary of the Company at the time they have information that will surely affect the price of those Shares and other Shareholders are not aware of this information.

- 42.7 The Company does not provide loans or guarantees to members of the Board of Directors, General Director, other Managers and persons related to the above members or legal entities that have financial benefits, **except** for the above-mentioned loans or guarantees which have been approved by the General Meeting of Shareholders.
- 42.8 Members of the Board of Directors, General Director, other Managers and People related to the above members are not allowed to use information that is not authorized to disclose by the Company or disclosed to others to perform related transactions.

Article 43. Validity of certain contracts

43.1 Transactions with Related Partys

Transactions with Related Partys are only valid if the following conditions are satisfied:

- (a) A Transaction amounts to, or a transaction that edges the total value of transactions between the Company and the Related Party in the last 12 months after the first transaction amounts to, at least 30% (thirty percent) of the Company's total assets reflected in its latest financial statement requires an approval by the General Meeting of Shareholders with a majority approval of at least 65% (sixty-five percent) of the total available votes in a meeting, or approved in writing by the General Meeting of Shareholders.
- (b) A contract, or a borrowing, lending, or sale transaction, amounts to more than 10% of the Company's total assets as specified in the latest financial statements, between the Company and a Shareholder holding at least 51% of the total Shares with voting rights, or an affiliate of that Shareholder, requires an approval by the General Meeting of Shareholders.
- (c) A transaction with a Related Party amounts to less than 30% (thirty percent) of the Company's total assets as specified in the latest financial statements requires an approval by the Board of Directors.
- (d) All Transactions with Related Party must be executed objectively and with regard to mutual benefits, except when they are approved by all Shareholders in the General Shareholder Assembly.
- (e) When necessary, the General Meeting of Shareholders or the Board of Directors may employ an independent organization to assess and ensure that the Contract is all-around fair and reasonable at the time of transaction.
- (f) The Company may not issue or sponsor a loan for an individual Shareholder and their individual affiliates.
- (g) The Company may not issue or sponsor a loan for an organization Shareholder and their individual affiliates.

- (h) The Company may not issue or sponsor a loan for organization affiliates of a Shareholder, except:
 - i. If the Company and the organization affiliate of a Shareholder belongs in the same corporate group, or a company group that include parent company and subsidiaries, or economic group, and such transaction has been approved by the General Meeting of Shareholders or the Board of Directors in accordance with this Charter.
 - ii. For other situations otherwise stipulated by Law.

43.2 Voting rights of Persons of interest

Any Person who is part of, or related to, or of interest in, any Transaction with a Related Party may not vote in issues related to Transactions with such Related Party in a General Meeting or a Management meeting.

Article 44. Obligations of Members of the Board of Directors and the Managers

Besides obligations and duties stipulated by Law or by this Charter, each member of the Board of Directors and each Manager must:

- 44.1 Exercise their rights and fulfill their obligations with integrity, dedication and reasonable discretion for the benefits of the Company;
- 44.2 Refrain from abusing their positions and powers, or the Company's money and assets for personal or other people's gains;
- 44.3 If the Company fails to settle due debts and liabilities, they must:
 - (a) Inform all creditors of the Company's financial position as necessary or as required by Law;
 - (b) Refrain from increasing salaries or bonuses for any Manager or employee of the Company;
 - (c) Proposing financial remedies for the Company; and
 - (d) Fulfilling other obligations stipulated by Law and by this Charter.

Article 45. Responsibilities for damages and indemnification

Any Person who fails to comply with Article 41, Article 42, Article 43 and Article 44 of this Charter, resulting in damages for the Company, are responsible for indemnifying the Company and/or performing other obligations to remedy the damages caused to the Company by their non-compliance, with the maximum liability as allowed by Law. The Company is entitled to any benefit such Person receive from the Transactions with the respective Related Parties.

Article 46. Exempt from personal liability

No one among the Board of Directors or the Managers is to be held personal liable for their actions or any action taken in a positive, honest and even-minded manner on behalf of the Company, within their authority and powers assigned by relevant regulations or assigned to them under this Charter or under a decision by the General Meeting of Shareholders or the Board of Directors, and in accordance with Law.

X. AUDITING COMMITTEE

Article 47. Auditing Committee

- 47.1 The Auditing Committee is a specialized agency of the Board of Directors. The Auditing Committee may consist of 2 (two) members or more, subject to a decision by the Board of Directors.
- 47.2 An appointment, dismissal, or demotion of the Chairman or other Members of the Auditing Committee must be approved by the Board of Directors in a Management meeting.
- 47.3 Conditions and requirements for the Chairman of the Auditing Committee:
- a. The Chairman of the Auditing Committee must have a bachelor's degree in economics, finance, accounting, audit, or business administration.
 - b. The Chairman of the Auditing Committee must satisfy the conditions for Independent Members of the Board of Directors as stipulated in Provision 27.1 (n) of this Charter and by Law.
- 47.4 Conditions and requirements for the other Members of the Auditing Committee:
- a. Members of the Auditing Committee must be knowledgeable in accounting and audit, general law, and the Company's operations, with exception from:
 - i. People who work in the Company's accounting and financial departments;
 - ii. Members or employees of an audit organization appointed to audit the Company's financial statements in the previous 3 consecutive years.
 - b. Members of the Auditing Committee must satisfy the conditions for Members of the Board of Directors as stipulated in Provision 27.1 (d) of this Charter and by Law.
 - c. Members of the Auditing Committee are nonexecutive members of the Board of Directors. Nonexecutive members of the Board of Directors do not include the Company's General Director, Vice President, Chief Accountant and other Managers.
- 47.5 Their specific duties and powers are stipulated by the Board of Directors.

XI. RIGHT TO REVIEW THE COMPANY'S DOCUMENTS AND RECORDS

Article 48. Right to review the Company's documents and records

- 48.1 A Shareholder or group of Shareholders who own at least 5% (five percent) of the total Common Shares may, directly or through an Attorney-at-Law or an authorized representative, issues a written request to carry out a review, during business hours and at the Company's primary business locations, of the list of Shareholders, minutes of General Meetings and Management meetings, mid-term and/or annual financial statements, contracts and/or transactions subject to the Board of Directors's approval, and other documents, except for documents related to the Company's trade secrets and business secrets; as well as to reproduce or extract information from such documents and records. The forms of review and/reproduction of information are subject to a decision by the Board of Directors.
- 48.2 Members of the Board of Directors, the General Director and the Manager may review the Shareholder Registry, the list of Shareholders, and other documents and records of the Company for purposes associated with their positions and titles, on the condition to keep such information confidential.
- 48.3 The Company must archive this Charter and its amendments, the Company's Business Registration Certificate, its License for Air Transport Business and other legal documents, its operational regulations, written evidence of its ownership of assets, including intellectual property, minutes of General Meetings and Management meetings, annual financial statements, accounting books and any other documents stipulated by Law at the Company's headquarters or another location, as long as the Shareholders and the Business Registration Authority are kept informed of such location.
- 48.4 Any Shareholder is entitled to a copy of the Company's Charter. The Company's Charter must be published on its website.

XII. EMPLOYEES

Article 49. Employees

- 49.1 The General Director prepares plans on personnel recruitment, dismissal, training, promotion, social insurance and health insurance contributions for the Company's employees. The General Director needs to construct mechanisms that can protect the Company's employees in relation to salaries, bonus, benefits, days-off, awards and submit those mechanisms for the Board of Directors's approval before implementing.
- 49.2 The Board of Directors is responsible for constructing fair and encouraging incentive compensation policies for the Company's employees.
- 49.3 The Board of Directors will approve the Company's total salary and wage budget on a yearly basis. With reference to the annual total salary and wage budget and to the incentive

compensation policies, the General Director will make decisions on methods of compensations and may recruit for personnel for the Company's benefits.

XIII. PROFIT DISTRIBUTION

Article 50. Dividends

50.1 Dividend announcements

- (a) Subject to a decision by the General Meeting of Shareholders, the Company may announce dividends on the following conditions:
 - i. The dividends to be paid do not exceed the amount proposed by the Board of Directors;
 - ii. The dividends to be paid do not exceed the Company's profit reflected in the Financial Statements;
 - iii. The Company has fulfilled its financial obligations to the State up to the current year;
 - iv. Reserve funds and loss remedies under this Charter or in accordance with a decision by the General Meeting of Shareholders have been executed; and
 - v. The Company has ensured its ability to settle due debts and other asset-related obligations after announcing and paying dividends.
- (b) The General Meeting of Shareholders make decisions on dividend payment on an annual basis. The Board of Directors may pay mid-term dividends in advance, depending on the Company's financial situation, business results forecast based on business conditions, and other factors deemed appropriate.
- (c) Dividends will be paid in Vietnamese Dong or as Shares. The Board of Directors will decide on the form of dividend payment based on the General Meeting of Shareholders's dividend announcement.
- (d) Charges and expenses incurred in the dividend payment process will be born by the Shareholders and offset with the dividends to be paid to them by the Company. Shareholders who receive dividends are also responsible for payment taxes on such dividends.
- (e) For sole Shareholders, the following records may be used as proof for the Company's full payment and fulfillment of payable dividends: (i) a receipt signed by the Shareholder if dividends are paid in cash, or (ii) a payment note issued by the bank appointed and ordered by the Company, specifying the financial organization and the account number defined by the Shareholder, if dividends are paid through bank transfer, or (iii) other evidence of a delivery of a bank check to the latest address of the

Shareholder specified in the Shareholder Registry at the time of payment, or a duplicate of a bank check signed by the Shareholder, if dividends are paid by checks, or (iv) other documents or records issued by the Company that confirm the payment of the dividends.

- (f) When multiple Shareholders are joint-owners of a Share or some Shares, the following records may be used as proof for the Company's full payment and fulfillment of payable dividends: (i) a receipt signed by any of the joint ownership Shareholders if dividends are paid in cash, or (ii) a payment note issued by the bank appointed and ordered by the Company, specifying the financial organization and the account number of any of the joint ownership Shareholders, if dividends are paid through bank transfer, or (iii) other evidence, such as a delivery of a bank check to the latest address of any of the joint ownership Shareholders at the time of payment, or a duplicate of a bank check signed by any of the joint ownership Shareholders, if dividends are paid by checks.
- (g) The Board of Directors may request the General Meeting of Shareholders to approve a plan to pay dividends, in part or in whole, with tangible assets (including Shares and bonds issued by the Company or another company, etc.) if such option has been approved by Shareholders who are to receive the dividends.
- (h) With reference to the Corporate Law and the Securities Law, the Board of Directors will issue a Resolution specifying a date of closing the list of Shareholders. Such date will be used to determine registered Shareholders or owners of other securities who are entitled to dividend payment, interest payment, profit distribution, shares issued, or acceptance of notices and other documents.
- (i) Dividends must be fully paid within 6 (six) months after the end of the respective annual General Meeting. Dividend announcements will be sent via registered mails to Shareholders' addresses as specified in the Shareholder Registry at least 15 (fifteen) days before the Company pays dividends. Dividend announcements may also be sent via other forms of secured communications, ensuring Shareholders' acceptance of all necessary information at least 15 (fifteen) days before the Company pays dividends.

50.2 Noninterest on unpaid dividends

The Company is not obliged to pay interest on unpaid dividends.

50.3 Unclaimed dividends

Any amount of unclaimed dividends may be reinvested or used for other purposes for the benefits of the Company, until payment demand is issued. Subject to a decision by the Board of Directors, the Company may refuse to pay dividends that are not claimed within 6 (six) years after due, and such dividends will become assets owned by the Company.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING POLICIES

Article 51. Bank accounts

The Company may open any type of account, Vietnamese Dong (VND) or foreign currency accounts, on-demand or fixed-term accounts, or accounts of any kind at a domestic bank and/or a bank outside of Vietnamese territory in accordance with Law.

Article 52. Establishing reserve funds

52.2 The Board of Directors may establish reserve funds as stipulated by Law and appropriate for the Company's operations.

52.3 The Board of Directors is responsible for developing profit distribution plans and proposing annual reserve funds for approval by the General Meeting of Shareholders.

52.4 In the event of loss, the Board of Directors will consult the General Meeting of Shareholders to resolve the loss by applying the following methods:

- (a) Using financial reserve funds to offset the loss;
- (b) Carrying forward to loss to the following fiscal year while the General Meeting of Shareholders decides on necessary remedies;
- (c) Other methods allowed or unprohibited by Law.

Article 53. Fiscal year

The Company's fiscal year, or tax term, starts on January 1st and ends on December 31st of the same year.

Article 54. Accounting Policies

The Company will fairly and accurately establish and maintain books of accounts in accordance with Laws. The Company applies Vietnamese Accounting Standards ("VAS") and/or any other Accounting Policies allowed by Laws and approved by the Board of Directors.

XV. FINANCIAL STATEMENTS AND AUDITOR'S REPORT, PUBLICATION OF INFORMATION AND ANNOUNCEMENTS

Article 55. Accounts and records

55.2 The Company maintain books and accounts with values and numbers in Vietnamese Dong. All of the Company's accounting records, invoices, books and reports should be issued and archived in Vietnamese. All accounting, financial records and reports must be approved and signed by the General Director, or the Vice President and the Chief Accountant, or the Chief Financial Officer and the Financial Controller in accordance with their authority. The Board of Directors and/or the General Director may also request the Chief Accountant to issue

management reports and internal control reports with values and numbers in USD for management purposes.

- 55.3 Within the first three months of a fiscal year, the Company must prepare annual financial statements for the prior fiscal year, including an income statement that fairly and objectively reflects the Company's profits/losses, a balance sheet that fairly and objectively reflects the Company's position, a cash flow statement and notes to the financial statements for archives and for submission to the General Meeting of Shareholders after approved by the Board of Directors ("**Financial Statements**").
- 55.4 Within 90 (ninety) days or a period stipulated by Law after the end of a fiscal year, the Company must submit the Financial Statements that have been approved by the General Meeting of Shareholders to tax authority, the Business Registration Authority, the State Securities Commission of Vietnam, the Stock Exchange(s) and other State Authorities as required by Law.
- 55.5 At the end of each financial quarter, the Company must prepare unaggregated financial statements, including a balance sheet, an income statement and a cash flow statement, and submit them to the Board of Directors within 30 (thirty) days after the end of the financial quarter.
- 55.6 On demand by the Board of Directors, the Company will appraise or hire an appraisal organization to reevaluate the Company's assets to determine stock price or value of an asset of the Company, or for any other purpose.
- 55.7 The Company is obliged to issue reports required by the State Securities Commission of Vietnam and the Stock Exchange(s). Competent individuals and organizations authorized by Law or under this Charter may review or request a duplicate/scanned copy of the Company's audited annual financial statements, mid-term reports, and quarterly reports during business hours at the Company's headquarters at a reasonable reproduction charge.
- 55.8 Reports and documents prepared by the Board of Directors and the auditor's report must be sent to and arrive at the Company's headquarters and branches at least 10 (ten) days before the start of an Annual General Meeting.

Article 56. Publicizing information and announcements

Publication of information is executed in accordance with the Regulations on Information Publication issued by the Board of Directors under legal regulations on securities and the stock market.

XVI. COMPANY AUDITING

Article 57. Company auditing

- 57.2 The General Meeting of Shareholders may hire an approved audit company to review the Company's operations in accordance with the terms and conditions agreed by the Board of

Directors. The General Meeting of Shareholders may also authorize the Board of Directors to select the audit company.

- 57.3 The independent audit company will review, confirm and report on the Company's annual Financial Statements that reflect the Company's incomes and expenditures during the year, issue an auditor's report and submit it to the Board of Directors within two (2) months or an extended period after the end of the fiscal year in accordance with Law.
- 57.4 A duplicate of the auditor's report will be attached with the Company's annual Financial Statements.
- 57.5 Auditors who take part in the auditing process are entitled to attending all General Meetings, receiving notices and other information that are related to the General Meeting of Shareholders and provided for the General Meeting of Shareholders, and providing inputs on relevant audit issues in General Meetings.
- 57.6 Members of the Board of Directors may discuss with auditors on the Company's Financial Statements and relevant issues.
- 57.7 A Shareholder who owns at least 10% (ten percent) of the total Shares may select and hire, at their own expense, auditors to review unaggregated financial statements and/or aggregated Financial Statements of the Company at any time.

XVII. OFFICIAL SEAL

The Company is responsible for managing its official seal and ensuring it is used in accordance with Laws.

XVIII. CEASE OF OPERATIONS AND DISSOLUTION

Article 58. Cease of operations

Within the scope of Law, the Company may be dissolved or ceases to operate in any of the following situations:

- 58.2 A Court declares the Company bankrupt in accordance with Law;
- 58.3 The Company is dissolved by a decision of the General Meeting of Shareholders; or
- 58.4 Other situations stipulated by Law.

A premature dissolution of the Company is subject to a decision of the General Meeting of Shareholders and such decision must be informed to State Authorities for information or approval if such approval is mandatory.



Article 59. Disputes among the Members of the Board of Directors and the Shareholders

Within the scope of Law, a group of Shareholders who own 51% (fifty-one percent) of the total shares with voting rights may file a lawsuit to request the Company be dissolved in any of the following situations:

- 59.2 The Members of the Board of Directors fail to reach a consensus on managing the Company, resulting in a failure to secure a required number of votes that allows the Board of Directors to operate.
- 59.3 The Shareholders fail to reach a consensus, resulting in a failure to secure a required number of votes to elect Members of the Board of Directors.
- 59.4 There are internal conflicts and division among multiple groups of Shareholders, making dissolution optimum for the Shareholders in general.

Article 60. Change of operational term

The Company's operational term is indefinite in accordance with Provision 2.6 hereof. To change this operational term, the Board of Directors must call a General Meeting to vote on a new operational term proposed by the Board of Directors.

Article 61. Dissolution

- 61.2 As soon as it has been decided to dissolve the Company, the Board of Directors will establish a Dissolution Committee of 6 (six) members. Two of the members will be appointed by the General Meeting of Shareholders and one by the Board of Directors from an independent audit organization. Members of the Dissolution Committee may be selected from the Company's employees or from independent experts. All relevant expenses shall be prioritized for settlement over other debts of the Company.
- 61.3 The Dissolution Committee is obliged to report to the Business Registration Authority on its establishment date and its start of operation date. Afterwards, the Dissolution Committee will act on the Company's behalf on all asset liquidation aspects in dealing with Courts and State Authorities.
- 61.4 Proceeds from dissolution shall be used to settle debts in the following order:
 - (a) Dissolution expenses;
 - (b) Compensations and insurance contributions for the Company's officials and employees;
 - (c) Taxes and other tax-like amounts payable to the State;
 - (d) Loans (if any); and
 - (e) Other debts of the Company.
- 61.5 The residual amount after settling all the debts specified in Provision 61.3 will be allocated to the Shareholders. Redeemable Preference Shareholders shall have highest priority.

XIX. INTERNAL DISPUTE RESOLUTION

Article 62. Internal dispute resolution

- 62.2 Disputes between (i) Shareholders and the Company, (ii) Shareholders/group of Shareholders and Shareholders/group of Shareholders, (iii) Shareholders and the Board of Directors, (iv) Shareholders and the Managers, or (v) Shareholders and Shareholders, will first and foremost be resolved through negotiation and mediation. For a dispute that does not involve the Board of Directors, the Chairman of the Board of Directors shall oversee the resolution process and request the parties to the dispute to present their case within ten (10) business days after the dispute first occurs. For a dispute that involves the Board of Directors or the Chairman of the Board of Directors, the parties to the dispute will appoint a third party as arbitrator for the resolution process, with mediation expenses paid by the requesting party.
- 62.3 If a dispute cannot be resolved within six (6) weeks from the start of the mediation process and/or the arbitrator's decision is rejected by the parties to the dispute, any of the parties may bring the dispute to a competent Court for resolution.
- 62.4 Each party is fully responsible for their own costs in the negotiation and mediation process. Court fees and charges are subject to a decision by the Court.

XX. ADDITIONS AND REVISION TO THIS CHARTER

Article 63. Additions and revision of this Charter

Addition or revision to this Charter must be approved by the General Meeting of Shareholders in accordance with Article 23 of this Charter and with Law.

XXI. CONFIDENTIALITY

Article 64. Confidential Data

For the purposes of this Article, Confidential Data include all and any information, documents, records, written files, electronic files, writings, data, emails, and any other information, of any kind or form, that have not been made public and that are obtained, developed, or owned by the Company, the Board of Directors, the Members of the Board of Directors and/or the Managers, the Company's employees, its agencies, or its contractors during the Company's regular business operations, as well as information, records, written files, data and documents of any form obtained from a third party that the Company is obliged to keep confidential, including:

- 64.2 The Shareholder Registry, the Minutes Book and any written approval issued by the State required for the Company's business operations, including certificates of intellectual property rights (if applicable) or product quality registration certificates (if applicable);
- 64.3 Documents and records that prove the Company's ownership of its assets;
- 64.4 Trade secrets or confidential data, technologies, know-hows, technical data, designs, methods, and other information on important transactions of the Company as determined by the Board of Directors for a particular period of time;
- 64.5 Inspecting agency reports (if any) or auditor's reports;
- 64.6 Accounting books and records;
- 64.7 Information about Shareholders, any Shareholders' agreement, or any reciprocity relationship or guarantee among Shareholders; any transaction between the Company and its Shareholders;
- 64.8 Information about the Members of the Board of Directors and the Managers, including information on their qualifications and experience;
- 64.9 The Company's development strategies and business plans; results and reports on the Company's business operations; and
- 64.10 Information on considerable risks that can be reliably forecast and may affect the Company's operations; commodity price risk, interest rate risk or foreign exchange risk in relation to the Company's debts or loans; risks related to derivatives transactions or foreign currency transactions.

Article 65. Disclosure of Confidential Data

Without a written approval by the Board of Directors, no one among the Board of Directors, the Managers, the Shareholders, or any other Stakeholder may disclose any of the Company's Confidential Data, except:

- 65.2 To the Company's Subsidiaries (if applicable); or
- 65.3 To the Company's Shareholders as allowed by this Charter or by a decision of the General Meeting of Shareholders; or
- 65.4 To the Company's managers and staff, or its audits, or technical consultants only as much as necessary for them to reasonably fulfill their obligations and only when such obligations is related directly or indirectly to the Company's business operations. However, such disclosure must be conditional that the disclosed party is obliged to protect the Confidential Data and refrain from disclosing it to another Person; or
- 65.5 To competent State Authorities on demand as stipulated by Law, or to an arbitrator or a Court in legal proceedings, but only as much as requested; or

65.6 For information of public knowledge for any reason other than a breach of this Article, or information that usually becomes public knowledge during business process, e.g. sales and advertising data.

XXII. OTHER PROVISIONS

Article 66. Ex post facto Law

If there is an ex post facto Law that is deemed more beneficial to the Company issued after the effective date of this Charter, such Law will be applicable as if it has been included in this Charter and such application will be of higher priority.

Article 67. Illegal, invalid or unenforceable provisions

If competent State Authorities declare or decide (formally) that one or some provision(s) of this Charter is illegal, invalid or unenforceable, such provision(s) shall be excluded from this Charter, while other provisions shall remain effective.

Article 68. State Authorities' written approval

All provisions of this Charter related to an obligation, expressive or implicit, to apply for State Authorities' written approval are only effective if such application is required by Laws.

Article 69. Notice

69.2 Any notice stipulated by this Charter must be in written form and distributed via registered mail, or express mail, or telex, or fax (but only registered mail should be used to distribute original documents) to the relevant addresses specified in the Shareholder Registry or addresses that Shareholders register with the Company at the time.

69.3 All sent notices are considered effective 8 (eight) days after they receive post stamps, if sent via post mail, or 2 business days if sent via telex, or fax, or express mail.

69.4 In cases of joint ownership by multiple Shareholders, notices will be sent to the Shareholder whose name appears first in the Shareholder Registry, and notices sent to such Shareholder shall be considered as sent to all the Shareholders of the joint ownership.

69.5 The Company will make reasonable efforts to ensure the accuracy of Shareholders' addresses in the Shareholder Registry and update Shareholders' addresses upon receive their relevant written notices.

XXIII. EFFECTIVE DATE

Article 70. Effective date

This Charter effects on June 16, 2021.

The Charter of Vietjet Aviation Joint Stock Company

New Shareholders who contribute capital to the Company after the effective date and all the Managers of the Company are subject to this Charter on an unconditional and irrevocable basis.

This Charter is issued in 3 (three) copies with equal validity.

A duplicate or extract of this Charter is only valid when signed by the Chairman of the Board of Directors or by at least 50% (fifty percent) of all the Members of the Board of Directors.

FOR VIETJET AVIATION JOINT STOCK COMPANY

BOARD OF DIRECTOR

CHAIRWOMAN



NGUYEN THANH HA

APPENDIX 1. DEFINITIONS

Board of Management is the unit managing the Company, directly supervised by the General Director. The Board of Management includes Vice Presidents, Chief Accountant and other members as decided by the General Director.

Written or in writing include handwriting, printing, typing or any other form of reflecting or creating texts, or a combination of many forms of texts.

Managers include the General Director, Vice Presidents, Chief Accountant, Directors, Department Managers or similar positions, and other managerial positions determined by the Board of Directors as Managers of the Company.

The Company is Vietjet Aviation Joint Stock Company, organized and operating in accordance with this Charter.

Subsidiary is any company which the Company (i) owns more than 50% (fifty percent) of its Chartered Shares or total outstanding Common Shares in, or (ii) has direct or indirect rights to appoint a majority or all members of its Management and its General Director, or (iii) has rights to make revision and/or addition to its Charter.

Shareholder is an individual or organizing owning at least 1 (one) Share of the Company, possessing the rights, privileges and obligations of a Shareholder as stipulated in the Charter.

Major Shareholder is a shareholder owning at least 5% (five percent) of the Company's voting Shares.

Authorized Shares are all the shares of different kinds that the General Meeting of Shareholders decides to offer to raise funds.

Shares or **Common Shares** are common shares issued by the Company in accordance with this Charter and with Law.

Preference Shares include Voting Preference Shares, Dividend Preference Shares, Redeemable Preference Shares, and other Preference Shares issued by the Company in accordance with this Charter and with Securities Law.

Share Certificate are certificates issued under Article 9 of this Charter by the Company as proof of a Shareholder's ownership of Shares in the Company, and Stock can be used to refer to any part of those Shares.

Business Registration Authority is Hanoi Department of Planning and Investment or, if applicable, another State Authority with responsibility and power to issue corporation permit, or amend the Company's existing operating permit in accordance with Law.

State Authorities is any of the following authority: The National Assembly of Vietnam, the Standing Committee of the National Assembly of Vietnam, the President of Vietnam, the Government, the Head of State, the Government Office, Ministries, People's Committees or its member Agencies or Departments, and all Committees, Ministers, Councils, Departments, Agencies or Officials whose

approval, acceptance, registration, commitment, participation or consulting is necessary for the Company to deal with issues referred to or expected in this Charter.

Irregular General Meeting is any other General Meeting besides Annual General Meetings, called under 0.4 of this Charter.

Annual General Meeting is an annual meeting of the General Meeting of Shareholders, called under 0.1 of this Charter.

General Meeting of Shareholders is the highest body of the Company, with powers and duties stipulated by this Charter and by Law.

Charter is this Charter of the Company, subject to future changes and additions.

Transaction with a Related Party is a transaction or contract between the Company and those subject to Article 167 of the 2020 Corporate Law.

Business Registration Certificate is a paper or electronic document specifying the Company's registered information, issued to the Company by the Business Registration Agency, subject to changes and additions.

Personal legal document may be: Citizen's ID card, ID card, passport, other personal paper substitute stipulated by Law.

Organization's legal document may be: establishment decision, business registration certificate, other document stipulated by Law.

HOSE is Ho Chi Minh City Stock Exchange.

Management is the Board of Directors of the Company, elected by the General Meeting of Shareholders, with powers and duties stipulated by this Charter and by Law.

2020 Corporate Law or Corporate Law is the Corporate Law No. 59/2020/QH14, issued by the National Assembly of the Socialist Republic of Vietnam on June 17 2020 and its amendments and additions.

Year is a calendar year (to differentiate from fiscal year and other terms of time).

Establishment date is July 23 2007, which is the issue date of the Company's first Business Registration Certificate.

Person is any individual or organization, with a legal entity or without a legal entity, subject to stipulation by one or many documents issued by competent State Authorities, this Charter and/or management and executive documents of the Company.

Person with family relations: wife, husband, birth father, birth mother, adopted father, adopted mother, father-in-law, mother-in-law, birth child, adopted child, son-in-law, daughter-in-law, birth brother, birth sister, brother-in-law, sister-in-law, wife's birth brother, husband's birth brother, wife's birth sister, husband's birth sister.

Related Party is an individual or organization subject to Provision 4.23 of the 2020 Corporate Law and Provision 4.46 of the 2019 Securities Law, specifically:

1. An individual or organization directly or indirectly related to the Company:
 - (a) Parent company, parent company's manager, parent company's legal representative, and persons with power to appoint managers in parent company;
 - (b) Subsidiary, subsidiary's manager and legal representative;
 - (c) An individual, organization or a group of individuals, organizations who may influence the company's decision making and operations by owning, taking over shares or capital contributions, or approving the company's decisions;
 - (d) The company's manager and legal representative;
 - (d) Person with Family Relations to the company's manager and legal representative; or with member/shareholder who own
 - (e) Person authorized to represent individuals and organization specified in points a, b, c above;
 - (g) Companies whose decision making can be influenced by individuals and organization who has sufficient ownership specified in points a, b, c, d, d, e above;
2. Individuals or organizations with relations:
 - (a) Individuals and their birth father, birth mother, adopted father, adopted mother, father-in-law, mother-in-law, wife, husband, birth child, adopted child, daughter-in-law, son-in-law, birth brother, birth sister, brother-in-law, sister-in-law;
 - (b) Companies and organizations, individuals who own more than 10% (ten percent) of the total shares with voting rights or capital contributions of the company;
 - (c) Company and Company's Insiders;
 - (d) Relations where one organization or individual that directly or indirectly controls or is controlled by the other organization or individual, or both are controlled by another entity;
 - (e) Contractual relationship, in which one organization or individual represent the other organization or individual.

Insider is someone who holds an important position in the Board of Directors structure of the Company, including: Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Director, Vice Presidents, Chief Accountant and similar managers elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Company's secretary, the person in charge of corporate governance, authorized spokespersons.

Law include Laws, Decrees, Decisions, Circulars, Regulations, and other legal documents issued by any State Authority (subject to changes and additions) relevant to the Company.

Minutes Book in a book to store all General Meeting minutes and Management Meeting minutes.

Shareholder Registry is a book established by the Company, recording information about Shares and Shareholders, archived in accordance with this Charter.

State Authority's approval may include any approval, permit, registration paper or other written approval within the State Authority's scope of powers, which the Company deems necessary for its business operations and/or for other activities expected by Law or by this Charter.

Month is a calendar month.

Operational term is defined in Article 2 of this Charter.

Confidential Data is defined in Article 64 of this Charter.

Dispute is any suspected issue, dispute, conflict or demand resulting from or in relation to this Charter or the Company's operations and activities.

Charter Capital is the capital specified in the Company's Business Registration Certificate.

USD is the official currency of the United States of America.

Vietnam is the Socialist Republic of Vietnam.

VND is the official currency of Vietnam.

VSD is Vietnam Securities Depository Center.

APPENDIX 2. REPRESENTATIVE OFFICES, BRANCHES AND BUSINESS LOCATIONS OF THE COMPANY

1. Representative offices:

HO CHI MINH CITY REPRESENTATIVE OFFICE OF VIETJET AVIATION JOINT STOCK COMPANY

Address: Floor 8, VietJet Plaza, 60A Trường Sơn, Ward 2, Tân Bình district, Hồ Chí Minh City, Vietnam.

2. Business locations:

HANOI TICKET OFFICE - VIETJET AVIATION JOINT STOCK COMPANY

Address: Floor 2, HDBank Building, 32 Trần Hưng Đạo Street, Phan Chu Trinh ward, Hoàn Kiếm district, Hanoi City, Vietnam.

3. Branches:

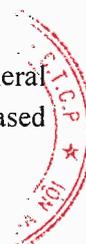
VIETJET AVIATION JOINT STOCK COMPANY – CENTRE OF VIETNAM BRANCH

Address: 157-159 Hàm Nghi, Vĩnh Trung ward, Thanh Khê district, Đà Nẵng City, Vietnam.

APPENDIX 3. LIST OF REGISTERED BUSINESS OPERATIONS AND BUSINESS LINES

The Company's business operations and business lines include:

1. Passenger transportation by air: Air transportation; Passenger air transportation (scheduled and nonscheduled) domestically and internationally;
2. Other transportation support services: Flight, train, ship, automobile ticket office;
3. Advertising (excluding tobacco advertising);
4. Trade of real properties and use right of owned or leased land: Investment in houses and constructions for sale, lease and financial lease; Investment in land renovation and in infrastructure projects on leased land for lease of land with infrastructure;
5. Other passenger transportation on land: Transportation on land service;
6. Motor vehicle rent service: Automobile and other motor vehicle rent service;
7. Booking services and services related to travel tour advertising and organization: Services provided for travellers (excluding bar clubs, Karaoke, dance clubs);
8. Travel tour coordination (excluding services that support travellers go abroad);
9. Travel agency (excluding services that support travellers go abroad);
10. Short-term accommodation services: Hotels (of start-based standards and outside head office), villas or business apartments;
11. Construction of other civil engineering projects: Construction and use of facilities for airplane maintenance; Construction and use of airplan centers; Construction and use of facilities for stations or airports;
12. Other education not classified elsewhere: Training aircrew and other specialized staff;
13. Air goods transportation: Regular goods public transportation domestically and internationally;
14. Direct support services for air transportation: Support services for air transportation; ground services, including passenger services, maintenance services, cleaning services and other services for airplanes at airports, technical support, catering service; Regular and irregular maintenance of airplanes; Provision of airplane spare parts; Provision if airplane fuels;
15. Other business support services not classified elsewhere: Use of large capacity airplanes, general commercial airplanes (normal airplanes and helicopters) on land and in water; Use of leased airplanes (only with competent State authorities' permission);
16. General wholesale: Sale of tax exempt products;
17. Agency, broker, auction: Agency of machines, industrial equipment, ships, airplanes;
18. Agency and insurance broker activities: Insurance broker activities;



The Charter of Vietjet Aviation Joint Stock Company

19. Lease of machines, equipment and other tangible items without operators: Lease of aviation equipment without operators;
20. Other specialized wholesale not classified elsewhere: Sale of airplanes;
21. Retail of other new products in specialized stores: Retail of souvenirs, knitwear, handicrafts in specialized stores;
22. Restaurant and other mobile catering services: Other mobile catering services;
23. Other food and beverage services (excluding bar clubs, Karaoke, dance clubs);
24. Beverage services ;
25. Mobile retail of foods, beverages, tobaccos, pipe tobaccos: Retail of beers and alcohol, carbonated or non-carbonated drinks, alcohol or non-alcohol drinks, mineral drinks, bottled drinks, supplements (including tax exempt products);
26. Other mobile retail or market retail: Mobile retail of cosmetics and hygiene products (including tax exempt products);
27. Mobile retail or market retail of communication device: Retail of telecommunication and peripheral device (including tax exempt products);
28. Wireless telecommunications;
29. Satellite telecommunications;
30. Other telecommunications: Other telecommunications, Internet agency services, Internet access locations;
31. Other lines and operations required for the Company's business and in accordance with Law