



**INTERNAL REGULATIONS
ON CORPORATE
GOVERNANCE
DAMIK GROUP JOINT STOCK COMPANY**
(Draft)

Hai Phong, April 24, 2026

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Chapter I

GENERAL PROVISIONS

Article 1. Governing scope

1. The Internal Regulations on corporate governance of DamiK Group Joint Stock Company (hereinafter referred to as the Company) are developed in accordance with the provisions of:

- a) Securities Law No. 54/2019/QH14 dated November 26, 2019;
- b) Enterprise Law No. 59/2020/QH13 dated June 17, 2020;
- c) Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- d) Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- đ) The Organization and Operation Charter of DamiK Group Joint Stock Company approved by the 2026 Annual General Meeting of Shareholders on April 24, 2026;

2. The Internal Regulations on corporate governance of the Company prescribe the contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, the General Director, and other activities as prescribed in the Company's Charter and other legal regulations.

3. Subjects of application:

- a) Members of the Board of Directors;
- b) Members of the Board of Supervisors;
- c) The Board of Management including: The General Director, Directors, Chief Accountant;
- d) Subcommittees under the Board of Directors (if any);
- đ) Related persons.

Article 2. Interpretation of terms

1. In these Regulations, the following terms are construed as follows:

- a) "*Company*" means DamiK Group Joint Stock Company;
- b) "*Company Charter*" means the Charter of DamiK Group Joint Stock Company;
- c) "*Charter capital*" means the total par value of shares sold or registered to be purchased at the time of enterprise establishment and prescribed in the Company Charter;

- d) "*Enterprise Law*" means Enterprise Law No. 59/2020/QH13 dated June 17, 2020;
- đ) "*Securities Law*" means Securities Law No. 54/2019/QH14 dated November 26, 2019;
- f) "*Date of establishment*" means the date the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents) for the first time;
- g) "*Enterprise executive*" means the General Director, Directors, Chief Accountant, and other executives in the Company approved by the Board of Directors;
- h) "*Related person*" means an individual or organization as prescribed in Clause 46, Article 4 of the Securities Law;
- i) "*Major shareholder*" means a shareholder as prescribed in Clause 18, Article 4 of the Securities Law;
- j) "*Vietnam*" means the Socialist Republic of Vietnam;
2. In these Regulations, references to one or several other regulations or documents include amendments or replacement documents.
3. The headings (chapters, articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.
4. Words or terms defined in the Enterprise Law (if not inconsistent with the subject or context) shall have similar meanings in these Regulations.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Section 1

Roles, rights, and obligations of the General Meeting of Shareholders

Article 3. Roles, rights, and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders, when necessary, but not exceeding 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The General Meeting of Shareholders has the following rights and obligations:

- a. Approving the development orientation of the Company;
- b. Deciding on the types of shares and the total number of shares of each type authorized to be offered for sale; deciding on the annual dividend rate of each type of share;
- c. Electing, dismissing, and removing members of the Board of Directors, members of the Board of Supervisors;
- d. Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e. Deciding on amending and supplementing the Company's Charter;
- f. Approving the annual financial statements; g. Deciding to redeem more than 10% of the total sold shares of each type;
- h. Considering and handling violations of members of the Board of Directors and members of the Board of Supervisors causing damage to the Company and Company's shareholders;
- i. Deciding on the reorganization or dissolution of the Company;
- j. Deciding on the budget or total level of remuneration, bonuses, and other benefits for the Board of Directors, the Board of Supervisors;
- k. Approving the Internal corporate governance regulations; Operational regulations of the Board of Directors, the Board of Supervisors;
- l. Approving the list of approved audit firms; deciding on the approved audit firm to audit the Company's operations, dismissing the approved auditor when deemed necessary;
- m. Other rights and obligations as prescribed by law.

Section 2

Order and procedures for the General Meeting of Shareholders to pass resolutions by voting at the meeting

Article 4. Authority to convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: according to the provisions in Clause 1, Article 18 of the Company Charter.
2. Authority to convene the Extraordinary General Meeting of Shareholders: according to the provisions in Clause 3, Clause 4, Article 14 of the Company Charter.

Article 5. Compiling the list of shareholders entitled to attend the meeting

The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is compiled no earlier

than ten (10) days before the date of sending the invitation notice for the General Meeting of Shareholders.

Article 6. Notice of convening

Implement in accordance with the provisions in Clause 3, Article 18 of the Company Charter.

Article 7. Agenda and contents of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders is responsible for preparing the agenda and contents of the General Meeting of Shareholders.

2. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of the Company Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held by that person, and the content proposed to be included in the meeting agenda.

3. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 2, Article 7 of these Regulations at least 02 working days before the opening date of the General Meeting of Shareholders, must reply in writing, and clearly state the reasons, in the following cases:

- a. The proposal is sent out of time or is insufficient or incorrect in content;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold a sufficient 5% or more of ordinary shares as prescribed in Article 12 of the Company Charter;
- c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases in accordance with the provisions of law and the Company Charter.

4. The convener of the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4, Article 18 into the program and content of the meeting, except for the cases prescribed in Clause 5, Article 18; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

Article 8. Authorization for representatives to attend the General Meeting of Shareholders

According to the provisions in Article 16 of the Company Charter.

Article 9. Method of registering to attend the General Meeting of Shareholders

1. Method of registering to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:

a. The method of registering to attend the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders meeting, including contacting the Company or sending the Registration Form to attend the General Meeting of Shareholders (attached to the Notice of the General Meeting of Shareholders meeting sent to shareholders) to the Company.

b. Shareholders choose the form of registration to attend the General Meeting of Shareholders in the manner stated in the notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions in Clause 2 of this Article; The authorization is implemented in accordance with Article 16 of the Company Charter;
- Attending and voting/electing via online conferences, electronic voting, or other electronic forms;
- Sending voting ballots/election ballots to the meeting via mail, fax, email. Shareholders send voting ballots by registered mail, fax, email to the Board of Directors at least one (01) day before the opening of the meeting.

2. Method of registering to attend the General Meeting of Shareholders and checking delegate eligibility on the day of organizing the General Meeting of Shareholders: Stipulated in Clause 1, Clause 6, Article 20 of the Company Charter. In addition, shareholders need to comply with the following regulations:

a. Shareholders or authorized representatives of shareholders when attending the General Meeting of Shareholders meeting must register with the Shareholder Eligibility Verification Committee. The documents that shareholders/authorized representatives of shareholders need to bring are as follows:

Identity Card/Citizen Identification Card/Passport or other legal personal identification of the shareholder;

Power of Attorney (in case of being authorized to attend the meeting) and Identity Card/Citizen Identification Card/passport or other legal personal identification of the authorized person.

b. Shareholders, authorized representatives of shareholders present the above documents to the Shareholder Eligibility Verification Committee and receive meeting documents, Voting Cards, Voting Ballots, Election Ballots (if any), and other documents, in which:

The Voting Card contains information of the shareholder, shareholder code, number of owned shares and/or authorized representative of the shareholder, and other

necessary contents; stamped with the hanging seal of the Company or the signature of the Head of the Shareholder Eligibility Verification Committee;

The Election Ballot contains information of the shareholder, shareholder code, number of owned shares and/or authorized representative of the shareholder, total number of votes, list of candidates on the election list, and other necessary contents; stamped with the hanging seal of the Company.

Article 10. Conditions for conducting and organizing the General Meeting of Shareholders

Implement in accordance with the provisions in Article 19 of the Company Charter.

Article 11. Voting method

1. General principles

- The General Meeting of Shareholders discusses and votes on each issue in the program content. Voting is conducted by raising cards, direct voting, electronic voting, or other electronic forms.

- Delegates execute voting on Approval, Disapproval, or No opinion on an issue put to vote at the Meeting by raising a Voting Card or filling in the options on the Voting Ballot.

2. Forms of voting

- Voting by voting card: According to the instructions of the Meeting Organizing Committee/Chairperson, when voting by Voting Card, the shareholder raises the front of the Voting Card high towards the Presidium immediately after the Organizing Committee/Chairperson requests the shareholders to vote on an issue in the Meeting. If a delegate does not raise the Voting Card in all three voting times of Approval, Disapproval, or No opinion on an issue, it is considered invalid. After each time shareholders vote by raising the Voting Card, the Meeting Organizing Committee/Vote Counting Committee collects the Approval Voting Cards first, the Disapproval Voting Cards next, and finally the No opinion Voting Cards. The Meeting Organizing Committee/Vote Counting Committee counts the types of cards and enters them into the Vote Counting Minutes as prescribed.

- Voting by voting ballot: When voting by filling out a Voting Ballot, for each content, the shareholder chooses one of three options "Approve", "Disapprove", "No opinion" pre-printed on the Voting Ballot by marking an "X" or "√" in their chosen box. After completing the contents to be voted on at the Meeting, shareholders deposit the Voting Ballot into a sealed ballot box at the Meeting under the guidance of the Vote Counting Committee. The Voting Ballot must be signed and clearly state the full name of the delegate.

Article 12. Election voting method

1. General principles

- Strictly implement in accordance with the provisions of law and the Company Charter;

- Members of the Vote Counting Committee must not be named in the nomination list, or self-nominate to the Board of Directors and the Board of Supervisors.

2. Forms of election voting

Election by cumulative voting method:

- Accordingly, each attending shareholder has a total number of votes corresponding to the total number of owned shares, represented shares multiplied by the number of members to be elected;

- Attending shareholders have the right to accumulate their total votes for one or a number of candidates;

- In case new candidates arise on the day of the meeting, shareholders can contact the Vote Counting Committee to be re-issued a new election ballot and must submit the old ballot (before depositing it into the ballot box);

- In case of a mistaken choice, shareholders contact the Vote Counting Committee to be re-issued a new ballot and must submit the old ballot;

- Principles of winning the election:

+ The elected persons are determined according to the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is elected;

+ In case two (02) or more candidates achieve the same number of votes for the last member, a re-election will be conducted among the candidates with equal votes;

+ If the results of the first election do not reach the required number, elections will be held until the required number of members is elected.

Article 13. Vote counting method

1. General principles

For voting cards, voting is conducted by collecting voting cards approving the resolution, then collecting voting cards disapproving, and finally voting cards with no opinion. The Vote Counting Committee counts the types of cards and enters them into the Vote Counting Minutes as prescribed. The vote counting results are announced by the chairperson right before the closing of the meeting, unless otherwise provided by the Charter;

For voting ballots and election ballots, shareholders or authorized representatives drop their votes into the ballot box prepared in advance by the organizing committee, and

finally, the vote counting aggregates the number of votes approving, disapproving, with no opinion, or the number of election votes.

For sensitive issues and if requested by shareholders, the Company must designate an independent organization to collect and count the votes.

2. Supervising and recording voting and election results

a. At the beginning of the meeting, the Chairperson of the meeting submits the list of members of the Vote Counting Committee to the General Meeting of Shareholders for approval. Members of the Vote Counting Committee may be shareholders of the Company.

b. The Vote Counting Committee has the duty to record the voting results when passing the issues submitted to the General Meeting of Shareholders for approval, and the election vote counting results. The Vote Counting Committee is responsible for supervising and recording the voting and election results at the General Meeting of Shareholders meeting.

3. Announcing voting and election results

a. Announcing voting and election results;

b. After recording the voting results and the election vote counting results, the Vote Counting Committee is responsible for making a vote counting minute and presenting the results immediately to the Chairperson of the Meeting. The Chairperson of the Meeting is responsible for announcing those results to the General Meeting of Shareholders.

c. Vote counting minutes:

The vote counting minutes are made by the Vote Counting Committee and contain all the following information:

- Time and location of organizing the General Meeting of Shareholders;
- Members of the Vote Counting Committee;
- All voting/election contents as prescribed by law;
- End time of vote counting;
- Signatures of all members of the Vote Counting Committee.

Article 14. Conditions for a resolution to be passed

Implement in accordance with the provisions in Article 21 of the Company Charter.

Article 15. Announcing vote counting results

The Vote Counting Committee will check, synthesize, and report to the Chairperson the vote counting results of each issue; the vote counting must be made into a minute signed by the members of the Vote Counting Committee. The vote counting results will be announced by the chairperson immediately before the closing of the meeting.

Article 16. Method to object to resolutions of the General Meeting of Shareholders

Implement in accordance with the provisions in Article 132 of the Enterprise Law.

Article 17. Making minutes of the General Meeting of Shareholders

Implement in accordance with the provisions in Clause 1, Clause 2, Article 23 of the Company Charter.

Article 18. Disclosing Resolutions of the General Meeting of Shareholders

1. Within twenty-four (24) hours from the passing of a decision of the General Meeting of Shareholders (including resolutions, meeting minutes, or vote counting minutes (in case of collecting shareholders' written opinions)), the Company must disclose information through the following means:

- a. The Company's electronic information portal;
- b. The information disclosure system of the State Securities Commission;
- c. The electronic information portal of the Hanoi Stock Exchange.

d. The disclosure of information on the information disclosure system of the State Securities Commission, of the Stock Exchange is implemented according to the guidance of the State Securities Commission, of the Stock Exchange.

2. The Company must organize the disclosure of information about the General Meeting of Shareholders in accordance with the provisions of law on securities and the stock market.

Section 3.

Order and procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions

Article 19. Cases where written opinions are and are not allowed to be collected

Except for the Annual General Meeting of Shareholders which must be held face-to-face, the Board of Directors has the right to collect shareholders' written opinions to pass decisions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company, including the contents specified in Clause 2, Article 147 of the Enterprise Law.

Article 20. Order and procedures for the General Meeting of Shareholders to pass Resolutions by collecting written opinions

Implement in accordance with the provisions in Article 22 of the Company Charter.

Article 21. Order and procedures for the General Meeting of Shareholders to pass resolutions via online conferences and combined physical and online conferences

21.1. Order and procedures for the General Meeting of Shareholders to pass resolutions via online conferences:

a. The Board of Directors decides to hold the General Meeting of Shareholders meeting via online conference in the event of force majeure events as prescribed by law, such as: war, natural disasters, epidemics, restrictive decisions of state agencies, or based on the company's need to organize the General Meeting of Shareholders, creating conditions for shareholders to attend the meeting fully.

b. The Board of Directors is responsible for issuing and announcing the Regulations on organizing meetings via online conference (Including: Method of registering to attend the online General Meeting of Shareholders; Authorizing a representative to attend the online General Meeting of Shareholders; Conditions for conducting; Form of passing Resolutions of the online General Meeting of Shareholders; Online voting method; Online vote counting method; Announcing vote counting results).

c. Resolutions and Minutes of the online General Meeting of Shareholders meeting are disclosed in accordance with the provisions of current laws.

21.2 Order and procedures for the General Meeting of Shareholders to pass resolutions via combined physical and online conferences:

a. The Board of Directors decides to hold the General Meeting of Shareholders meeting via combined physical and online conferences in the event of force majeure events as prescribed by law, such as: war, natural disasters, epidemics, restrictive decisions of state agencies, or based on the company's need to organize the General Meeting of Shareholders, creating conditions for shareholders to attend the meeting fully.

b. The Board of Directors is responsible for issuing and announcing the Regulations on organizing meetings via combined physical and online conferences (Including: Method of registering to attend; Authorizing a representative to attend the meeting; Conditions for conducting; Form of passing Resolutions of the General Meeting of Shareholders; Voting method; Vote counting method; Announcing vote counting results).

c. Resolutions and Minutes of the combined physical and online General Meeting of Shareholders meeting are disclosed in accordance with the provisions of current laws.

CHAPTER III
BOARD OF DIRECTORS

Section 1.

Roles, rights, and obligations of the Board of Directors, responsibilities of members of the Board of Directors

Article 22. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors

1. The Board of Directors is the management body of the company, having full authority to act in the name of the company to decide and exercise the rights and obligations of the company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors: according to the provisions in Clause 2, Article 27 of the Company Charter.

Article 23. Responsibilities of members of the Board of Directors

Members of the Board of Directors are responsible for complying with the provisions of Articles 43 and 44 of the Company's Charter.

Article 24. Right to be provided with information of members of the Board of Directors

Implement in accordance with the provisions in Article 159 of the Enterprise Law.

Section 2.

Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors

Article 25. Term and number of members of the Board of Directors

The number of members of the Board of Directors is from 03 (three) to 05 (five) persons. The term of members of the Board of Directors is no more than 05 (five) years; members of the Board of Directors can be re-elected for an unlimited number of terms.

The term of members of the Board of Directors elected at the General Meeting of Shareholders shall be calculated as a 5-year term from the time of election.

Article 26. Structure, standards and conditions of members of the Board of Directors

1. Structure of the Board of Directors: According to the provisions in Clause 2, Article 26 of the Company Charter.

2. Standards and conditions of members of the Board of Directors: According to the provisions in Clause 1, Article 155 of the Enterprise Law.

Article 27. Nomination and candidacy for members of the Board of Directors

Implement in accordance with Article 25 of the Company Charter.

Article 28. Method of electing members of the Board of Directors

The election of members of the Board of Directors must be carried out according to the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Directors to be elected, and shareholders have the right to accumulate all or part of their total votes for one or a number of candidates. The elected members of the Board of Directors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members stipulated in the Company Charter is met. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with equal votes or selected according to the directives of the General Meeting of Shareholders. Detailed regulations are in Clause 3, Article 148 of the Enterprise Law.

Article 29. Cases of dismissal, removal, and addition of members of the Board of Directors

1. Cases of dismissal and removal of members of the Board of Directors: According to the provisions in Article 160 of the Enterprise Law.

2. Cases requiring the addition of members of the Board of Directors:

The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The remaining number of members of the Board of Directors is lower than the minimum number of members prescribed by the Enterprise Law. In this case, the Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the event occurs.

b. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third.

c. Except for the cases specified in points a and b of this Clause, the General Meeting of Shareholders elects new members to replace the members of the Board of Directors who were dismissed or removed at the nearest meeting.

Article 30. Notice of election, dismissal, and removal of members of the Board of Directors

After the decision on election, dismissal, or removal of members of the Board of Directors, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on the Company's website in accordance with the sequence and provisions of current laws.

Article 31. Method of introducing candidates for the Board of Directors

1. The Board of Directors, or other subjects according to the provisions in Clause 3, Article 30 of the Company Charter, convenes a Board of Directors meeting on the election of members of the Board of Directors to disseminate election contents: number, standards for candidates participating in the election, method of nomination, candidacy according to the provisions in Article 27 of these Regulations. The election will be carried out at the nearest General Meeting of Shareholders.

2. The Company issues a public notice regarding the election of members of the Board of Directors and the order and procedures for convening and electing that will be carried out, clearly stating the reason for the election, quantity, standards and conditions, election method, candidacy and nomination procedures, etc.

3. The Board of Directors synthesizes the list of candidates through nomination and candidacy and appraises the information about each candidate to ensure that the candidates fully meet the standards and conditions to be a Member of the Board of Directors according to the provisions in Clause 2, Article 26 of these Regulations.

4. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient, the Board of Directors will prepare a list of candidates according to the following criteria:

Number of candidates: is the missing number after synthesizing the valid list of candidates through nomination and candidacy in Clause 3 of this Article;

Candidates introduced by the Board of Directors must be approved by a majority vote of the incumbent Members of the Board of Directors;

Candidates introduced by the Board of Directors must meet at least the conditions and standards prescribed in Article 155 of the Enterprise Law.

Article 32. Election, removal, and dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of ending the election of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there is more than one member with the highest and equal number or percentage of votes, the members shall vote on the majority principle to choose 01 person among them to convene the Board of Directors meeting.

3. In case the Vice Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or being dismissed or removed.

4. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations

of the Chairman of the Board of Directors. In case there is no authorized person, or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment or a compulsory educational establishment, absconds from their place of residence, has their civil act capacity restricted or lost, has difficulty in cognition or behavior control, is banned by a Court from holding positions, practicing professions, or doing certain jobs, the remaining members of the Board of Directors shall elect one person among the members to hold the position of Chairman of the Board of Directors according to the principle of a majority of the remaining members approving until there is a new decision of the Board of Directors.

Section 3.

Remuneration and other benefits of members of the Board of Directors

Article 33. Remuneration and other benefits of members of the Board of Directors

Implement in accordance with the provisions in Article 28 of the Company Charter.

Section 4.

Order and procedures for organizing meetings of the Board of Directors

Article 34. Minimum number of meetings by quarter

The Board of Directors meets at least once a quarter.

Article 35. Cases requiring the convening of extraordinary Board of Directors meetings

1. The Chairman of the Board of Directors must convene a Board of Directors meeting, and must not delay without a legitimate reason, when one of the following subjects requests in writing clearly stating the purpose of the meeting, the issues to be discussed, and decisions falling under the authority of the Board of Directors:

- a. The Board of Supervisors or an independent member of the Board of Directors;
- b. The General Director or at least five (05) other managers;
- c. At least two (02) members of the Board of Directors;
- d. Other cases (if any).

2. The above-mentioned Board of Directors meetings must be conducted within seven (07) working days after a valid proposal is made. In case the Chairman of the Board of Directors does not accept to convene a meeting as requested, the Chairman must be responsible for any damages caused to the Company; the persons proposing to organize the meeting mentioned in Clause 1 of this Article may themselves convene the Board of Directors meeting.

Article 36. Notice of Board of Directors Meeting

1. The notice of the Board of Directors meeting must be sent in advance to the members of the Board of Directors at least three (03) working days before organizing the meeting. The meeting invitation notice must specifically state the time and location, agenda, issues to be discussed, and decisions. The meeting invitation notice must be accompanied by documents to be used at the meeting and the voting ballots of the members.

2. The Board of Directors meeting invitation notice can be sent by invitation letter, phone, fax, electronic means, or other methods prescribed by the Company Charter and ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

3. The Chairman of the Board of Directors or the convener sends the meeting invitation notice and attached documents to the members of the Board of Supervisors the same as to the members of the Board of Directors.

Article 37. Right of Board of Supervisors members to attend Board of Directors meetings

Members of the Board of Supervisors have the right to attend Board of Directors meetings; have the right to discuss but cannot vote.

Article 38. Conditions for organizing meetings of the Board of Directors

1. The first meetings of the Board of Directors can only make decisions when at least three-quarters (3/4) of the members of the Board of Directors are present directly or through representatives (authorized persons) if approved by a majority of the members of the Board of Directors.

2. In case there are not enough members attending the meeting as prescribed, the meeting must be reconvened within seven (07) days from the intended date of the first meeting. The reconvened meeting is conducted when more than half (1/2) of the members of the Board of Directors attend the meeting.

Article 39. Voting method at Board of Directors meetings

A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

1. Attending and voting directly at the meeting;
2. Authorizing another person to attend the meeting and vote in accordance with the provisions in Clause 9, Article 30 of the Company Charter;
3. Attending and voting via an online conference, electronic voting, or other electronic forms;
4. Sending a voting ballot to the meeting via mail, fax, email;

5. Sending a voting ballot by other means.

Article 40. Method of passing resolutions of the Board of Directors

The Board of Directors passes decisions and issues resolutions on the basis of the approval of a majority of the members of the Board of Directors present (over 50%). In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors is the deciding vote.

Decisions passed in a meeting held indirectly and conducted properly take effect immediately after the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

Article 41. Authorization for another person to attend a meeting by a member of the Board of Directors

A member is authorized to have another person attend the meeting and vote if approved by a majority of the members of the Board of Directors.

Article 42. Making minutes of the Board of Directors meeting

Implement in accordance with the provisions in Clause 1, Article 158 of the Enterprise Law.

Article 43. Cases where the chairperson and/or secretary refuses to sign the Board of Directors meeting minutes

Comply with the provisions of Clause 2, Article 158 of the Law on Enterprises.

Article 44. Announcing resolutions and decisions of the Board of Directors

Notices of resolutions and decisions of the Board of Directors are disclosed in accordance with the legal provisions on information disclosure in the stock market and relevant laws.

Section 5.

Subcommittees of the Board of Directors

Article 45. Subcommittees of the Board of Directors

Comply with the provisions of Article 31 of the Company's Charter.

Article 46. Person in charge of corporate governance

Comply with the provisions of Article 32 of the Company's Charter.

CHAPTER IV
BOARD OF SUPERVISORS

Section 1.

Roles, rights and obligations of the Board of Supervisors, responsibilities of members of the Board of Supervisors

Article 47. Roles, rights, and obligations of the Board of Supervisors, responsibilities of members of the Board of Supervisors

1. Roles of the Board of Supervisors: The Board of Supervisors supervises the Board of Directors and the General Director in the management and administration of the company.

2. Rights and obligations of the Board of Supervisors: prescribed in Article 40 of the Company Charter.

3. The Board of Supervisors' right to be provided with information: Implement in accordance with the provisions in Article 171 of the Enterprise Law.

Section 2.

Term of office, number, composition and structure of members of Board of Supervisors

Article 48. Term, number, composition and structure of members of the Board of Supervisors

The number of members of the Company's Board of Supervisors is 03 persons. The term of members of the Board of Supervisors is no more than 05 years and they can be re-elected for an unlimited number of terms.

Article 49. Standards and conditions for members of the Board of Supervisors

Implement in accordance with the provisions in Clause 2, Article 38 of the Company Charter.

Article 50. Nomination and candidacy of members of the Board of Supervisors

Implement in accordance with the provisions in Clause 1 and Clause 2, Article 25 of the Company Charter.

Article 51. Method of electing members of the Board of Supervisors

The voting to elect members of the Board of Supervisors must be carried out according to the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Supervisors to be elected, and shareholders have the right to accumulate all or part of their total votes for one or a number of candidates. The elected members of the Board of Supervisors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members stipulated in the Company Charter is met. In case there

are 02 or more candidates achieving the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with equal votes or selected according to the directives of the General Meeting of Shareholders. Detailed regulations are in Clause 3, Article 148 of the Enterprise Law.

Article 52. Cases of dismissal or removal of members of the Board of Supervisors

Implement in accordance with the provisions in Clause 3 and Clause 4, Article 38 of the Company Charter.

Article 53. Notice of election, dismissal and removal of members of the Board of Supervisors

After the decision on the election, dismissal, or removal of members of the Board of Supervisors, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on the Company's website in accordance with the sequence and provisions of current laws.

Article 54. Salaries and other benefits of members of the Board of Supervisors

Implement in accordance with the provisions in Article 42 of the Company Charter.

**CHAPTER V
GENERAL DIRECTOR**

Section 1.

Roles, responsibilities, rights and obligations of the General Director

Article 55. Roles, responsibilities, rights and obligations of the General Director

1. Roles of the General Director: The General Director is the person who manages the daily business operations of the company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

2. Powers and responsibilities of the General Director: Implement in accordance with the provisions in Clause 4, Article 35 of the Company Charter.

Section 2.

Appointment, dismissal, signing and termination of contracts for the General Director

Article 56. Term, standard and conditions of the General Director

1. The term of the General Director is no more than five (05) years and they can be re-appointed. The appointment may expire based on the provisions in the labor contract.

2. Standards and conditions of the General Director are in accordance with Article 162 of the Enterprise Law.

Article 57. Appointment and signing of labor contracts with the General Director

The Board of Directors appoints a member of the Board or another person as the Executive General Director; signs a contract stipulating the salary, remuneration, benefits, and other related terms.

Article 58. Dismissal or termination of labor contracts with the General Director

1. The Board of Directors may remove the Executive General Director when a majority of the Board members attending the meeting with voting rights approve, and appoint a new Executive General Director as a replacement.

2. When the General Director wishes to resign, they must submit a request to the Board of Directors 45 days in advance. Within 45 days from the date of receiving the request, the Board of Directors shall consider and decide.

3. The incumbent General Director loses their status in cases of: death, loss of civil act capacity, loss of citizenship rights, abandonment of office, violation of the Company Charter, and other legal regulations. In these cases, the Board of Directors must carry out procedures to appoint a new General Director within a maximum of 30 days.

Article 59. Notice of appointment, dismissal, signing and termination of contracts for the General Director

After the decision on appointment, dismissal, signing of contract, or termination of the contract with the General Director, the Company is responsible for disclosing information internally within the company and to relevant authorities, on the Company's website in accordance with the sequence and provisions of current laws.

Article 60. Salary and other benefits of the General Director

The General Director is paid salary and bonuses. The salary and bonus of the General Director are decided by the Board of Directors.

**CHAPTER VI
OTHER ACTIVITIES**

Section 1.

**Coordination of activities among the Board of Directors, the Board of Supervisors,
and the General Director**

Article 61. Procedures and order for convening, notifying invitations to meetings, recording minutes, and notifying meeting results among the Board of Directors, the Board of Supervisors, and the General Director

The procedures and order for convening, notifying invitations to meetings, recording minutes, and notifying meeting results among the Board of Directors, the Board of Supervisors, and the General Director, as well as the order and procedures for organizing Board of Directors meetings, are stipulated in Article 30 of the Company Charter and Article 157 of the Enterprise Law.

Article 62. Notifying resolutions and decisions of the Board of Directors to the Board of Supervisors

Resolutions and minutes of Board of Directors meetings, after being issued, must be sent to the Members of the Board of Supervisors at the same time and in the same manner as provided to the members of the Board of Directors.

Article 63. Notifying resolutions and decisions of the Board of Directors to the General Director

Resolutions of the Board of Directors (containing contents related to the responsibilities, powers, and obligations of the General Director), after being issued, must be sent to the General Director at the same time and in the same manner as provided to the members of the Board of Directors.

Article 64. Cases where the General Director and the Board of Supervisors request convening a Board of Directors meeting and issues requiring the Board of Directors' opinions

1. Cases requesting the convening of a Board of Directors meeting:

a. The Board of Supervisors may request to convene a Board of Directors meeting in the following cases:

- When it is deemed that the right of a Member of the Board of Supervisors to access information and documents related to the Company's operating situation is not fully implemented in accordance with current law and the Company Charter;

- When discovering acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other enterprise executives after having notified the Board of Directors in writing according to Clause 5, Article 40 of the Company Charter, but the violator has not ceased the violation or provided solutions to remedy the consequences.

b. The General Director may request to convene a Board of Directors meeting in the following cases:

-When it is deemed that the rights of the General Director as prescribed in Article 35 of the Company Charter are not being exercised;

- When discovering acts of violation of the law or the Company Charter by other enterprise executives appointed by the Board of Directors.

2. Issues requiring the Board of Directors' opinions:

a. Proposing plans for organizational structure and internal management regulations of the Company;

b. Proposing measures to improve production, business activities, and management of the Company; proposing plans for restructuring or handling business losses;

c. Developing and submitting to the Board of Directors for approval: economic-technical norms, unit prices for salaries, bonuses, and internal management regulations; inspecting the implementation of assigned workload norms within the Company;

d. And other contents as prescribed in the Company Charter.

Article 65. The General Director's report to the Board of Directors on the performance of assigned duties and powers

1. Reporting on the status of implementing resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

2. Periodically reporting on a quarterly and annual basis the evaluation of the Company's financial situation and production and business operation status;

3. Reporting on improvements to organizational structure, policies, and management;

4. Reporting on the implementation status of other contents authorized by the Board of Directors and the General Meeting of Shareholders;

5. Performing reports on other issues as requested by the Board of Directors.

Article 66. Reviewing the implementation of resolutions and other authorized matters by the Board of Directors to the General Director

Based on the General Director's report on the performance of assigned duties and powers as prescribed in Article 65 of these Regulations, the Board of Directors shall conduct a review of the implementation results of resolutions and other authorized matters by the Board of Directors to the General Director.

Article 67. Issues the General Director must report, provide information on, and the method of notification to the Board of Directors and the Board of Supervisors

1. Issues the General Director must report, provide information on, and the method of notification to the Board of Directors:

a. When there are proposals for measures to improve the Company's activities and management, the General Director shall send them to the Board of Directors as soon as possible but no later than ten (10) working days before the date that content needs to be decided;

b. The General Director is obligated to notify the Board of Directors of transactions between the company, its subsidiaries, or companies controlled by DamiK Group Joint Stock Company and that member or persons related to that member in accordance with the law;

c. Other contents requiring the Board of Directors' opinion must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

2. Issues the General Director must report, provide information on, and the method of notification to the Board of Supervisors:

a. The General Director is responsible for supporting and coordinating with the Board of Supervisors to ensure the Board of Supervisors properly performs its responsibilities and obligations in accordance with the law and the company charter;

b. Reports from the General Director submitted to the Board of Directors or other documents issued by the company must be sent to the members of the Board of Supervisors at the same time and in the same manner as provided to the members of the Board of Directors;

c. The Board of Directors, members of the Board of Directors, the General Director, and other enterprise executives must provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company at the request of a member of the Board of Supervisors or the Board of Supervisors.

Article 68. Coordination of control, executive, and supervisory activities among members of the Board of Directors, members of the Board of Supervisors, and the General Director according to the specific duties of the aforementioned members

1. Coordination between the Board of Supervisors and the Board of Directors: The Board of Supervisors plays a role in monitoring, coordinating, advising, and providing full, timely, and accurate information. Specifically as follows:

a. Regularly notifying the Board of Directors about operation results and consulting the Board of Directors before submitting reports, conclusions, and proposals to the General Meeting of Shareholders;

b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors (as well as the General Director, internal audit members (if any), and independent auditors) to attend and answer issues of concern to the Board of Supervisors members;

c. Periodic or extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) working days from the end date) sent to the Board of Directors to provide an additional basis to assist the Board of Directors in Company management. Depending on the level and results of the inspection, the Board of Supervisors should discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the right to reserve opinions in the minutes is granted, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d. If the Board of Supervisors discovers acts of violation of the law or the Company Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences;

e. Members of the Board of Supervisors have the right to request notification to the Board of Directors of transactions between the company, its subsidiaries, or companies controlled by DamiK Group Joint Stock Company and that member or persons related to that member in accordance with the law;

f. For proposals related to the Company's operational and financial situation, the Board of Supervisors must send the written proposal and related documents at least fifteen (15) working days before the expected date of receiving a response;

g. Proposal contents to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

2. Coordination between the Board of Supervisors and the General Director: The Board of Supervisors performs inspection and monitoring functions.

a. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (as well as members of the Board of Directors and independent auditors) to attend and answer issues of concern to the Board of Supervisors members;

b. Periodic or extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) working days from the end date) sent to the General Director to provide an additional basis to assist the General Director in Company management. Depending on the level and results of the inspection, the Board of Supervisors should discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the right to

reserve opinions in the minutes is granted, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

c. If the Board of Supervisors discovers acts of violation of the law or the Company Charter by the General Director, the Board of Supervisors shall notify the General Director in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences;

d. Members of the Board of Supervisors have the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the head office or record storage locations;

e. For information and documents on management, business operation administration, business status reports, and financial statements, the Board of Supervisors' written request for provision must be sent to the Company at least forty-eight (48) working hours before the expected time of receiving a response. The Board of Supervisors must not use undisclosed information or Company secrets or disclose them to others to perform related transactions;

f. Proposals regarding measures for amending, supplementing, or improving the organizational structure of management, monitoring, and administration of the Company's business operations by the Board of Supervisors must be sent to the Executive General Director at least seven (07) working days before the expected date of receiving a response.

3. Coordination between the General Director and the Board of Directors: The General Director represents the administration of the Company's activities, ensuring the Company operates continuously and effectively.

a. The General Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of assigned duties and powers and must report to these bodies when requested;

b. When there are proposals for measures to improve the Company's activities and management, the General Director shall send them to the Board of Directors as soon as possible but no later than seven (07) days before the date that content needs to be decided;

c. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or companies controlled by DamiK Group Joint Stock Company and that member or persons related to that member in accordance with the law;

d. Other contents requiring opinions as prescribed in Clause 2, Article 64 of these Regulations must be sent to the Board of Directors at least seven (07) working days before the expected date of receiving a response from the Board of Directors.

Section 2.

Regulations on annual evaluation for reward and disciplinary activities toward members of the Board of Directors, members of the Board of Supervisors, the General Director, and other enterprise executives

Article 69. Regulations on evaluating the performance of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives

1. The Board of Directors is responsible for establishing performance evaluation standards for all individuals who are members of the Board of Directors, the Executive General Director, and other executives.

2. Performance evaluation standards must balance the interests of enterprise executives with the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation are carefully considered and decided upon by the Board of Directors at each specific time. Among these, financial indicators may include: stakeholder interests, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions and tasks, established evaluation standards, and results achieved, the Board of Directors organizes the performance evaluation of the Board of Directors members.

4. The performance evaluation of the Board of Supervisors members is organized and implemented according to the methods mentioned in the organizational and operational structure of the Board of Supervisors.

5. The performance evaluation of other executives is carried out according to internal regulations and may be based on the self-assessment reports of these executives.

Article 70. Rewards

1. Subjects: Individuals subject to the reward regime as prescribed by the Board of Directors.

2. The reward regime for members of the Board of Directors and members of the Board of Supervisors shall be decided by the General Meeting of Shareholders.

3. For other enterprise executives: The funding for bonuses is extracted from the Company's Reward and Welfare Fund and other legal sources. The reward level is based on actual annual business results; the General Director will propose it to the Board of Directors for approval, or submit it to the General Meeting of Shareholders for approval if it exceeds their authority.

Article 71. Discipline

1. The Board of Directors is responsible for building a disciplinary system based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal from office.

2. Members of the Board of Directors, members of the Board of Supervisors, and other enterprise executives who fail to perform their duties with the required honesty, diligence, and prudence shall be personally liable for the damages they cause.

3. Members of the Board of Directors, members of the Board of Supervisors, and other enterprise executives who, while performing their duties, commit acts that violate legal regulations or Company regulations shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company Charter. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation must be paid as prescribed by law.

Chapter VII

AMENDMENTS AND VALIDITY OF INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 72. Amendment to the Internal Regulations on Corporate Governance

The amendment, supplementation, or replacement of the Internal Regulations on corporate governance of the Company shall be reviewed by the Board of Directors and submitted to the General Meeting of Shareholders for approval.

In cases where legal regulations related to the Company's activities have not been updated in the Charter or these Regulations, or in cases where there are new legal regulations different from the terms in these Regulations, those legal regulations shall naturally apply and govern the Company's activities.

Article 73. Implementation validity

These Regulations consist of 7 (seven) Chapters and 73 (seventy-three) Articles and were approved by the General Meeting of Shareholders of DamiK Group Joint Stock Company on April 24, 2026.