

Hà Nội, ngày 24 tháng 6 năm 2021

QUYẾT ĐỊNH

v/v: Ban hành Quy chế hoạt động của Hội đồng quản trị

**HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN TRAPHACO**

Căn cứ Luật Chứng khoán ngày 26 tháng 11 năm 2019;

Căn cứ Luật Doanh nghiệp ngày 17 tháng 6 năm 2020;

Căn cứ Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán;

Căn cứ Thông tư số 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ trưởng Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán;

Căn cứ Điều lệ Công ty cổ phần Traphaco;

Căn cứ Nghị quyết số 34/2021/NQ-ĐHĐCĐ của Đại hội đồng cổ đông ngày 24 tháng 6 năm 2021;

QUYẾT ĐỊNH

Điều 1: Ban hành Quy chế hoạt động của Hội đồng quản trị Công ty cổ phần Traphaco.

Điều 2: Quyết định này có hiệu lực kể từ ngày ký. Các thành viên Hội đồng quản trị, các Tiểu ban trực thuộc Hội đồng quản trị, Ban Kiểm soát, Tổng giám đốc, các cán bộ quản lý do Hội đồng quản trị bổ nhiệm và các đơn vị, cá nhân có liên quan chịu trách nhiệm thi hành Quyết định này./.

**T/M. HỘI ĐỒNG QUẢN TRỊ
PHÓ CHỦ TỊCH**

Nơi nhận:

- Như Điều 2;
- Lưu VT, Vp. HĐQT.



Nguyễn Anh Tuấn

THE OPERATION REGULATION OF THE BOARD OF DIRECTORS

*(issued together with Decision No 35/2021/QĐ-TRA dated June 24th, 2021 of
the Board of Directors of Traphaco JSC)*

Chapter I

GENERAL PROVISIONS

Article 1. Scope and subjects of regulation

1. Scope: The regulation on operation of the Board of Directors (BoD) stipulates the organizational structure regarding personnel, operating principles, rights and obligations of the Board of Directors and members of the Board of Directors, and the relationship between the Board of Directors and the Board of Supervisors (BOS), sub-committees under the Board of Directors, the Board of Management and other managers appointed by the Board of Directors to act in accordance with the provisions of the Law on Enterprises, the Law on Securities, the Company Charter, and Internal Regulation on Corporate Governance and other relevant provisions of the laws.

2. Regulated objects: The Board of Directors, members of the Board of Directors, the Board of Supervisors, the Board of Management, and other managers appointed by the Board of Directors.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors operates on collective responsibility principle. All BoD members are personally responsible for their own works and jointly responsible before the General Assembly of Shareholders (GAS) and the Laws for the Resolutions, Decisions of the Board of Directors for the development of Traphaco.

2. The Board of Directors perform the management functions for the Company in the form of issuing Resolutions, Decisions, and other documents that has been

approved by the Board of Directors. The resolutions and decisions of the Board of Directors have mandatory effect throughout the Traphaco network.

3. The terms used herein shall have the same meanings as defined in the Company Charter of Traphaco.

Article 3. Operational organization of the Board of Directors

1. The Board of Directors is the governing body of Traphaco, responsible before the General Assembly of Shareholders for business operation results of Traphaco, has full authority to decide on behalf of Traphaco all matters relating to the objectives and interests of Traphaco, except for issues subject to the authority of the General Assembly of Shareholders and the Board of Supervisors.

2. The Board of Directors consists of Chairman, Vice Chairman and members of the Board of Directors. The quantity and standards of the Board of Directors members must be in accordance with the provisions of Law and the Company Charter. The Board of Directors establishes sub-committees to assist the Board of Directors. Daily assisting for the Board of Directors is the Chief Governance Officer, the Secretary of the Board of Directors.

3. The Board of Directors approves the resolutions and decisions by complying with the approval of the majority of Board of Directors members (over 50%), except as provided in Section c of Clause 3 and Clause 7 of Article 33 of the Company Charter. Each member of the Board of Directors is one vote. Where the number of votes for and against are equal, the vote of the Chairperson will be the decision vote.

4. In case a resolution or decision approved by the Board of Directors is contrary to the provisions of law, the resolution of the General Assembly of Shareholders, or the Company Charter, causing damage to the Company, the members who approve of such resolution or decision must jointly bear personal responsibility for such resolution or decision and must compensate the Company for any damage; members who object to the approval such resolution or decision are exempt from responsibility. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or annul the aforesaid resolution or decision.

5. The Board of Directors has regular meetings and extraordinary meetings when necessary in accordance with the provisions of Article 30 of the Company Charter.

6. The Board of Directors employs the executive apparatus, the resources, and the seal of the Company to perform their duties.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial status and operation of the Company, its subsidiaries and units within Company, and the following rights:

- a) To attend the meetings of the Board of Directors; To discuss, provide opinions, and vote on the issues raised in the BoD's meetings. All matters regarding meeting and voting at the meetings of the Board of Directors should be in accordance with Article 30 of the Company Charter.
- b) To proactively perform tasks as assigned by the Board of Directors and the resolutions or decisions of the General Assembly of Shareholders or the Board of Directors.
- c) Together with other BoD members to actively manage the Company in accordance with the law, the Charter and resolutions of the General Assembly of Shareholders.
- d) A BoD member may be appointed as a representative and concurrently the administrator and executive at firms that the Company have capital contribution;
- e) Each BoD member is in charge of some work scopes as assigned by the Board of Directors and shall report to the Board of Directors on the results of the work that have been assigned. Each BoD member when performing tasks assigned by the Board of Directors shall be entitled to request the Company to provide necessary resources. The BoD members directly execute their duties as assigned by the Board of Directors, are not allowed to authorize the work to others (This does not include the case where a BoD member authorizes another person to attend a BoD meeting);
- f) BoD members may be paid all travel, accommodation, meals expenses and other reasonable expenses that they have to pay when performing their

duties, including expenses incurred in attending the General Assembly of Shareholders, meetings of the Board of Directors, and sub-committees meetings.

g) BoD members have the right to request the CEO, Deputy CEO, and other managers appointed by the Board of Directors in the Company and its subsidiaries to provide information and documents on the financial status and operation of the Company, its subsidiaries, and units within the Company. The managers and units who receive the request must provide complete and accurate information and documents in a timely manner to that BoD member and ensure the compliance with current regulations on information security of the Company;

h) BoD members are entitled to attend meetings of the Company;

i) BoD members may contact the investors, and provide published information to investors. Personally responsible for the information provided.

2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:

a) BoD members perform their duties honestly, prudently in the best interests of Shareholders and the Company.

b) To attend all meetings of the Board of Directors and provide opinions on the issues discussed;

c) To timely and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies and other organizations;

d) To report to the Board of Directors at the latest meeting transactions between the Company, its subsidiaries, and other companies in which the Company holds control over 50% or more of the charter capital with members of the Board of Directors and related persons of that member; transactions between the Company and the company in which a member of the Board of Directors is a founding member or company executive during the last 03 years before the transaction date;

e) To disclose information for trading shares of the Company in accordance with the law.

3. Independent member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

Article 5. The right of members of the Board of Directors to be provided information

1. Members of the Board of Directors have the right to request the CEO, Deputy CEO, and other managers appointed by the Board of Directors in the Company and its subsidiaries to provide information and documents on the financial status and operation of the Company, its subsidiaries, and units within the Company.
2. The managers and units who receive the request must provide complete and accurate information and documents in a timely manner to that BoD member and ensure the compliance with current regulations on information security of the Company;
3. All members of the Board of Directors, the Board of Supervisors and the CEO are entitled to receive all the Resolutions, Decisions and documents that the Board of Directors issued. The Chief Governance Officer is responsible for sending the above documents to the above recipients and communicate on matters that they concern.
4. The Board of Supervisors and the CEO are responsible for providing the Regulations, Decisions, and other documents signed by them related to the general operation of the Company to the Board of Directors.

Article 6. Term of office and number of members of the Board of Directors

1. The number of members of the Board of Directors shall be at least five (05) and at most eleven (11).
2. The term of office of members of the Board of Directors shall not exceed five (05) years. A member of the Board of Directors may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms. The number of independent members must account for at least one third (1/3) of the total number of members of the Board of Directors (odds to be round down).
3. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the position.

Article 7. Criteria and Conditions to be member of the Board of Directors

1. Members of the Board of Directors must meet the following criteria and conditions:

- a) Not subject to the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Have professional qualifications and experience in business management or in field, industry, business sector of the Company and not necessarily need to be a shareholder of the Company;
- c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;
- d) Other criteria and conditions according to the provisions of the Law on Enterprises, the Law on Securities, and guidelines documents.

2. Independent members of the Board of Directors must meet the following criteria and conditions:

- a) Not being a person working for the Company, parent company or a subsidiaries of the Company; not a person who has worked for the Company, parent company, or its subsidiaries for at least 03 years before;
- b) Not being a person receiving salaries or remuneration from the Company, except for the allowances that members of the Board of Directors are entitled to as prescribed;
- c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological brother/sister are a major shareholder of the Company; a manager of the Company or a subsidiary of the Company;
- d) Not being a person directly or indirectly owning at least 01% of the total number of voting shares of the Company;
- e) Not a person who used to be a member of the Board of Directors, Board of Supervisors of the Company for at least 05 years before, except for the case of being appointed continuously for 02 consecutive terms.

3. Independent members of the Board of Directors must notify the Board of Directors in case they no longer fully meet the criteria and conditions specified in Clause 2 of this Article and automatically cease to be independent members of the Board of Directors from the date on which they do not fully meet the criteria and conditions. The Board of Directors must notify in case the independent member of the Board of Directors no longer fully meets the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

Article 8. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected and dismissed from among the members of the Board of Directors. The Chairperson is the one to bear the overall responsibility for all the work of the Board of Directors, assign tasks to the BoD members, and perform the work of the Board of Directors as defined in the Company Charter and this Regulation. In case of absence, the Chairperson shall authorize the Vice Chairperson or a member of the Board of Directors for the work of the Board of Directors.

2. Chairperson of the Board of Directors must not concurrently hold the position of CEO.

3. In addition to the rights and duties prescribed in the Law on Enterprises, the Law on Securities and the Company Charter, the Chairperson of the Board of Directors has the following rights and obligations:

- a) To prepare annual or arising operational plans and programs according to work requirements for the Board of Directors;
- b) To organize the preparation of agenda, contents and documents for the meeting; convene, lead and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors. To sign resolutions, decisions and documents under the authority of the Board of Directors based on resolutions that have been approved by the Board or have been authorized to the Chairperson by the Board of Directors;
- d) To organize the implementation of the resolutions and decisions of the Board of Directors, assign works to the sub-committee and BoD members to implement and monitor the process of application of those resolutions and decisions;
- e) To convene and chair the General Meeting of Shareholders on behalf of the Board of Directors;
- f) To make decision on the matters when authorized by the Board of Directors;
- g) Depending on the content and nature of the meeting, the Chairperson may invite the people who are not BoD members to attend the meeting. That person may attend the meeting and may participate in providing opinions, but have no voting rights;
- h) Be Standing member to settle the matters under the jurisdiction of the Board of Directors which is authorized by the Board of Directors and other

contents of the Resolution, Decisions, and other documents of the Board of Directors;

i) Be Standing member to direct and supervise the Board of Management and other managers appointed by the Board of Directors in the Company and its subsidiaries in the process of implementation and compliance with the Regulations, Resolutions, Decisions and other documents of the Board of Directors;

j) To convene and chair meetings with the Sub-committees, the Board of Management and other managers appointed by the Board of Directors in the Company and its subsidiaries to direct the implementation of Resolutions, Decisions and other documents of the Board of Directors when necessary;

k) To request, push, and urge individuals and units to perform tasks related to the rights and duties of the BoD members;

l) To approve the payment for the expenses of BoD members under the provisions of Clause 10 of Article 28 of the Company Charter and the expenses related to the operation of the Board of Directors;

m) To sign certificates of shareholders equity, documents related to capital, ownership, and other documents under the authority of the Board of Directors to submit to the authorities;

n) To perform IR activities. Be a Standing member to resolve shareholders' issues, make contact with shareholders and investors;

o) The Chairperson of the Board of Directors is the Company's spokesperson.

4. In case both the Chairperson and the Vice Chairperson of the Board of Directors resign or are dismissed, the Board of Directors must elect a replacement(s) within ten (10) days from the date of resignation or dismissal. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles specified in the Company Charter. In case there is no authorized person or the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment, or compulsory education institution, has fled from their place of residence, is restricted or has lost their civil act capacity, has difficulties in cognition or behavior control, is banned by the Court from holding certain posts, practicing certain professions or doing certain jobs then the remaining members elect one of the members to hold the position of Chairperson of the Board of Directors following the majority

principle of remaining members until a new decision of the Board of Directors is issued.

Article 9. Vice Chairperson of the Board of Directors

The Vice Chairperson exercises rights and duties as stipulated in the Company Charter, the provisions of Article 3 of this Regulation, as assigned by the Board of Directors and authorized by the Chairperson of the Board of Directors. Specifically, the Vice Chairperson of Board of Directors has the following rights and duties:

- a) To organize the preparation of agenda, contents and documents for the meeting; to convene, lead and chair meetings of the Board of Directors;
- b) To be a Standing member to settle the matter under the jurisdiction of the Board of Directors which is authorized by the Board of Directors and in the contents of the Resolutions, Decisions, and other documents of the Board of Directors;
- c) To be a Standing member to direct and supervise the Board of Management and other managers appointed by the Board of Directors in the Company and its subsidiaries in the implementation and compliance with Regulations, Resolutions, Decisions and other documents of the Board of Directors;
- d) To convene and chair meetings with the Sub-committees, the Board of Management and other managers appointed by the Board of Directors in the Company and its subsidiaries to direct the implementation of Resolutions, Decisions and other documents of the Board of Directors when necessary;
- e) To approve the payment for the expenses of BoD members under the provisions of Clause 10 of Article 28 of Company Charter and the expenses related to the operation of the Board of Directors;
- f) To sign certificates of shareholders equity, documents related to capital, ownership, and other documents under the authority of the Board of Directors to submit to the authorities;
- g) To perform IR activities. Be a Standing member to resolve shareholders' issues, make contact with shareholders and investors;
- h) Other rights and duties as assigned by the Board of Directors and as authorized by the Chairperson of the Board of Directors.

Article 10. Dismissal, replacement, and appointment of members from/to the Board of Directors

1. The General Assembly of Shareholders dismisses a member of the Board of Directors in the following cases:

a) Such member does not meet the criteria and conditions for being member of the Board of Directors in accordance with the provisions of the Law on Enterprises, Law on Securities or being prohibited by law from acting as a member of the Board of Directors;

b) That member sends a written request to resign to the Head office of the Company;

c) That member is mentally disturbed and other members of the Board of Directors has professional evidence that he or she is no longer capable of acting;

d) That member is absent from meetings of the Board of Directors continuously for six (06) months, and during that time period, the Board of Directors does not allow the member to be absent and has ruled that the position of this person is vacant, except in case of force majeure;

2. When deeming necessary, the General Assembly of Shareholders decides to replace members of the Board of Directors; dismiss members of the Board of Directors other than the case specified in Clause 1 of this Article.

3. 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) When the number of remaining members of the Board of Directors is less than the minimum number of members required by law or is reduced by more than one third (1/3) of the total number of members of the Board of Directors for that term. In this case, the Board of Directors must convene a General Meeting of Shareholders within 30 days;

b) The number of independent members of the Board of Directors is reduced to less than the ratio specified in point b, clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified at points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed at the nearest meeting.

Article 11. Methods of election, dismissal and removal of members of the Board of Directors

1. A shareholder or group of shareholders owning 5% or more of the total number of common shares has the right to nominate people to the Board of Directors. Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the formation prior to the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (01) candidate; Between 10% and under 25% may nominate up to two (02) candidates; Between 25% and under 35% may nominate up to three (03) candidates; Between 35% and under 51% may nominate up to four (04) candidates; Between 51% and under 65% may nominate up to five (05) candidates; Between 65% and under 75%, may nominate up to six (06) candidates; 75% or more may nominate all of the candidates corresponding to the number of Board members to be elected. The nomination of a person to the Board of Directors shall be as follows:

a) Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the formation prior to the opening of the General Meeting of Shareholders.

b) Based on the number of members of the Board of Directors, a shareholder or a group of shareholders specified in this Clause is entitled to nominate one or several people under the decision of the General Meeting of Shareholders as candidate for Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates to be members of the Board of Directors is still insufficient, the current Board of Directors may nominate more candidates or calls for nominations following a mechanism prescribed in the Company's regulation. The nomination mechanism or the procedures by which the current Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Assembly of Shareholders prior to any nomination.

3. The voting to appoint members of the Board of Directors must be conducted by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board of Directors and shareholders are entitled to allocate all or part of their total number of votes to one or more

candidates. The elected members to the Board of Directors are determined by the number of votes cast from high to low, starting from the candidate with the highest number of votes until there are enough members in accordance with the Company Charter. In case there are two or more candidates with the same number of votes for the last member of the Board of Directors, candidates with the same number of votes will be re-elected or selected by the criteria of the election regulation or of the Company Charter.

4. The election and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by the principle of voting.

Article 12. Announcement of election, dismissal and removal of members of the Board of Directors

1. In case the candidate has been identified in advance, the Company must disclose information related to the candidates for the Board of Directors at least 10 days before the date of the General Meeting of Shareholders on the website of the Company for shareholders to have information regarding these candidates before voting. These candidates for Board of Directors must have a written commitment on the truthfulness, accuracy and validity of the disclosed personal information and must pledge to perform honestly and prudently for the benefit of the Company if they are elected to be members of the Board of Directors. Information regarding candidates to be announced must include at least the following contents:

- a) Full name, date of birth;
- b) Academic level;
- b) Qualification;
- b) Employment history;
- e) Companies in which the candidate holds the position of member of the Board of Directors and other management positions;
- f) An evaluation report on the candidate's contribution to the Company, if the candidate is currently a member of the Board of Directors of the Company;
- g) Interests related to the Company and its related parties (if any);
- h) Name of the shareholder or group of shareholders nominating the candidate (if any);
- i) Other information (if any).

2. The announcement regarding results of election and dismissal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

Chapter III

THE BOARD OF DIRECTORS

Article 13. Rights and Duties of the Board of Directors

1. Business activities and works of the Company must be managed or directed by the Board of Directors. The Board of Directors is empowered to exercise all the rights in the name of the Company except for the authority vested in the General Assembly of Shareholders.

2. The Board of Directors is responsible for supervising the CEO, Deputy CEO, and other managers appointed by the Board of Directors in the Company and its subsidiaries. The Board of Directors shall review the regulation of operation of the Board of Management; Issue the indicators for performance review of the Board of Management and other managers appointed by the Board of Directors; Supervise and direct the Board of Management and other managers to exercise the resolutions and decisions of the General Assembly of Shareholders and the Board of Directors; Evaluate the performance of the CEO, member of the Board of Management and other managers appointed by the Board of Directors at least twice a year. The Board of Directors shall determine the specific supervision responsibilities for the Sub-committee that suit their respective fields. The Board of Directors can suspend the decision of the CEO if the Board of Directors consider it is unlawful, violation of the Company Charter, violation of resolutions and regulations of the Board of Directors.

3. The rights and obligations of the Board of Directors are determined by the law, the Charter, the internal regulations of the Company and the resolution of the General Assembly of Shareholders. Specifically, the Board of Directors has the following rights and duties:

- a) To make decisions on the annual plan for development of production and business and the annual budget of the Company, and its subsidiaries; credit limit at banks;
- b) To identify operational objectives on the basis of strategic objectives approved by the General Assembly of Shareholders;

- c) To appoint and dismiss managers of the Company at the proposal of the CEO or the Board of Directors and decide their salary;
- d) To propose the organizational structure of the Company;
- e) To decide the location of the Headquarter of the Company;
- f) To settle the Company's complaints toward the managers and select the representatives of the Company to solve the issues related to the legal proceedings against that officers;
- g) To propose types of shares that may be issued and the total number of shares issued in each category;
- h) To decide the issue of bonds, convertible bonds and warrants that allow holders to buy shares at a predetermined price;
- i) To decide the offering prices of bonds, shares and convertible securities;
- j) To decide the appointment, dismissal or removal of CEO, managers or representatives of the Company when the Board of Directors thinks it is in the interests of the Company;
- k) To propose the annual dividend and determine the dividend's advance amount; organize the payment of dividends;
- l) To propose the reorganization or dissolution of the Company;
- m) To modify the equity capital in Clause 2 Article 6 after the Company has completed the capital change approved by the General Assembly of Shareholders in accordance with the provisions of law;
- n) To decide the allocation for funds under the jurisdiction and the use of such funds in accordance with the Resolutions of the General Assembly of Shareholders;
- o) To issue regulations, provisions on internal controls related to organization, management and business operations of the Company in accordance with the provisions of the Law and the Company Charter, except for matters under the authority of the General Assembly of Shareholders and the Board of Supervisors;
- p) To issue appropriate form of documents to authorize the CEO to exercise the rights and obligations of the Board of Directors under the provisions of the Company Charter when necessary;
- q) To review, approve and publish the annual report and bi-annual/annual financial statements of the Company as prescribed by law;

- r) The Board of Directors has a responsibility to prepare the report on corporate governance and submit to the Annual General Meeting;
- s) To sign labor contracts, make decisions on overseas business trips for members of the Board of Directors, Board of Management, and Chief Accountant. Decision on overseas business trips for other managers appointed by the Board of Directors;
- t) The Board of Directors is responsible for approving the announcing and publishing of important events;
- u) The Board of Directors shall consider the contents discussed and voted at the meetings of General Assembly of Shareholders, the Board of Directors of the subsidiaries; and decide to give opinions when necessary, specifically including the following issues:
- Strategy, medium-term development plan and annual business plan of the company;
 - Type and total number of shares to be offered for sale of each type.
 - Selling unsold shares within the number of shares authorized to be offered for sale of each type; decide to raise additional capital in other forms;
 - Selling price of shares and bonds of the company;
 - Repurchasing shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - Investment plans and investment projects as prescribed by law;
 - Solutions for market development, marketing and technology;
 - Elect, dismiss or remove members of the Board of Directors, Members' Council, Board of Supervisors; appoint, dismiss, sign contracts, terminate contracts with Director (General Director) and other important management officers as prescribed in the company's charter;
 - Organizational structure, internal management regulations of the company;
 - The contribution of capital, purchase of shares of other enterprises;
 - Other issues under the authority of the Board of Directors, the General Assembly of Shareholders of the subsidiary if deemed necessary for the benefits of Traphaco.

4. The following issues must be approved by the Board of Directors:

- a) Establishment and dissolution of branches, representative offices and departments/units of the Company;
- b) Establishment and dissolution of subsidiaries of the Company;
- c) To the extent provided in Clause 2, Article 153 of the Law on Enterprises and except for the case stipulated in Clause 3, Article 167 of the Law on Enterprises that must be approved by the General Assembly of Shareholders,

the Board of Directors, depending on each case, shall decide the implementation, amendment and cancellation of major contracts of the Company (including purchase, sale, merger, acquisition and joint venture contracts);

- d) Assignment and dismissal the Company's trade representatives and Lawyers;
- e) The bank loans and other decisions on all the matters related to the Company's mortgages, assurance, guarantees and compensation; including the issuance of non-convertible bonds with a value of less than 20% of the total assets recorded in the most recent financial statements of the Company;
- f) Capital contribution, purchase of shares of other companies established in Vietnam or abroad, or sale of shares or capital of the Company in other companies with value less than 35% of the total value of assets stated in the Company's latest financial statements;
- g) The estimation for the value of the non-cash assets contributed to the Company concerning the issue of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how and other assets that are allowed to contribute in line with the provisions of law and the Charter;
- h) Decision of the sale, disposal or transfer of assets with a value equal to or less than ten percent (10%) of the total assets as recorded in the most recent financial statements of the Company ("Limited Transaction") excludes the sale, liquidation or transfer related to the financial investment activities and is conducted within the framework of the normal activities of the Company;
- i) The Company purchases or withdraws no more than 10% of each type of shares offered for sale within twelve (12) months;
- j) Determination of the purchase price or withdrawal of shares of the Company. With respect to ordinary shares, the repurchase price shall not be higher than the market price at the time of redemption, except for the re-purchase of shares of each shareholder corresponding to the proportion of their shares in the Company. For other types of shares, the redemption price shall be decided by the Board of Directors or other prices agreed upon between the Company and shareholders;
- k) Decide the appointment, re-appointment, rotation, transfer, dismissal, resignation of managers;
- l) Decision on long-term human resources development plan; discovery, selection, training and fostering of managers;

- m) The business or transaction decisions by the Board that need to be approved within the scope of their powers and responsibilities;
- n) Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Company Charter, the Resolution of the General Assembly of Shareholders, and this Regulation.

Article 14. Duties and powers of the Board of Directors in approving and signing transaction contracts with related parties

1. The Board of Directors approves contracts, transactions with a value less than 20% or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction with a value of less than 20% of the total value of assets recorded in the most recent financial statement between the Company and one of the following entities:

- a) Members of the Board of Directors, members of the Board of Supervisors, the CEO, other managers and related persons of these entities;
- b) Shareholders, authorized representatives of shareholders owning more than 10% of the common shares of the Company and their related parties;
- c) Enterprises who are subject to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. When the Company's representative signs a contract or transaction, must inform the members of Board of Directors, member of Board of Supervisors information regarding related entities in such contract and transaction; and simultaneously submit a draft contract or the major contents of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 07 working days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

3. The Board of Directors authorizes the CEO to decide on transactions, contracts under the jurisdiction of the Board of Directors referred to in paragraph 1 of this Article, but the total value of the contract, transaction shall be under VND 5 billion/year, except cases doing transaction with the CEO himself or the related person of the CEO. For the contracts or transactions exceed this limit, must report and submit to the Board of Directors for approval.

Article 15. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

1. The Board of Directors convenes extraordinary shareholders' general meeting in the following cases:

- a) The Board of Directors considers it is necessary for the benefit of the Company;
- b) The annual balance sheet, the six (6) month or quarterly reports or audited reports of the fiscal year reflects an equity loss by half (1/2) from the beginning of the period;
- c) When the number of members of the Board of Directors, the Board of Supervisors is less than the minimum number of members required by law or is reduced by more than one third (1/3) of the total number of members of the Board of Directors or the Board of Supervisors for that term;
- d) At the request of a shareholder or group of shareholders specified in Clause 3, Article 12 of the Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, signed by all relevant shareholders, or the written request made into several copies and gathered in full signatures of the relevant shareholders;
- e) The Board of Supervisors shall convene the meeting if the Board of Supervisors has reason to believe that the members of the Board of Directors or the managerial officers have seriously violated the Law on Enterprises or the Board of Directors acts or intends to take action outside their scope of power;
- f) Other cases prescribed by law and the Company Charter.

2. Convene an Extraordinary General Meeting of Shareholders

The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed in the Company Charter or receiving a request specified at points d and e, Clause 1 of this Article;

3. The person who convenes the General Meeting of Shareholders must perform the following tasks:

- a) To prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders based on the register of shareholders of the Company, and disclose information regarding shareholders who are eligible to attend the meeting at least 20 days before the final registration date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be

made no more than ten (10) days prior to the date of sending invitation letters to the meeting;

- b) Provide information and resolving complaints related to the list of shareholders;
- c) Determine the time and venue of the meeting;
- d) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting in accordance with the provisions of the Law on Enterprises and the Company Charter;
- e) Prepare agenda and contents of the meeting;
- f) Prepare the documents for the meeting;
- g) Draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting; list and details of candidates in case of election for members of the Board of Directors, or the Board of Supervisors;
- h) Other works for the meeting.

Article 16. Supporting sub-committees under Board of Directors

1. The Board of Directors may set up and authorize the sub-committees under the Board of Directors. Members of the sub-committees may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In the process of implementation of mandated powers, the sub-committees must comply with the regulations set out by the Board of Directors. These regulations can adjust or allow the admission of persons who are not members of the Board of Directors into the sub-committees and allow them to vote as a member of the sub-committee, but must ensure that (a) the number of external members is less than a half of the total members of such sub-committee, and (b) the resolutions of the sub-committee is valid only if the majority of members attending and voting at the meeting are the members of the Board of Directors.

2. Each Sub-committee will develop its internal regulations and submits to the Board of Directors for issuance, in which, specifying the powers, responsibilities and tasks of the Sub-committee and each member of the Sub-committee.

3. The Head of the Sub-committee may not be a member of the Board of Directors. Head of the Sub-committee and members are appointed or dismissed by the Board of Directors at the request of the Chairperson. The Sub-committees are responsible for advising, consulting, making proposals, preparation of

relevant issues at the BoD meeting and presents their opinions and proposals to the Board of Directors.

4. The Board of Directors establish 04 Sub-committees under the Board of Directors including: Human Resources & Remuneration Sub-committee, Development Policy Sub-committee, Audit Sub-committee, Non-herbal Sub-committee (Functions and duties of the Sub-committees under the Board of Directors are approved by the Board of Directors, in accordance with the Company's Charter and relevant laws, may be adjusted by the official resolution of the Board of Directors). In addition to these Sub-committees, the Board of Directors may establish other specialized sub-committees as needed or as decided by the General Assembly of Shareholders.

5. Activities of the Sub-committee must comply with the regulations of the Board of Directors. Resolutions of the Sub-committees shall only take effect when a majority of members attend and vote for approval at the meeting of the Sub-committees.

6. The implementation of decisions of the Board of Directors, or of the Sub-committees under the Board of Directors must be in accordance with the current legal provisions and the provisions of the Company Charter, Internal Regulations on Corporate Governance.

Article 17. Chief Governance Officer

1. The Board of Directors appoints at least one (01) person to be Chief Governance Officer to effectively facilitate its operation and performance.

2. The term, criteria, rights and obligations of the Chief Governance Officer are as prescribed in Article 34 of the Company Charter. Specifically, the Chief Governance Officer has the following rights and obligations:

a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related business between the Company and shareholders;

b) To prepare meetings of the Board of Directors, Board of Supervisors and General Assembly of Shareholders at the request of the Board of Directors or Board of Supervisors;

c) To advice on the procedures of the meetings;

d) To attend meetings;

e) To advise on procedures of making resolutions and decisions of the Board of Directors in accordance with the provisions of law;

- f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and Board of Supervisors;
- g) To supervise and inform to the Board of Directors about the disclosure of information of the Company;
- h) To keep confidentiality of information in accordance with the provisions of law and the Company Charter;
- i) To create, manage the shareholder registry; receive and guide, explain to the shareholders the issues concerning interest of the shareholders;
- j) To make report on the situation of the shareholders to be submitted to the authorized persons to sign and submit to the State agencies as prescribed by law;
- k) To be a contact point that provide shareholders, investors, members of the Board of Directors, Board of Supervisors, the managers of the Company with information regarding the operations of the Company, the implementation of the resolutions, decisions and policies of the Board of Directors. To ensure communication, working relationships between the members of the Board of Directors, the Board of Supervisors and the Board of Management;
- l) To perform specialized functions to serve the works of the supporting Sub-committees under the Board of Directors as assigned by the Board of Directors;
- m) To perform other duties as assigned by the Chairperson;
- n) On behalf of the Chairperson to announce the content that has been allowed by the Chairperson;
- o) Other rights and obligations as prescribed by the Law on Securities, Decree 155/2020/NĐ-CP, relevant laws and the Company Charter.

Article 18. Secretary to the Board of Directors

When deeming necessary, the Board of Directors decides to appoint the Secretary to the Board of Directors. The Secretary to the Board of Directors is a person in charge of assisting the Board of Directors, acting at the direct request and direction of the Chairperson of the Board of Directors. The Secretary to the Board of Directors has the rights and obligations as prescribed in Article 156, the Law on Enterprises, specifically as follows:

- a) To assist in convening the General Meeting of Shareholders and meetings of the Board of Directors; record meeting minutes;
- b) To support members of the Board of Directors in performing their assigned rights and obligations;

- c) To support the Board of Directors in applying and implementing corporate governance principles;
- d) To support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; comply with the obligations to provide information, publicize information and administrative procedures;
- e) To draft resolutions, decisions and documents as assigned by the Board of Directors;
- f) To perform specialized functions to support the works of the supporting Sub-committees under the Board of Directors as assigned by the Board of Directors;
- g) To perform other duties as assigned by the Chairperson;

Chapter IV

MEETING OF THE BOARD OF DIRECTORS

Article 19. Mode of operation of the Board of Directors

1. The mode of operation of the Board of Directors is in accordance with the provisions of the Company Charter. The Board of Directors organize regular meeting at least once every quarter to consider and decide on matters within the authority and responsibilities of the Board of Directors as specified in the Company Charter. Specific time of the meeting is decided by the Convener of BoD meeting and be notified to the BoD members 5 working days in advance.
2. The Board of Directors may convene extraordinary meetings to solve unexpected, urgent problems under the conditions stipulated in the Company Charter.
3. When there is a need to decide the matter within the authority of the Board of Directors but it is not necessary to convene an extraordinary meeting, the Chairperson may consult the members in the form of writing or by email. The members have the responsibility to respond in a timely manner as requested by the Chairperson. Within that time window, if a member does not provide opinion to the Chairperson, the Chairperson shall base on the collected comments to make a decision, the members who have no comments would have to abide by the decision of the Board of Directors.
4. All regular or extraordinary meetings must have a prepared agenda in advance, the meeting Convener shall base on the purpose of the meeting to

assign the BoD members, Sub-committees or units to prepare the content material for the meeting.

5. The contents and documents for the meeting must be sent to the participants at least 5 working days in advance for regular meetings.

6. Contents and conclusions of meetings of the Board of Directors must be recorded in meeting minutes. Minutes of meetings of the Board of Directors shall be made in Vietnamese and must be signed by all members of the Board of Directors attending the meeting or Minutes shall be made in a number of copies and each signed by at least one (01) member of the Board of Directors (in case of collecting written opinions of the Board of Directors). Board members may reserve his/her opinion, but would have to carry out the effective Resolution, Decision of the meeting.

Article 20. Meeting of the Board Of Directors

1. In cases where the Board of Directors elects the Chairperson, the first meeting of the BoD term to elect the Chairperson and issue other decisions within its authority must be conducted within seven (07) working days from the date of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In cases where more than one (01) member has the highest and equal number of votes, the members shall elect one (1) of them to convene a meeting of the Board of Directors.

2. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) The CEO or at least five (05) other managers;
- b) At least two (02) members of the Board of Directors;
- c) Chairperson of the Board of Directors;
- d) Majority members of the Board of Supervisors;
- e) At least 01 independent member of the Board of Directors.

3. The proposal specified in Clause 2 of this Article must be made in writing, in which clearly stating the purposes, issues to be discussed and decisions within the authority of the Board of Directors.

4. The BoD Chairperson must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 2 of this Article. In case of failure to convene a meeting of the Board of Directors at the request, the Chairperson of the Board of Directors shall be responsible for any damage caused to the Company; the proposers have the right

- in replacement for the Board of Directors - to convene a meeting of the Board of Directors.

5. In case of independent auditors' requests, the Chairperson must convene a meeting of the Board of Directors to discuss the audit report and the status of the Company.

6. The notice of the meeting of the Board of Directors must be sent in advance to the members of the Board of Directors at least five (05) working days prior to the date of the meeting by the Chairperson or the person who convenes the meeting. The BoD members may refuse to attend in writing and this refusal may be retroactive. The notice of the meeting of the Board of Directors must be in writing in Vietnamese and must specify the agenda, time and place of the meeting, together with necessary documents on issues to be discussed and voted on and the votes for the BoD members who cannot attend the meeting.

The meeting announcement may be sent by post, fax, email or other means, but must ensure that the notice must be sent to the registered address of each member of the Board of Directors.

7. Chairperson of the Board of Directors or the person convenes the meeting shall send a notice of meeting and the accompanying documents to the Board of Supervisors members the same as to the members of the Board of Directors. The Board of Supervisors members shall have the right to attend the meetings of the Board of Directors; have the right to discuss, but not to vote.

8. The first meeting of the Board of Directors shall be conducted only when there are at least three quarters (3/4) of the BoD members present in person or through their representatives (authorized persons).

In case of insufficient number of members attending the meeting as prescribed, the meeting must be re-convened within seven (07) days from the planned date of the first meeting. A re-convening meeting shall be conducted if more than half (1/2) of the Board members attend the meeting.

9. Members of the Board of Directors are considered present and voted at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through an online conference or other similar form according to Clause 13, Article 30 of the Company Charter;

d) Send votes to the meeting by mail, fax, email;

10. In case of sending votes to the meeting via mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Convener of the meeting of the Board of Directors at least 1 hour before the opening. The votes can only be opened in the presence of all participants.

11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.

Article 21. Minutes of Meeting of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, written down and stored in other electronic forms. Minutes must be made in Vietnamese and may also be made in a foreign language, including the following principal contents:

a) Name, address of the head office, enterprise code number;

b) Time and place of the meeting;

c) Purpose, agenda and contents of the meeting;

d) Full name of each member attending the meeting or the person authorized to attend the meeting and how to attend the meeting; full names of members not attending the meeting and reasons;

e) Issues discussed and voted on at the meeting;

f) Summary of opinions expressed by each member attending the meeting according to the order of events at the meeting;

g) Voting results, clearly stating the members who agree, disagree and make no comment;

h) The issue which has been passed and the corresponding rate of approval;

i) Full names and signatures of all members of the Board of Directors attending the meeting, except for the case specified in Clause 2 of this Article.

2. In case the Chairperson, the person taking the minutes refuses to sign the meeting minutes but if all other members of the Board of Directors attend the meeting sign and have all the contents as prescribed at points a, b, c, d, e, f, g and h, Clause 1 of this Article, this minutes shall take effect.

3. The Chairperson, the person recording the minutes and the people signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of meeting of the Board of Directors.

4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's Head Office.

5. Minutes made in Vietnamese and in foreign languages have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

CHAPTER V

REPORT, DISCLOSURE OF RELATED BENEFITS

Article 22. Annual report for submission

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Report on business results of the Company;
- b) Business plan for the next year of the Company;
- c) The financial statements;
- d) Report on the governance and activities of the Board of Directors;
- e) Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the CEO;
- f) Self-assessment report on operation results of the Board of Supervisors.

2. The report specified at Points a, b, c, d, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 10 days before the opening date of the Annual General Meeting of Shareholders.

3. The report specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the Head Office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who own shares of the Company continuously for at least 01 year have the right to directly review the report specified in this Article or together with a lawyer, accountant or auditor with a practicing certificate to review reports stipulated in this Article.

Article 23. Remuneration, bonus and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonus to members of the Board of Directors according to business results and performance.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Remuneration for work is calculated according to the number of working days required to complete the duties of the members of the Board of Directors and the remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of consensus approval. The total remuneration of the Board of Directors is decided by the General Assembly of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is paid once a quarter, included in the Company's business expenses in accordance with the law on corporate income tax, and shown in a separate section in the annual financial statements of the Company and must be reported to the Annual General Meeting of Shareholders.
4. The Board of Directors members can be rewarded for their achievements and contribution to the development of the Company. Bonuses is taken from the the Company's general reward fund.
5. A member of the Board of Directors who holds executive positions (including the Chairperson or Vice Chairperson), or members of the Board of Directors who work in sub-committees under the Board of Directors, or performs other works which in the opinion of the Board of Directors is outside the scope of normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a remuneration package for each time, wages, commissions, percentage of profit, or any other form as decided by the Board of Directors.
6. Members of the Board of Directors may be paid all travel, accommodation, meals expenses and other reasonable expenses that they have to pay when performing their duties, including expenses incurred in attending General Meetings of Shareholders, Board of Directors meetings, and sub-committees meetings.
7. Members of the Board of Directors may be entitled to get a liability insurance by the Company after approval of the General Assembly of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Company Charter.
8. The remuneration of the member of the Board is defined with the following principles:

- Competitive within reasonable limits.
 - Balance between the remuneration of executive and non-executive members of the Board of Directors;
 - The remuneration of the independent members is higher than other non-executive members;
 - The remuneration of other non-executive members is equal;
- Structure of a specific remuneration includes:
- A fixed remuneration;
 - An amount of remuneration for works in the Sub-committees under the Board of Directors;
 - The remuneration for additional responsibilities, such as the role of Chairperson, Vice Chairperson of the Board of Directors, or the Head of a sub-committee under the Board of Directors.
- HR & Remuneration Sub-committee is responsible for preparing the remuneration.

Article 24. Disclosure of related benefits

1. Members of the Board of Directors of the Company must disclose related interests in accordance with the provisions of the Law on Enterprises, Law on Securities, and relevant legal documents, including:
 - a) Name of enterprise, business identification number, address of headquarters, business lines of the enterprise in which they own the contributed capital or shares; ratio and time of ownership of such contributed capital or shares;
 - b) Name of enterprise, business identification number, address of headquarters, business lines of the enterprise in which their related parties jointly own or solely own equity or shares more than 10% of charter capital.
2. Members of the Board of Directors are responsible for declaring the list of related persons as prescribed in Clause 23, Article 4 of the Law on Enterprise and Clause 46, Article 4 of the Law on Securities;
3. The declaration in paragraph 1 and 2 of this Article must be done biannually in January and July every year; and when related benefits arise, the declaration must be done within 07 working days from the date of arising; the amendments and supplements must be notified to the company within 07 working days from the date of respective amendment and supplement;

4. Members of the Board of Directors in their own name or in the name of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and only perform such work when getting approval by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income from such activities belongs to the Company.

Chapter VI

WORKING RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 25. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship, and members of the Board of Directors are responsible for informing each other about related issues in the process of handling assigned work.

2. In the process of handling work, the member of the Board of Directors who is assigned the main responsibility must actively coordinate if there is a problem related to the field of responsibility of another member of the Board of Directors. In case there are still differences of opinion between members of the Board of Directors, the member who is responsible for the main responsibility shall report to the Chairperson of the Board of Directors for consideration and decision according to his/her competence, or organize a meeting or collect opinions of the members of the Board of Directors in accordance with the provisions of the law, the Company Charter, and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over related work, documents and records. This handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 26. Relationship with the Board of Management

1. In the role of governance, the Board of Directors issues resolutions, decisions and other documents for the CEO and the executive apparatus of the Company to implement. At the same time, the Board of Directors inspects and supervises the implementation of the documents issued by the Board of Directors;

2. The relationship between the Board of Directors and the Board of Management is the relationship between corporate governance and everyday executive works. In the process of performing the function of governance, the Board of Directors shall create good conditions for the Board of Management to perform the operating functions better under the provisions of the law and the Charter. The Board of Management shall create all necessary conditions for the Board of Directors members to perform assigned tasks;

3. For the annual meetings, half-yearly meetings of the whole the Company network, the Board of Management's meetings related to the development plan and strategy of the Company, the Company's quarterly meetings and other meetings related to the issues that need to be submitted to the Board of Directors or the Company's development strategy, the person who chair the meetings would have to invite the Chairperson to participate; Based on the contents of the meeting, the Chairperson may attend or appoint members of the Board of Directors to attend the meeting;

4. Upon detecting an urgent issues that are under the responsibility of the Board of Management, the members of the Board of Directors can directly communicate with the members of the Board of Management to settle in time.

5. The CEO may refuse to implement the decision of Board of Directors if it is deemed unlawful, contrary to the Charter and contrary to the resolutions of the General Assembly of Shareholders, and shall immediately notify the Board of Directors and Board of Supervisors;

6. Except for the case specified in Clause 5 of this Article, in the process of implementing the resolutions and decisions of the Board of Directors, if the CEO finds it is not beneficial to the Company, he must timely report to the Board of Directors and Board of Supervisors to be resolved;

In case the Board of Directors does not adjust the resolution or decision, the CEO still has to implement but has the right to reserve his opinion;

7. Members of the Board of Directors may request the CEO, Deputy CEO and managers appointed by the Board of Directors in the Company, its subsidiaries to provide information and documents on the financial, business activities of the Company, its subsidiaries, and its units. The managers, units who receive the request must provide timely, complete and accurate information and documents at the request of the members of the Board of Directors and ensure the compliance with current regulations on information security of the Company.

Article 27. Relationship with the Board of Supervisors

1. The Board of Directors and the Board of Supervisors are the Company management organizations; The relationship between the Board of Directors and the Board of Supervisors are the relationship between corporate governance and compliance controls.
2. The working relationship between the Board of Directors and the Board of Supervisors follows the principles of equality and independence. The Board of Directors and the Board of Supervisors are in close collaboration, often together to perform its authorities and duties under the provisions of the Charter and the law;
3. Chairperson of the Board of Directors or the Convener of BoD meeting would send a notice of meeting and the accompanying documents to the Board of Supervisors members the same as to the members of the Board of Directors. The Board of Supervisors members shall have the right to attend the meetings of the Board of Directors; have the right to discuss, but not to vote.
4. All resolutions; Decisions and documents that are in general corporate governance nature issued by the Board of Directors shall be sent to the Board of Supervisors.
5. When receiving inspection records or general reports of the Board of Supervisors, the Board of Directors is responsible for reviewing and directing relevant departments to develop plans and make timely corrections.

Chapter VII

TERMS OF ENFORCEMENT

Article 28. Enforcement

1. The Operation Regulation of the Board of Directors of Traphaco Joint Stock Company includes 7 chapters and 28 articles and takes effect from 2021.
2. Any amendment and supplement to this Regulation is subject to the consideration and decision of the Board of Directors.
3. In case other regulations and provisions of the Company have different provisions on the same issue, the provisions of this Regulation shall apply.
4. Members of the Board of Directors, Board of Supervisors, Board of Management, managers appointed by the Board of Directors, departments and

individuals involved in the whole Traphaco network are responsible for implementing this Regulation./.

B/O. THE BOARD OF DIRECTORS

VICE CHAIRMAN

Nguyễn Anh Tuấn

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