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REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS TRANSIMEX LOGISTICS CORPORATION

2026

TRANSIMEX LOGISTICS CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM
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Ho Chi Minh City, March 23rd, 2026

REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Securities dated November 26th, 2019;

Pursuant to the Law on Enterprises dated June 17th, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 on detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP on amending and supplementing a number of articles of Decree No. 155/2020/ND-CP guiding the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance on guiding a number of articles on corporate governance applicable to public companies under the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 on detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Transimex Logistics Corporation;

Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders No. 02/2026/NQ.DHDCD-TOT dated March 23, 2026;

The Board of Directors hereby promulgates the Operational Regulations of the Board of Directors of Transimex Logistics Joint Stock Company. The Operational Regulations of the Board of Directors of Transimex Logistics Joint Stock Company shall comprise the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. **Scope**: Regulations on Operation of The Board of Directors provide for the personnel organizational structure, operational principles, powers, and obligations of the Board of Directors and its members in order to operate in accordance with the Law on Enterprises, the Company's Charter, and other relevant provisions of law.

2. **Regulated entities**: These Regulations shall apply to the Board of Directors and the members of the Board of Directors.

3. Abbreviations used in these Regulations:

- Transimex Logistics Corporation: Company.
- Charter of Transimex Logistics Corporation: The Company's Charter.
- The Board of Directors of the Company: The BOD.
- The Supervisory Board of the Company: The SB.

Article 2. Operational principles of the Board of Directors

1. The Board of Directors shall operate on the principle of collective leadership. Members of the Board of Directors shall be personally responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors shall assign the Director to organize and manage the execution of the resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors shall have all the rights provided for in the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its units.

2. Members of the Board of Directors shall perform the duties prescribed in the Company's Charter, the Internal Regulations on Corporate Governance, and the following obligations:

a) Perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and express their opinions on matters submitted for discussion;

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

d) Report to the Board of Directors at its nearest meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital or voting rights, and such Board member and his/her related persons; and any transactions between the Company and an enterprise in which such Board member has been a founding member or an enterprise manager during the three (3) years immediately preceding the date of the transaction;

đ) Make information disclosures when conducting transactions involving the Company's shares in accordance with applicable laws.

3. Independent members of the Board of Directors of a listed company shall prepare a report assessing the performance and activities of the Board of Directors.

4. Members of the Board of Directors shall, within the scope of the duties assigned to them, be responsible for performing such duties in accordance with their authority to access information and perform tasks as provided in the Company's Charter and the Law on Enterprises. They shall also be responsible for submitting written reports on the matters assigned to them for review and presentation at meetings of the Board of Directors, in compliance with the procedures prescribed in Article 5, Section 5.6 of these Internal Regulations.

Điều 4. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors shall have the right to request the Director and other appointed managers within the Company to provide information and documents regarding the financial status and business operations of the Company and its units.

2. The requested manager shall provide the requested information and documents in a timely, complete, and accurate manner. The procedures for requesting and providing information shall be as follows:

- Members of the BOD must submit the request for information provision to the Company's BOD.

- If deemed necessary, the BOD shall convene a meeting to gather opinions within 07 working days from the date of receipt of the request from the member of the BOD regarding the requested content.

- If the above content is approved by the BOD, the requested manager shall provide the information as required within 07 days.

Article 5. Term and the number of members of the Board of Directors

1. The number of members of the Board of Directors shall be 05 persons. The BOD shall utilize the organizational apparatus, infrastructure, and corporate seal of the Company to perform its functions, duties, and authorities.

2. The term of members of the Board of Directors shall be 05 years and they may be re-elected for an unlimited number of terms. An individual shall only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In the event that all members of the Board of Directors end their term of office at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided for in the Company's Charter.

4. Structure of members of the Board of Directors:

a) The organizational structure of the Company's Board of Directors must ensure at least 01 non-executive member. The Company shall minimize the number of Board members concurrently holding executive positions to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must be at least 02 in the event that the Company has from 06 to 08 Board members;

5. Independent members of the Board of Directors shall have full rights and obligations of a Board member in accordance with the Law on Enterprises, the Law on Securities, the Company's Charter, and these Regulations.

6. Independent members of the Board of Directors shall organize and coordinate their activities based on the following principles:

a) Perform the assigned rights and duties honestly, prudently, and to the best of their ability in order to maximize the Company's legitimate interests;

b) Act loyally in the interests of the Company and its shareholders; not use information, know-how, business opportunities, position, authority, or assets of the Company for personal gain or for the benefit of any other organization or individual;

c) Ensure that all activities are conducted in compliance with applicable laws and the Company's Charter.

Article 6. Criteria and conditions for members of the Board of Directors

1. Members of the Board of Directors shall satisfy the following requirements:

a) He/she is not one of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) He/she has professional qualifications and experience of busines administration in the company's busines lines; a member is not necessarily a shareholder of the company, unless otherwise prescribed by the company's charter;

c) A person may hold the position of member of the Board of Directors of more than one company;

d) Other conditions in accordance with the law and the Company's Charter (if any).

2. Independent members of the Board of Directors specified in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following criteria and conditions:

a) He/she is not working for the company or its parent company or subsidiary company; did not worked for the company or its parent company or subsidiary company within the last 03 years or longer;

b) He/she is not receiving a salary from the company, except the allowances to which members of the Board of Directors are entitled as per regulations;

c) His/her spouse, biological parents, adoptive parents, biological children, adopted children and siblings are not major shareholders of the company, executives of the company or its subsidiary companies;

d) He/she is not directly or indirectly holding 1% of the company's voting shares or more;

đ) He/she did not hold the position of member of the Board of Directors or the Board of Controllers of the company within the last 05 years or longer unless he/she was designated in 02 consecutive terms;

e) Other criteria and conditions as provided for in the Company's Charter.

3. An independent member of the Board of Directors must notify the Board of Directors upon no longer satisfying the criteria and conditions specified in Clause 2 of this Article, and shall automatically cease to be an independent member of the Board of Directors from the date of failing to satisfy such criteria and conditions. The Board of Directors must report the case where an independent member of the Board of Directors no longer satisfies the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional independent member or replace such independent member of the Board of Directors within 06 months from the date of receipt of the notification from the relevant independent member of the Board of Directors.

4. A non-executive member of the Board of Directors is a member of the Board of Directors who does not concurrently hold the position of Director, Deputy Director, Chief Accountant, or other executive positions as provided for in the Company's Charter.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or discharged by the Board of Directors from among the members of the Board of Directors. The Chairman of the Board of Directors shall be an executive member of the Board of Directors.

2. The Chairman of the Company's Board of Directors shall not concurrently hold the position of Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Plan the activities of the Board of Directors;

b) Draw up agenda and prepare documents for meetings of the Board of Directors; convene and chair the meetings;

c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the implementation of resolutions and decisions of the Board of Directors;

đ) Chair the General Meeting of Shareholders in accordance with regulations;

e) Be responsible for signing resolutions, decisions, and other documents that have been approved by the BOD through a unanimous vote;

f) Be responsible for signing, authorizing in accordance with the law, and approving documents implementing resolutions, policies, investment plans, and projects that have been unanimously passed by the BOD's vote;

g) Ensure that the BOD sends the annual financial statements, reports on the Company's operations, audit reports, and reports of the Board of Directors to the shareholders at the General Meeting of Shareholders;

h) Other rights and obligations prescribed by Law and the company's charter.

4. The appointment and dismissal of the Chairperson of the Board of Directors shall comply with the Company's Charter, the Internal Regulations on Corporate Governance, and the provisions of law.

5. In the event that the Chairperson of the Board of Directors tenders their resignation or is removed from office, the Board of Directors must elect a replacement within a time limit of ten (10) days from the date of receipt of the resignation letter or the date of removal.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more individuals as Senior Advisor(s) to the Board of Directors / Company Secretary with a term of office subject to the decision of the Board of Directors. The Board of Directors may dismiss the Senior Advisor to the Board of Directors / Company Secretary when necessary, provided that such dismissal is not contrary to the current labor laws.

The Senior Advisor to the Board of Directors shall have the following rights and obligations:

a) Advise and provide strategic counsel to the Board of Directors and the Management on matters relating to the Company's medium-term development strategy and annual business plan;

b) Advise and provide counsel to the Board of Directors on the adoption and implementation of the Company's corporate governance principles;

c) Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company;

d) Other rights and obligations as stipulated in the Company's Charter and the Internal Corporate Governance Regulations.

The Company Secretary shall have the following rights and obligations:

a) Assist in convening meetings of the General Meeting of Shareholders and the Board of Directors; prepare minutes of meetings;

b) Assist members of the Board of Directors in exercising their assigned rights and performing their assigned obligations;

c) Assist the Board of Directors in applying and implementing corporate governance principles;

d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; and ensure compliance with information disclosure obligations, publicity of information, and administrative procedures.

e) Other rights and obligations as stipulated in the Company's Charter and the Internal Regulations of the Company.

7. In the event that the Chairman of the Board of Directors is absent or otherwise unable to perform his/her duties, the Chairman shall authorize another member of the Board of Directors in writing to exercise the rights and perform the duties of the Chairman in accordance with the principles set out in the Company's Charter. If no such authorization has been granted, or if the Chairman of the Board of Directors dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory educational institution, absconds from his/her place of residence, has limited legal

capacity or has lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain work, the remaining members of the Board of Directors shall elect one of themselves to serve as the Chairman of the Board of Directors by a majority vote of the remaining members. Such elected member shall serve as Chairman until a new decision is made by the Board of Directors.

Article 8. Dismissal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors from office in the following cases:

a) He/she does not fully satisfy the requirements specified in Article 155 of Law on Enterprises;

b) He/she hands in a resignation and is accepted;

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

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;

b) Other cases prescribed by the company's charter.

3. Where necessary, the GMS shall replace members of the Board of Directors; dismiss members of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene the GMS to elect additional members of Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one third of the number specified in the company's charter. The Board of Directors shall convene the GMS within 60 days from that day;

b) The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of Law on Enterprises;

c) Except the cases specified in Point a and Point b of this Clause, the nearest GMS shall elect new members to replace the dismissed members.

Article 9. Method for Election, Dismissal, and Removal of Members of the Board of Directors

1. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. The nomination of candidates to the Board of Directors shall be carried out as follows:

a) The ordinary shareholders shall hold a meeting to nominate candidates for the Board of Directors and inform the participating shareholders before the opening of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%), up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%), up to four (04) candidates; and from fifty percent (50%) or more, up to five (05) candidates.

c) In case the number of candidates nominated is smaller than the permissible number, the remaining candidates shall be nominated by the Board of Directors, and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient for the required number as stipulated in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

3. The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected. Each shareholder may allocate all or part of his/her total votes to one or more candidates. Candidates shall be elected in descending order based on the number of votes received, beginning with the candidate receiving the highest number of votes until the number of members specified in the Company's Charter has been filled. If two (02) or more candidates receive an equal number of votes for the final seat on the Board of Directors, a re-election shall be conducted among those candidates with the same number of votes, or the selection shall be made in accordance with the election regulations or the Company's Charter.

4. The dismissal or removal of a member of the Board of Directors shall be decided by the General Meeting of Shareholders through voting (approve, disapprove, or abstain). The voting threshold for approval under this voting method shall be determined in accordance with the Company's Charter.

5. If the number of candidates is less than or equal to the number of Board members to be elected, the election of members of the Board of Directors may be conducted either by the cumulative voting method as set out above or by voting (approve, disapprove, or abstain). The voting threshold for approval under this voting method shall be in accordance with Clause 2, Article 21 of the Company's Charter.

Article 10. Notification of the Election, Dismissal and Removal of Members of the Board of Directors

1. In the event that candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before casting their votes. Each candidate for the Board of Directors shall provide a written undertaking confirming the truthfulness and accuracy of the personal information disclosed and shall undertake to perform his/her duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The information to be disclosed in respect of each candidate for the Board of Directors shall include:

a) Full name, date of birth;

b) Professional qualifications;

c) Employment history;

d) Other management positions (including positions on the Board of Directors of other companies);

đ) Interests related to the Company and related parties of the Company related to the Company and related parties of the Company;

e) Other information (if any) as stipulated in the Company's Charter;

g) Public company's responsibility to disclose information regarding companies in which the candidate holds a position as a member of the Board of Directors, other management positions, and the interests of such candidate related to the company (if any).

2. In the event that a member of the Board of Directors submits a resignation letter which has not yet been approved by the General Meeting of Shareholders, the Company shall disclose such resignation letter within twenty-four (24) hours from the time of receipt of the resignation letter.

3. The notification of results of the election, dismissal, and removal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

CHAPTER III. THE BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority to, in the name of the Company, decide on and exercise the rights and perform the obligations of the Company, except for those within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and obligations:

a) Decide on the strategy, medium-term development plans, and annual business plans of the Company;

b) Recommend the classes of shares and the total number of authorized shares of each class to be offered;

c) Decide on the sale of unsold shares within the limit of authorized shares of each class; **decide** on raising additional capital in other forms;

d) Decide on the selling prices of shares and bonds of the Company;

đ) Decide on the redemption of shares in accordance with the provisions of Clause 1 and Clause 2 Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and limits as prescribed by law;

g) Decide on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at 25% or more of the total asset value recorded in the most recent financial statements of the Company, and contracts or transactions within the deciding authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, execute contracts with, and terminate contracts with the Director and other key managers as stipulated in the Company's Charter; decide on salaries, remuneration, bonuses, and other benefits of such managers; designate authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies, and decide on the level of remuneration and other benefits of such persons;

k) Supervise and direct the Director and other managers in conducting the day-to-day business operations of the Company;

l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and the capital contribution to or purchase of shares of other enterprises;

m) Approve the agenda and contents of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit the annual audited financial statements to the General Meeting of Shareholders;

o) Recommend the dividend rate to be paid; decide on the timeline and procedures for dividend payment or the handling of losses incurred during the course of business;

p) Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Operational Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; decide on the issuance of the Operational Regulations of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the Company;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or in other forms as stipulated in the Company's Charter.

Each member of the Board of Directors shall have one vote. The authority and procedures for collecting written opinions from members of the Board of Directors to pass Resolutions and decisions of the Board of Directors shall comply with the provisions of Clause 15 Article 15 of these Regulations.

5. In the event that a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, thereby causing damage to the Company, the members who voted in favor of passing such resolution or decision shall be jointly and individually liable for such resolution or decision and must compensate the Company for the damage; members who opposed the passage of the dynamic resolution or decision shall be exempted from liability. In this case, shareholders of the Company shall have the right to request the Court to suspend the execution of or cancel the aforementioned resolution or decision.

Article 12. Powers and Duties of the Board of Directors in Approving and Executing Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions valued at less than 35% [of the total asset value], or transactions which lead to the total value of transactions arising within twelve (12) months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statements (or another lower percentage or value as stipulated in the Company's Charter) between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers, and their related parties;

- Shareholders or authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company, and their related parties;

- Enterprises related to the subjects specified in Clause 2 Article 164 of the Law on Enterprises.

2. The Company's representative who executes a contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors of the related parties to such contract or transaction, and enclose the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within a time limit of fifteen (15) days from the date of receipt of the notification, unless the Company's Charter stipulates another time limit. Members of the Board of Directors with related interests to the parties to the contract or transaction shall not have the right to vote.

3. The Board of Directors shall approve contracts, borrowing transactions, lending transactions, and asset sales valued at less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related party of such shareholder.

Article 13. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

a) Deem it necessary by the Board of Directors for the interests of the Company;

b) Fall below the minimum number of remaining members of the Board of Directors or the Board of Supervisors required by law, or if such number is reduced by more than one-third compared to the number stipulated in the Company's Charter;

c) Comply with the request of a shareholder or a group of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders, or the written request may be made in multiple counterparts which collectively gather sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

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

2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors shall convene the General Meeting of Shareholders within a time limit of thirty (30) days from the date on which the number of remaining members of the Board of Directors, Independent Members of the Board of Directors, or members of the Board of Supervisors falls below the minimum number stipulated in the Company's Charter, or from the date of receipt of the request specified in Point c and Point d Clause 1 of this Article;

3. The convener of the General Meeting of Shareholders shall perform the following duties::

a) Prepare the list of shareholders entitled to attend the meeting;

b) Provide information and resolve complaints relating to the list of shareholders;

c) Prepare the agenda and contents of the meeting;

d) Prepare the meeting materials;

d) Draft the resolutions of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; prepare the list and detailed information of candidates in the event of the election of members of the Board of Directors or members of the Board of Supervisors;

e) Determine the time and venue of the meeting;

g) Send the notice of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Perform other tasks necessary for organizing and conducting the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish committees under its authority to oversee development policy, human resources, remuneration, internal audit, and risk management. The number of committee members shall be determined by the Board of Directors, provided that each committee consists of at least two (02) members, including members of the Board of Directors and external members. Independent members of the Board of Directors and/or non-executive members of the Board of Directors should constitute the majority of the committee, and one of such members shall be appointed as the Chairperson of the committee by resolution of the Board of Directors. The operation of each committee shall comply with the regulations adopted by the Board of Directors. A resolution of a committee shall be valid only when approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of resolutions or decisions of the Board of Directors or any committee under the Board of Directors shall comply with applicable laws, the Company's Charter, and the Internal Regulations on Corporate Governance.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Board of Directors shall operate in accordance with the provisions of the Law on Enterprises and the Company's Charter.

2. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within a time limit of seven (07) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest ratio of votes. In the event that more than one member receives the same highest number of votes or ratio of votes, the members shall elect a person among themselves under the principle of majority vote to convene the meeting of the Board of Directors.

3. Regular meetings: The Board of Directors must meet at least once every quarter during the period from the 10th to the 20th day of the first month of the quarter, and notice must be given at least five (05) days prior to the date of the meeting.

4. Extraordinary meetings: Shall be convened by the Chairman of the Board of Directors or by other requesters in accordance with the provisions of the Charter.

In specific cases, meetings of the Board of Directors may be conducted in the form of an online meeting (for members who cannot attend in person). Members of the Board of Directors participating in an online meeting shall have the right to discuss and vote in the same manner as other members. The minutes of the meeting must subsequently be signed/confirmed in writing or via email by the members participating in the online meeting to be considered valid.

The location where the Chairman of the Board of Directors attends shall be deemed the location of the meeting.

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) Receive a request from the Board of Supervisors or an Independent Member of the Board of Directors;

b) Receive a request from the Director or at least five (05) other managers;

c) Receive a request from at least two (02) members of the Board of Directors;

d) Other cases as prescribed by the Company's Charter.

6. A request referred to in Clause 5 of this Article shall be made in writing and shall specify the purpose of the meeting, the matters to be discussed, and the decisions to be made within the authority of the Board of Directors.

7. The Chairman of the Board of Directors shall convene a meeting within seven (07) working days from the date of receipt of the request referred to in Clause 5 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damage suffered by the Company as a result thereof, and the requesting party shall have the right to convene the meeting in place of the Chairman.

8. In addition to regular and extraordinary meetings, where the Board of Directors considers that it is impracticable or unnecessary to hold a meeting, it may discuss, consider and decide matters within its authority by way of written consultation through email, facsimile, courier or other forms of correspondence (collectively referred to as written resolutions in accordance with the Law on Enterprises), provided that such procedures comply with the Law on Enterprises and the Company's Charter.

9. The Chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send a meeting invitation notice at least three (03) working days prior to the date of the meeting, unless the Company's Charter provides otherwise. The meeting invitation notice must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The meeting invitation notice must be enclosed with documents to be used at the meeting and voting slips for the members.

10. The meeting invitation notice of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated by the Company's Charter, ensuring that it reaches the contact address of each member of the Board of Directors registered with the Company.

11. The Chairman of the Board of Directors or the convenor shall send the meeting invitation notice and enclosed documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and the right to participate in discussions, but shall not be entitled to vote.

12. In the event that the Chairman of the Board of Directors is absent and cannot attend or convene meetings of the Board of Directors, the Chairman shall, in order to perform their duties and powers, grant a written authorization in the following order of priority:

a) The Vice Chairman of the Board of Directors (if any);

b) One of the members of the Board of Directors.

13. Members of the Board of Directors who wish to report on or discuss specialized topics under their charge for approval must register and submit the contents in writing to the Secretary to the Board of Directors three (03) days prior to the meeting. After such contents are approved by the Chairman of the Board of Directors or the convenor through consultation with the Board of

Directors and are included in the meeting agenda, the Secretary to the Board of Directors shall be responsible for sending them to the members of the Board of Directors. In the event that the contents have not been or are not included in the meeting agenda, the Secretary shall notify such member of the Board of Directors of the reasons in writing.

14. Members of the Board of Directors shall report to the Board of Directors at regular meetings and in accordance with the meeting notice on matters assigned to them under the Appendix attached to this Regulation and on any other matters assigned under resolutions adopted at previous meetings of the Board of Directors. In the event that a report cannot be made, a written notice stating the reasons must be sent to the Chairman of the Board of Directors through the Secretary to the Board of Directors seven (07) days prior to the meeting.

15. Authority and procedures for Collecting Written Opinions from Members of the Board of Directors::

15.1. The Chairman of the Board of Directors shall decide on the collection of written opinions from members of the Board of Directors.

15.2. The Secretary to the Board of Directors shall prepare the opinion collection slips and necessary documents related to the matters to be consulted. The opinion collection slips and enclosed documents must be sent by a guaranteed method or via email to the contact address of each member of the Board of Directors.

15.3. An opinion collection slip must include the following principal contents:

a) Name, enterprise code, and registered office address.

b) Full name, contact address, nationality, and number of personal legal document of the member of the Board of Directors.

c) Purpose of collecting opinions.

d) Matters to be consulted in order to pass a resolution or decision of the Board of Directors.

e) Voting options, including approve, disapprove, and no opinion for each matter to be consulted.

f) Time limit by which the completed opinion collection slip must be returned to the Company.

g) Full name and signature of the Chairman of the Board of Directors.

15.4. Members of the Board of Directors may return the completed opinion collection slips to the Company by post or via email in accordance with the following regulations:

a) Where the form is returned by post, it must bear the signature of the relevant member of the Board of Directors and be enclosed in a sealed envelope. No person may open the envelope before the vote counting process.

b) Where the form is returned by email, it shall be sent to the email address designated on the written opinion form and shall remain confidential until the vote counting process.

c) Written opinion forms received after the prescribed deadline, opened before the vote counting process (in the case of postal delivery), or disclosed before the vote counting process (in the case of email) shall be deemed invalid. Any written opinion form not returned to the Company shall be deemed a non-participating vote.

15.5. An opinion collection slip with complete contents, bearing the signature of the member of the Board of Directors, and returned to the Company within the stipulated time limit shall be considered valid. The Chairman of the Board of Directors shall organize the counting of votes, prepare a Minutes of Vote Counting, and notify the vote counting results, as well as the passed resolution or decision, to the members within a time limit of seven (07) working days from the expiration date of the deadline for members to return their opinions to the Company. The Minutes of Vote Counting shall have validity equivalent to the minutes of a meeting of the Board of Directors and must include the following principal contents:

a) Name, enterprise code, and registered office address.

b) Purpose and matters to be consulted in order to pass the resolution or decision of the Board of Directors.

c) Full name and number of personal legal document of the members of the Board of Directors who returned valid opinion collection slips; full name and number of personal legal document of the members of the Board of Directors from whom the Company did not receive the slips or who returned invalid slips.

d) Matters submitted for voting and a summary of the opinions expressed by members (if any).

e) Total number of valid written opinion forms, invalid written opinion forms, and non-returned forms; together with the total number of valid votes for, against, and no opinion for each matter.

f) Resolutions or decisions adopted and the corresponding voting ratios.

g) Full names and signatures of the vote counter(s) and the Chairperson of the Board of Directors. The vote counter(s) and the Chairperson of the Board of Directors shall be jointly responsible for the completeness, accuracy, and truthfulness of the contents of the vote counting minutes.

15.6 The completed written opinion forms, vote counting minutes, resolutions and decisions adopted, together with all documents accompanying the written opinion forms, shall be retained at the Company's head office.

15.7 A resolution or decision of the Board of Directors adopted by written consultation shall be approved upon receiving affirmative votes from a majority of the members of the Board of Directors entitled to vote. Such resolution or decision shall have the same force and effect as one adopted at a duly convened meeting of the Board of Directors.

16. Members of the Board of Directors shall exercise the powers granted to them under the Company's Charter in performing the duties assigned to them.

17. A meeting of the Board of Directors shall be validly convened when attended by at least three-fourths (3/4) of the total number of members. If a meeting convened in accordance with this Clause does not satisfy the required quorum, a second meeting may be convened within seven (07) days from the scheduled date of the first meeting. Such second meeting shall be valid if attended by more than one-half of the total members of the Board of Directors.

18. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in any of the following circumstances:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;

c) Participating and voting via online conference, electronic voting, or other electronic means;

d) Sending a voting ballot to the meeting by post, facsimile, or email.

19. Where a voting ballot is sent by post, it shall be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot shall only be opened in the presence of all attendees.

20. Voting

a. Except as provided in Point (b), Clause 11 of Article 15 of this Regulation, each member of the Board of Directors, or his/her duly authorized representative pursuant to Clause 9 of this Article, attending the meeting in person shall have one (01) vote;

b. A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or their related party has an interest and such interest conflicts or may conflict with the interests of the Company. Such member of the Board of Directors shall not be counted toward the minimum quorum of members present to hold a meeting of the Board of Directors regarding decisions on which such member does not have the right to vote;

c. Pursuant to Point d Clause 11 of Article 15 of these Regulations, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive their voting rights, the ruling of the chairperson shall be final, except where the nature or scope of the relevant interests of the member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b Clause 6 Article 43 of the Company's Charter shall be deemed to have a material interest in such contract;

e. Supervisors shall have the right to attend meetings of the Board of Directors and the right to participate in discussions, but shall not be entitled to vote.

21. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction executed or intended to be executed with the Company, and is aware that they are an interested party therein, shall be responsible for disclosing such interest at the first meeting of the Board discussing the execution of this contract or transaction. In the event that the member of the Board of Directors is unaware that they and their related party have an interest at the time the contract or transaction is executed with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors held after they become aware or will become aware of their interest in the aforementioned transaction or contract.

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

23. Unless the Company's Charter stipulates another higher percentage, resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members. In the event of an equal number of votes, the final decision shall belong to the side casting the vote with the opinion of the Chairman of the Board of Directors.

24. Meetings of the Board of Directors may be organized in the form of an online conference among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

a) Hear every other participating member speaking during the meeting;

b) Speak simultaneously with all other participants. Discussions among members may be conducted directly by telephone, other means of communication, or any combination thereof. Members participating in such manner shall be deemed to be present at the meeting. The venue of the meeting shall be deemed to be the location where the largest number of members of the Board of Directors are present or, if applicable, the location where the chairperson of the meeting is present.

Resolutions adopted at a meeting held by telephone or other electronic means, duly convened and conducted, shall take effect immediately upon the conclusion of the meeting but shall subsequently be confirmed by the signatures of all participating members on the meeting minutes.

25. The Chairman of the Board of Directors shall be responsible for sending the minutes of the meeting of the Board of Directors to the members, and such minutes shall constitute conclusive evidence of the business conducted during the meeting, unless an objection to the contents of the minutes is raised within ten (10) days from the date of sending. The minutes of the meeting of the Board of Directors shall be prepared in Vietnamese and may be prepared in English. The minutes must bear the signatures of the chairperson and the secretary.

26. Other provisions shall be implemented in accordance with the Company's Charter.

Article 16. Minutes of meetings of the Board of Directors

1. The minutes of all meetings of the Board of Directors shall be taken. Audio recordings and other electronic forms are optional. The minutes shall be written in Vietnamese language, may be translated into foreign languages, and shall contain the following information:

a) The company's name, EID number, headquarter address;

b) Time and location of the meeting;

c) Purposes and agenda of the meeting;

d) Full names of participating members and the persons authorized to participate in the meeting and how they participate; full names of non-participating members and their excuses;

đ) The issues to be discussed and voted on at the meeting;

e) Summary of comments of each participating member in chronological order;

g) Voting result, the members that cast affirmative votes, negative votes and abstentions;

h) Ratified decisions and corresponding ratio of affirmative votes;

i) Full names, signatures of the chair and the minute taker, except the case in Clause 2 of this Article.

2. In case the chair and the minute take refuse to sign the minutes, but if such minutes are signed by all other attending members of the Board of Directors who agree to pass the meeting minutes and contain all the complete contents as prescribed in Points a, b, c, d, đ, e, g, and h Clause 1 of this Article, then these minutes shall take effect. The meeting minutes must clearly state that the chairperson or the secretary refuses to sign the meeting minutes.

The individuals signing the meeting minutes shall be jointly and individually liable for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting. The chair or the secretary shall be personally liable for any damage caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant provisions of law.

3. The minutes and meeting documents shall be retained at the company's headquarters.

4. The Vietnamese and foreign language copies of the minutes have the same legal value. In case of any discrepancy between them, the Vietnamese copy shall prevail.

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of Annual Reports

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

a) Report on the business performance of the Company;

b) Financial statements;

c) Report evaluating the management and administration of the Company;

d) The appraisal report of the Board of Supervisors.

2. The reports specified in Points a, b, and c Clause 1 of this Article must be sent to the Board of Supervisors for review at least thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter provides otherwise.

3. The reports specified in Clauses 1 and 2 of this Article, the review report of the Board of Supervisors, and the audit report must be archived at the registered office of the Company at least ten (10) days prior to the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates another longer time limit. A shareholder holding shares of the Company continuously for at least one (01) year shall have the right to, by themselves or together with a practicing lawyer, accountant, or auditor, directly examine the reports specified in this Article.

Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting. This remuneration shall be divided among the members of the Board of Directors as agreed upon within the Board of Directors, or divided equally in the event that no agreement can be reached.

3. The remuneration of each member of the Board of Directors shall be recorded into the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board of Directors or committees of the Company, or performing other work outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall have the right to be reimbursed for all travel, accommodation, meals, and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses arising from attending the General Meeting of Shareholders, meetings of the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance shall not include insurance for the liabilities of members of the Board of Directors relating to violations of law and the Company's Charter.

Article 19. Disclosure of Interests

Unless the Company's Charter provides for more stringent requirements, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Each member of the Board of Directors shall disclose to the Company his/her related interests, including:

a) The name, enterprise registration number, head office address, and business lines of any enterprise in which he/she owns capital contributions or shares, together with the percentage and date of acquisition of such capital contributions or shareholding;

b) The name, enterprise registration number, head office address, and business lines of any enterprise in which his/her related persons jointly own or separately own capital contributions or shares representing more than ten percent (10%) of the charter capital.

2. The disclosure required under Clause 1 of this Article shall be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplement to such disclosure shall be notified to the Company within seven (07) working days from the date of the relevant amendment or supplement.

3. Where a member of the Board of Directors, in his/her own name or on behalf of another person, conducts any business or activity in any form within the business scope of the Company, such member shall fully disclose to the Board of Directors the nature and details of such business or activity and may only proceed upon obtaining the approval of a majority of the remaining members of the Board of Directors. If such business or activity is conducted without disclosure or without the approval of the Board of Directors, all income or benefits derived therefrom shall belong to the Company.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship between Members of the Board of Directors

1. The relationship between the members of the Board of Directors is a collaborative relationship. Members of the Board of Directors shall be responsible for informing one another of relevant matters during the course of handling their assigned duties.

2. During the course of handling duties, the member of the Board of Directors assigned with primary responsibility must proactively coordinate the handling process if there are matters related to a field under the charge of another member of the Board of Directors. In the event that there are differing opinions among the members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or to organize a meeting or collect opinions from the members of the Board of Directors in accordance with the provisions of law, the Company's Charter, and these Regulations.

3. In the event of a reassignment among the members of the Board of Directors, the members of the Board of Directors must hand over the relevant work, files, and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 21. Relationship with the Executive Management

In its governance capacity, the Board of Directors shall adopt resolutions for implementation by the General Director and the executive management. At the same time, the Board of Directors shall supervise and monitor the implementation of such resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors shall be one of coordination. In performing their respective functions, the Board of Directors and the Board of Supervisors shall act on the principles of equality and independence while maintaining close coordination and mutual support in the discharge of their duties.

2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors shall review such documents and direct the relevant departments to formulate and promptly implement appropriate corrective action plans.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

These Regulations on the Operation of the Board of Directors of Transimex Logistics Corporation, comprising seven (07) Chapters and twenty-three (23) Articles, shall take effect as of March 23, 2026.

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

CÔNG TY CỔ PHẦN TRANSIMEX LOGISTICS

Bùi Tuấn Ngọc