

## **STATEMENT**

### **REGULATIONS ON ELECTION OF THE BOM MEMBERS AND CONTROLLERS OF VIETNAM AIRLINES JSC**

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**Respectfully to:** The 2026 Annual General Meeting of Shareholders

This draft Regulation on election of members of the Board of Management (the BOM), Controllers of Vietnam Airlines JSC (Regulation) has been developed in compliance with the Vietnam Airlines JSC's Charter, Internal Governance Regulations, and based on the Regulation on election of the BOM members and Controllers that approved in previous General Meeting of Shareholders (GMS).

The BOM of Vietnam Airlines JSC respectfully submits to the 2026 Annual GMS for approval the Regulation on election of BOM members, Controllers of Vietnam Airlines JSC as follows:

#### **Article 1. Objectives**

1. Ensuring compliance with laws, applicable practices in Vietnam, and the Company's Charter.
2. Ensuring transparency, democracy, and the legitimate rights and interests of all shareholders.
3. Ensuring the focus and stability of the 2026 Annual GMS of Vietnam Airlines JSC.

#### **Article 2. Scope and subjects of application**

1. The Regulation governs the election of the BOM members, Controllers of Vietnam Airlines JSC at the Annual 2026 GMS.
2. The Regulation applies to all shareholders holding shares of Vietnam Airlines JSC or their duly authorized representatives attending the GMS.

#### **Article 3. Number and eligibility of the BOM members**

1. The number of the BOM members as stipulated in the Company's Charter is 08 members.
2. The number of the BOM members to be elected at the GMS is **02** members.
3. The term of office of the newly elected the BOM members shall commence from the date the GMS approves the election results and be in accordance with the Company's Charter.
4. Nominees or self-nominated candidates for the BOM members must meet all qualifications and conditions required by law and the Company's Charter.

#### **Article 4. Number and eligibility of Controllers**

1. The number of members of Board of Controllers as stipulated in the Company's Charter is 03 members.
2. The number of Controllers to be elected at the GMS is **01** members.
3. The term of office of the newly elected Controller shall commence from the date the GMS approves the election results and be in accordance with the Company's Charter.
4. Nominees or self-nominated candidates for Controllers must meet all qualifications and conditions required by law and the Company's Charter.

#### **Article 5. Right to nominate and stand as candidate for the BOM members**

1. Ordinary shareholders forming a group to nominate candidates for the BOM must notify all attending shareholders of their grouping prior to the opening of the GMS. The number of candidates a shareholder or group of shareholders may nominate depends on the number of the BOM members to be elected as per section 2 Article 3 of the Regulation and the proportion of ordinary shares they own.
  - a. A shareholder or group of shareholders holding from 10% to less than 20% of total ordinary shares shall be entitled to nominate 01 candidate.
  - b. A shareholder or group of shareholders holding at least 20% of total ordinary shares shall be entitled to nominate 02 candidate.
2. In case the number of the BOM candidates nominated remains insufficient, the incumbent BOM shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Governance Regulations, and the BOM Operational Regulations. Such additional nominations by the incumbent BOM must be clearly disclosed prior to the GMS voting session, in accordance with legal requirements.

#### **Article 6. Right to nominate and stand as candidate for Controllers**

1. Ordinary shareholders forming a group to nominate candidates for Board of Controllers must notify all attending shareholders of their grouping prior to the opening of the GMS. The number of candidates a shareholder or group of shareholders may nominate depends on the number of Controllers to be elected as per section 2 Article 4 of the Regulation and the proportion of ordinary shares they own. A shareholder or group of shareholders holding at least 10% of total ordinary shares shall be entitled to nominate 01 candidate.
2. In case the number of candidates for Board of Controllers nominated remains insufficient, the incumbent Board of Controllers shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Governance Regulations, and Operational Regulations of Board of Controllers. Such additional nominations by the incumbent Board of Controllers

must be clearly disclosed prior to the GMS voting session, in accordance with legal requirements.

### **Article 7. Nomination and candidacy dossiers for the BOM members, Controllers**

1. A nomination or candidacy dossier for the BOM members/ Controllers shall include:
  - a. Nomination or candidacy application form (as per the GMS meeting materials);
  - b. Curriculum vitae self-declared by the candidate with photo attached (as per the GMS meeting materials);
  - c. Certified copy of the candidate's citizen identification card or passport or other legal personal identification documents;
  - d. Certified copy of the permanent residence registration (or long-term temporary residence registration) for Vietnamese citizens;
  - e. Judicial record issued by the authority managing judicial record database as stipulated by the 2009 Law on Judicial Records or equivalent legal document issued by competent foreign authorities;
  - f. Certified copies of diplomas, certificates proving the candidate's educational and professional qualifications.
2. All documents must be in Vietnamese and/or English. Documents issued by foreign authorities must be consular legalized unless exempted by law.
3. For nominations/candidacies submitted prior to the GMS, shareholders or shareholder groups must send the dossiers to Vietnam Airlines JSC at the following address:

Corporate Secretary – Vietnam Airlines JSC  
Address: 200 Nguyen Son Street, Long Bien District, Hanoi  
Tel: +84 24 38272289  
Fax: +84 24 38722375

(If sent via fax, the original documents must be submitted during registration prior to the meeting.)

For nominations/candidacies at the GMS, the shareholder(s) must submit the full dossier directly to the Chairperson for consideration.

### **Article 8. Selection of candidates**

Based on the nomination and candidacy forms and accompanying dossiers, the Chairing Committee shall prepare and publish at the GMS a list of candidates who meet all eligibility criteria to stand for election as the BOM members, Controllers.

### **Article 9. Voting method and procedures**

1. The election of the BOM members, Controllers shall be conducted directly by secret ballot using the cumulative voting method.
2. Each shareholder or authorized representative shall have a total number of votes equal to the number of shares owned or represented multiplied by the number of the BOM members or Controllers to be elected.
3. Example: Shareholder A owns 1,000 shares. If the GMS elects 01 the BOM member, 01 Controller. Shareholder A shall have 1,000 votes to allocate to one candidate of the BOM member and 1,000 votes to allocate to one candidate of the Board of Controllers.
4. Shareholders or authorized representatives may allocate all or part of their total votes to one or more candidates.
5. The total number of votes allocated to all candidates by each shareholder or authorized representative must not exceed the number of shares held or represented multiplied by the number of the BOM members, Controllers to be elected.

(Detailed example of cumulative voting method is provided in the Appendix to this Regulation.)

#### **Article 10. Organization and supervision of voting**

1. Vote Counting Committee:
  - a. The voting organization and supervision shall be performed by the Vote Counting Committee on behalf of the GMS in accordance with this Regulation;
  - b. The Committee shall consist of 03 members: 01 Head and 02 Members elected by the GMS upon the Chairperson's nomination;
  - c. Eligibility criteria for Committee members:
    - Must not be members/candidates of the BOM or Board of Controllers of Vietnam Airlines JSC;
    - Must not be members of the Board of Directors of Vietnam Airlines JSC;
    - Must not be related to the above individuals.
  - d. The Committee may establish a support team to assist with its duties.
2. The Committee must ensure integrity, objectivity, and confidentiality during the voting and counting process.
3. Duties of the Vote Counting Committee:
  - a. Verify and publish the list of candidates for the BOM, the Board of Controllers;
  - b. Explain voting procedures and guide shareholders on how to vote;
  - c. Distribute, collect, and count ballots in accordance with the number of shares and voting rights held or represented;

- d. Supervise ballot casting;
  - e. Count the ballots, prepare the vote counting minutes, and announce results before the GMS;
  - f. Hand over the vote counting minutes and all ballots to the GMS Secretariat;
  - g. Cooperate with the Chairperson to address complaints or denunciations related to candidates or election results (if any) and report to the GMS for decision;
  - h. Fulfill other relevant duties.
4. The Vote Counting Committee shall be fully responsible before the law and the GMS for compliance with this Regulation and the accuracy of the vote counting results.

### **Article 11. Voting ballots and instructions**

#### 1. Voting Ballots:

- a. Voting ballots shall be issued by Vietnam Airlines JSC, uniformly printed, bearing the hanging seal of Vietnam Airlines JSC, and indicating the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of votes held by such shareholder;
- b. Each shareholder or authorized representative shall receive 01 Voting ballot for the election of the BOM members, 01 Voting ballot for the election of Controllers based on the attendance code (both owned and authorized shares);
- c. Upon receiving the ballot, shareholders or their authorized representatives must check the information printed thereon. If there are any errors, they must immediately notify the Vote Counting Committee for replacement.

#### 2. Instructions for Filling in the Ballot:

- a. If voting for a candidate, shareholders or their authorized representatives shall write the number of votes they wish to cast in the “Number of Votes” column corresponding to the candidate’s name;
- b. If not voting for a candidate, shareholders or their authorized representatives shall write “0” in the “Number of Votes” column;
- c. Shareholders or authorized representatives may concentrate all their votes for one or several candidates, vote for all candidates, or abstain from voting for any;
- d. The total number of votes cast by a shareholder or authorized representative must not exceed the total number of votes they are entitled to (= number of shares × number of the BOM members or Controllers to be elected).

#### 3. Valid Ballots must satisfy all of the following conditions:

- a. The ballot lists candidates included in the approved list and within the number of BOM members and Controllers as approved by the GMS;

- b. The total number of votes cast is less than or equal to the number of votes that the shareholder is entitled to;
  - c. Not falling under any of the cases defined in section 4 of this Article.
4. Invalid Ballots include:
- a. Ballots not issued by Vietnam Airlines JSC and/or without the company's seal;
  - b. Ballots with erasures, amendments, or unauthorized additions (mistaken ballots must be replaced);
  - c. Ballots that include unapproved or incorrectly recorded candidate names contrary to Article 8 of the Regulation;
  - d. Ballots where the total number of votes cast exceeds the total votes permitted (= number of shares × number of the members of the BOM members or Controllers to be elected);
  - e. Ballots without signature and full name of the shareholder or authorized representative;
  - f. Ballots improperly filled out when abstaining from voting.

#### **Article 12. Voting and vote counting**

1. Voting shall commence after the distribution of ballots is completed and shall end when the last shareholder or authorized representative casts their ballot into the ballot box;
2. The Vote Counting Committee shall inspect the ballot box in the presence of shareholders or their authorized representatives;
3. Shareholders and authorized representatives shall only place ballots into sealed ballot boxes under the supervision of the Vote Counting Committee;
4. Vote counting shall take place in the voting room immediately after voting ends. Before opening the ballot box, the Committee must count, seal, and record the number of unused ballots. No erasures or amendments are allowed on the ballots.

#### **Article 13. Principles for determining election results**

1. The elected BOM members, Controllers are determined by descending order of votes received, starting from the highest, until the approved number of members has been filled;
2. In case of a tie in votes for the final position of the BOM, the Board of Controllers: the candidate who owns or represents more shares in Vietnam Airlines JSC shall be selected. If shareholding is also equal or none of the tied candidates are shareholders, a runoff vote will be held among those candidates;

3. Where the first round of election fails to elect a sufficient number of the BOM members, Controllers: the GMS shall conduct a second round of election from among the remaining candidates;
4. If the second round still does not fulfill the required number, the GMS shall either hold a third round or leave the position vacant and elect in the next GMS meeting as decided by the Chairperson.

#### **Article 14. Preparation and disclosure of vote counting minutes**

1. After counting votes, the Vote Counting Committee must prepare the Vote Counting Minutes;
2. The Vote Counting Minutes must include the following details:
  - a. Time and venue of the vote count;
  - b. Members of the Vote Counting Committee;
  - c. Purpose and content of the voting;
  - d. Total number of attending shareholders and authorized representatives, total number of ballots cast, and classification of valid and invalid ballots;
  - e. Election results;
  - f. Signatures of members of the Vote Counting Committee.
3. The full content of the Vote Counting Minutes must be disclosed to the GMS and included in the GMS Resolution.

#### **Article 15. Right to raise questions**

Shareholders and their representatives have the right to raise questions or complaints regarding the voting and vote counting process. The Chairperson and Vote Counting Committee shall be responsible for responding to and clarifying such matters, and all such queries must be recorded in the GMS minutes.

#### **Article 16. Effectiveness of the regulation**

This Regulation shall take effect after being approved by the GMS and shall apply solely to the election of the BOM members, Controllers of Vietnam Airlines JSC.

**Appendix**  
**GUIDELINES FOR ELECTION OF THE BOM MEMBERS,**  
**CONTROLLERS**  
**BY METHOD OF CUMULATIVE VOTING**

*(Attached to the Regulation on Election of BOM Members, Controllers of Vietnam Airlines JSC)*

**1. Type of Ballot**

- Blue ballot: for election of the BOM members.
- Yellow ballot: for election of Controllers.

**2. Casting Ballots:** Place the completed ballot into the ballot box.

**3. Completing the Ballot**

Each shareholder shall have a total number of votes equal to the number of voting shares they own or are authorized to represent, multiplied by the number of the BOM members, Controllers to be elected.

Shareholders may distribute their total number of votes among all candidates or concentrate all votes on one or several candidates, provided that the total number of votes cast does not exceed their total voting entitlement.

**Example:**

Assume that the GMS will elect 05 BOM members from a total of 06 candidates. Shareholder Mr. Nguyen Van A owns and/or is authorized to represent 1,000 voting shares. Therefore, his total number of votes is:  $(1,000 \times 5) = 5,000$  votes.

Mr. Nguyen Van A may allocate his votes using the cumulative voting method as follows:

**Situation 1: Shareholder Nguyen Van A equally casts his votes for 5 candidates (each candidate shall equally receive 1000 votes).**

No	Full name of candidates	Numbers of votes
1	Candidate 1	<b>1.000</b>
2	Candidate 2	<b>1.000</b>
3	Candidate 3	<b>1.000</b>
4	Candidate 4	<b>1.000</b>
5	Candidate 5	<b>1.000</b>
6	Candidate 6	<b>0</b>
	<b>Total of votes</b>	<b>5.000</b>

**Situation 2: Shareholder Nguyen Van A casts all his votes for 1 candidate**  
(*assuming the shareholder casts all his votes for Candidate 2*)

No.	Full name of candidates	Numbers of votes
1	Candidate 1	0
2	Candidate 2	5.000
3	Candidate 3	0
4	Candidate 4	0
5	Candidate 5	0
6	Candidate 6	0
	<b>Total of votes</b>	<b>5.000</b>

**Situation 3: Shareholder Nguyen Van A divided his votes among 6 candidates but not equally.**

No.	Full name of candidates	Numbers of Votes
1	Candidate 1	3.000
2	Candidate 2	1.000
3	Candidate 3	300
4	Candidate 4	300
5	Candidate 5	200
6	Candidate 6	200
	<b>Total of votes</b>	<b>5.000</b>

**Situation 4: Shareholder Nguyen Van A divides his votes among several candidates** (*assuming he casts all his votes for 2 candidates: Candidate 2 and Candidate 3*).

No.	Full name of candidates	Numbers of Votes
1	Candidate 1	0
2	Candidate 2	3.000
3	Candidate 3	2.000
4	Candidate 4	0
5	Candidate 5	0
6	Candidate 6	0
	<b>Total of votes</b>	<b>5.000</b>

#### **4. Invalid Ballots**

- Ballots that do not follow the prescribed forms or do not bear the official seal of Vietnam Airlines JSC.
- Ballots that are altered, erased, supplemented, or contain incorrect names or names not included in the list of candidates stipulated in Article 8 of this Regulation.
- Ballots in which the total number of votes allocated to candidates by a shareholder exceeds the number of votes the shareholder is entitled to (i.e., number of shares multiplied by the number of the BOM members to be elected).
- Other cases as stipulated in this Regulation.

*Note: The election of Controllers shall be carried out in the same manner as that of the BOM members.*

**SƠ YẾU LÝ LỊCH**  
(CURRICULUM VITAE)

Ảnh 4×6  
(Photo)  
(Latest color photo  
with border stamp  
of the agency  
confirming the  
background)

1. Họ và tên (*Name*): .....
2. Giới tính:  Nam  Nữ  
(*Gender*): (Male) (Female)
3. Ngày sinh (*Date of birth*): .....
4. Quốc tịch (*Nationality*): .....
5. CCCD/Hộ chiếu số: ..... ngày cấp: ..... tại:.....  
(*ID/ Passport number*): (date of issue) (by)
6. Địa chỉ thường trú (*Permanent residence*): .....
7. Số điện thoại liên lạc (*Tel/Mobile*): .....
8. Trình độ văn hoá (*Education*): .....
9. Trình độ chuyên môn (*ghi rõ trường, năm tốt nghiệp trường, chuyên ngành*):  
(*Professional qualifications – include college/university, graduation year, majors*)  
- .....  
- .....  
- .....  
- .....  
- .....
10. Quá trình công tác (*nơi công tác, chức vụ, nghề nghiệp đã qua từ năm 18 tuổi*):  
(*Employment history – include name and location of companies, job titles from the age of 18*)  
- .....  
- .....  
- .....  
- .....  
- .....  
- .....  
- .....  
- .....  
- .....  
- .....  
- .....
11. Chức vụ công tác hiện nay (*Current position*): .....
12. Số lượng cổ phiếu được ủy quyền hoặc nắm giữ: ..... cổ phiếu  
(*Number of authorized/ possessed shares: ..... shares*)

Tôi xin xác nhận lời khai trên là hoàn toàn đúng sự thật. Nếu sai tôi xin chịu trách nhiệm trước pháp luật.

*(I hereby undertake that the above statements are true. I will take full responsibility for them under the law.)*

**XÁC NHẬN\***  
**(Attestation of Competent Authority)**

....., ngày ..... tháng ..... năm .....  
..... [place], ..... [dd/mm/yy] .....  
**Người khai (Declarant)**

\* Ghi chú (Note):

Sơ yếu lý lịch này phải được Thủ trưởng cơ quan (nếu cá nhân đang làm việc tại cơ quan, tổ chức), hoặc Ủy ban nhân dân xã/ phường nơi cá nhân đăng ký hộ khẩu thường trú (nếu cá nhân không làm việc tại cơ quan, tổ chức) xác nhận.

*This curriculum vitae shall be certified by the Head of company/ organization where the declarant is working or Commune-level People's Committee where the declarant registers permanent residence (if the declarant is not working for the company/ organization).*

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**NOMINATION FORM FOR THE BOM MEMBERS/ CONTROLLERS**

Respectfully to: The Board of Management - Vietnam Airlines JSC

I/We, the undersigned, am/are a shareholder/group of shareholders of Vietnam Airlines JSC, holding ..... shares (in words: .....)  
accounting for .....% of the total ordinary shares of Vietnam Airlines JSC, as listed below:

No.	Full name	ID card/Passport/ Enterprise Registration Certificate No	Number of shares held
1			
2			
...	...	...	...
	Total of shares		

After reviewing the draft Regulation on Election of the BOM Members and Controllers (the “Election Regulation”) of the 2026 General Meeting of Shareholders of Vietnam Airlines JSC, I/we hereby agree to nominate the following individual(s) to stand for election as members of the BOM/ Controllers at the 2026 Annual General Meeting of Shareholders of Vietnam Airlines JSC:

No.	Full name	ID card/Passport, date and place of issuance	Address

At the same time, we agree to appoint (applicable in the case of group shareholder nominations):

Mr./Ms.: .....

Shareholder Code (if any): .....

ID Card/Passport/ Enterprise Registration Certificate No.: .....

Date of Issue: ..... Place of Issue: .....

to act as the representative of the group to carry out the procedures for nomination of the BOM members/ Controllerst at the 2026 Annual General Meeting of Shareholders of Vietnam Airlines JSC in accordance with the Election Regulation.

I/We take full responsibility for this nomination and undertake to strictly comply with all applicable laws and the Election Regulation.

....., *date ... month ... year ....*

**Shareholder**

(Signature and full name)

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**Independence – Freedom – Happiness**

**APPLICATION FOR CANDIDACY FOR THE BOM MEMBERS/ CONTROLLERS**

Respectfully to: The Board of Management - Vietnam Airlines JSC

**My name is:** .....

ID Card/Passport No.: .....Date of issue: ..... Place of issue: .....

I currently own (or represent the ownership of) ..... shares (in words: .....), accounting for .....% of the total ordinary shares of Vietnam Airlines JSC.

Having met all eligibility conditions stipulated in the Law on Enterprises No. 59/2020/QH14, the Charter of Vietnam Airlines JSC, and the draft Regulation on Election of Members of the BOM and Controllers (Election Regulation) of the 2026 Annual General Meeting of Shareholders, I hereby apply to stand as a candidate for the position of member of the Board of Management of Vietnam Airlines JSC.

The application dossier includes the following documents:

1. Self-declared curriculum vitae certified by a competent authority;
2. Certified copies of the following documents:
  - ID Card/ Passport;
  - Permanent residence registration (or long-term temporary residence registration) for Vietnamese citizens;
  - Diplomas and certificates verifying academic and professional qualifications.
3. Judicial record issued by the competent authority managing the judicial record database under the 2009 Law on Judicial Records, or an equivalent legal document issued by a foreign authority;
4. Nomination letter (if the candidate is nominated by a shareholder or group of shareholders).

I undertake to strictly comply with all applicable laws and the Election Regulation.

If elected as a member of the BOM/ Controllers by the shareholders, I commit to devoting my full abilities and dedication to contributing to the development of Vietnam Airlines JSC, while strictly adhering to all applicable laws and the Company's Charter.

Respectfully.

....., *date ... month ... year ....*

**Candidate**

(Signature and full name)