REPORT

Re: Amendment and supplement to the Internal Regulations on Corporate Governance in accordance with new legal regulations

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the amendment and supplement to the Internal Regulations on Corporate Governance of Vietnam Airlines in accordance with new legal regulations and the Charter of Vietnam Airlines as follows:

1. Bases for amendment and supplement

- Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 (effective from August 1, 2025);

- Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises 2020 (effective from July 1, 2025);

- Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities (effective from September 11, 2025).

2. Bases for amendment and supplement

The amended and supplemented contents comply with legal regulations and are consistent with the amended and supplemented Charter of Vietnam Airlines in 2026

a) Regarding the structure: keep the structure intact, consisting of 09 Articles (in compliance with the sample Internal Regulations on Corporate Governance in Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance).

b) Article 3 Clause 1.2.d, Clause 2.12.b and 2.12.b.4 regarding Roles, rights and obligations of the General Meeting of Shareholders; Article 4 Clause 1.2.g regarding Roles, rights and obligations of the Board of Directors:

Amended the content “Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the latest financial statements of Vietnam Airlines” according to Article 27.3, 27.7 Law No. 68/2025/QH15; Article 31.6, 31.7 Decree No. 366/2025/ND-CP:

“To decide on matters with a value not exceeding 50% of owner's equity, or not exceeding 50% of the owner's investment capital where owner's equity is lower than the owner's investment capital, but not exceeding VND 5,000 billion, including:

(i) Investment in investment for each investment project or investment amount, determined based on the investment capital;

(ii) Transfer of investment projects or investment capital, determined based on the higher of the book value of the investment and the expected transfer value;

(iii) Purchase or hire purchase of fixed assets, determined based on the purchase or hire purchase price;

(iv) Sale of fixed assets that are damaged, technologically obsolete, no longer needed, unusable, or inefficiently used in order to recover capital, determined based on the remaining book value.

For the purposes of this Point (g), owner's equity and owner's investment capital shall be determined in accordance with the separate quarterly or annual financial statements of Vietnam Airlines closest to the time of the decision on investment/ transfer/ sale".

c) Article 4:

- Clause 1.h: Supplementing the content that the Board of Directors must report to the Annual General Meeting of Shareholders on " *The activities of independent members of the Board of Directors and the evaluation results of each independent member of the Board of Directors on the activities of the Board of Directors* " (to comply with Article 280.4 of the amended Decree 155 and Article 37.2.h of the draft Charter of Vietnam Airlines in 2026).
- Clause 2.1.c: Clarifying that the minimum number of non-executive members of the Board of Directors is 02 members (to comply with Article 276.2 of the amended Decree 155 and Article 34.3.a of the draft Charter of Vietnam Airlines in 2026).
- Clause 2.2.a: Supplementing and clarifying that a member of the Board of Directors may only concurrently serve as a member of the Board of Directors or a member of the Members' Council in a maximum of 05 other companies (to comply with Article 275.3 of the amended Decree 155 and Article 35.1.c of the draft Charter of Vietnam Airlines in 2026).

d) Article 6: Clause 2.2.b: Supplementing the regulation that the General Director must not be a related person of the managers of Vietnam Airlines, members of the Supervisory Board, the representative of the state capital portion at Vietnam Airlines, or the capital representative of Vietnam Airlines at subsidiaries or associate companies (to comply with Article 291.5 of the amended Decree 155 and Article 48.1.b of the draft Charter of Vietnam Airlines in 2026).

e) In addition, in some clauses, sentences or phrases are supplemented, updated, or amended in accordance with the regulations of the Law on Enterprises and the Charter of Vietnam Airlines in order to clarify the contents of such articles or clauses without changing their meaning.

3. Recommendation

Based on the above report, the Board of Directors respectfully requests the General Meeting of Shareholders to approve the amendment and supplement to the

Internal Regulations on Corporate Governance of Vietnam Airlines according to the detailed contents in the Appendix attached to this Report.

(The full text of the draft amended Internal Regulations on Corporate Governance of Vietnam Airlines is published on the website of Vietnam Airlines).

Respectfully submitted.

AMENDMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF Vietnam Airlines

No.	Current regulations	Amended contents	Reason
1	**Article 3. General Meeting of Shareholders**		
	1.2. The General Meeting of Shareholders has the following rights and obligations: d)Decide to invest or sell assets with a value of 35% or more of the total asset value recorded in the most recent financial report of Vietnam Airlines;	To decide on matters with a value exceeding 50% of owner's equity, or exceeding 50% of the owner's investment capital where owner's equity is lower than the owner's investment capital, or exceeding VND 5,000 billion, including: (i) Investment in investment for each investment project or investment amount, determined based on the investment capital; (ii) Transfer of investment projects or investment capital, determined based on the higher of the book value of the investment and the expected transfer value; (iii) Purchase or hire purchase of fixed assets, determined based on the purchase or hire purchase price; (iv) Sale of fixed assets that are damaged, technologically obsolete, no longer needed, unusable, or inefficiently used in order to recover capital, determined based on the remaining book value. For the purposes of this Point (d), owner's equity and owner's investment capital shall be determined in accordance with the separate quarterly or annual financial statements of Vietnam Airlines closest to the time of the decision on investment/ transfer/ sale.	Article 27.3, 27.7 Law No. 68/2025/QH15; Article 31.6, 31.7 Decree No. 366/2025/ND-CP
	2.12.b) The General Meeting of Shareholders discusses and approves the following issues: b.4)Decide to invest or sell assets with a value of 35% or more of the total asset value recorded in the most recent financial report of Vietnam Airlines;		

No.	Current regulations	Amended contents	Reason
	3.6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the date the vote counting ends.	3.6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the date the vote counting ends. Sending the vote counting minutes and resolutions can be replaced by posting them on Vietnam Airlines's website within 24 hours from the end of the vote counting.	Supplemented according to Clause 6, Article 149, Law on Enterprises (LDN).
2	**Article 4. Board of Directors**		
	1.1. The Board of Directors is the management body of Vietnam Airlines, having full authority to act in the name of Vietnam Airlines to decide and exercise the rights and obligations of Vietnam Airlines that do not fall under the authority of the General Meeting of Shareholders.	1.1. The Board of Directors is the management body of Vietnam Airlines, having full authority to act in the name of Vietnam Airlines to decide and exercise the rights and obligations of Vietnam Airlines, except for the rights and obligations under the authority of the General Meeting of Shareholders.	To clarify the meaning, supplemented according to Clause 1, Article 153, LDN.
	1.2. The rights and obligations of the Board of Directors		

No.	Current regulations	Amended contents	Reason
	g)Decide on investment or sale of assets with a value of less than 35% of the total value of assets recorded in the most recent financial report of Vietnam Airlines;	g) To decide on matters with a value not exceeding 50% of owner's equity, or not exceeding 50% of the owner's investment capital where owner's equity is lower than the owner's investment capital, but not exceeding VND 5,000 billion, including: (i) Investment in investment for each investment project or investment amount, determined based on the investment capital; (ii) Transfer of investment projects or investment capital, determined based on the higher of the book value of the investment and the expected transfer value; (iii) Purchase or hire purchase of fixed assets, determined based on the purchase or hire purchase price; (iv) Sale of fixed assets that are damaged, technologically obsolete, no longer needed, unusable, or inefficiently used in order to recover capital, determined based on the remaining book value. For the purposes of this Point (g), owner's equity and owner's investment capital shall be determined in accordance with the separate quarterly or annual financial statements of Vietnam Airlines closest to the time of the decision on investment/ transfer/ sale.	Article 27.3, 27.7 Law No. 68/2025/QH15; Article 31.6, 31.7 Decree No. 366/2025/ND-CP

No.	Current regulations	Amended contents	Reason
	i) To approve purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the most recent financial statements of Vietnam Airlines, unless otherwise specified in the internal management regulations of Vietnam Airlines; to approve contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d of Clause 1, and Point o of Clause 2 of Article 23 of this Charter and Clauses 1 and 3 of Article 167 of the Law on Enterprises;	i) To approve borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the most recent financial statements of Vietnam Airlines, unless otherwise specified in the internal management regulations of Vietnam Airlines; to approve contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d of Clause 1, and Point o of Clause 2 of Article 23 of this Charter and Clauses 1 and 3 of Article 167 of the Law on Enterprises;	The purchase and sale are deemed to fall within the scope of contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point (d), Clause 1 and Point (o), Clause 2, Article 23 of the Charter.
	Not specified yet.	1.3.h) Activities of independent Board members and the evaluation results of each independent member regarding the activities of the Board of Directors.	Supplemented to comply with Article 280.4 of the amended Decree 155.
	2.1.c) The structure of the Board of Directors of Vietnam Airlines must ensure that at least 1/3 of the total Board members are non-executive members. Vietnam Airlines minimizes the number of Board members concurrently holding executive positions of Vietnam Airlines to ensure the independence of the Board of Directors;	2.1.c) The minimum number of non-executive Board members of Vietnam Airlines is 02 members. Vietnam Airlines minimizes the number of Board members concurrently holding executive positions of Vietnam Airlines to ensure the independence of the Board of Directors;	Supplemented to comply with Article 276.2 of the amended Decree 155 and Article 34.3.a of the draft Corporation's Charter.
	2.2.a) Board member must fully satisfy the following standards and conditions:a) Only concurrently serve as a Board member at a maximum of 05 other companies;	2.2.a) Only concurrently serve as a Board member or a Members' Council member at a maximum of 05 other companies;	Supplemented and clarified to comply with Article 275.3 of the amended Decree 155.

No.	Current regulations	Amended contents	Reason
	2.7. Method of introducing candidates for Board members:The method of introducing candidates for Board members is specified in Article 36 of the Vietnam Airlines Charter.	Remove this content.	Because it is already stated in Clause 2.3 of this Article.
	4.14. In case the chair or the minute-taker refuses to sign the meeting minutes, but if all other Board members attending the meeting sign and the minutes contain full contents as prescribed in points a, b, c, d, e, f, g, and h, Clause 4.13 of this Article, this minute is effective. The meeting minute shall clearly state the refusal of the chair and the minute-taker to sign.	4.14. In case the chair or the minute-taker refuses to sign the meeting minutes, but if all other Board members attending and agreeing to pass the meeting minutes sign and the minutes contain full contents as prescribed in points a, b, c, d, e, f, g, and h, Clause 1 of this Article, this minute is effective. The meeting minute shall clearly state the refusal of the chair and the minute-taker to sign. The persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chair and the minute-taker shall be personally liable for damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Vietnam Airlines Charter, and relevant laws.	Supplemented according to Clause 3, Article 158, LDN.
3	**Article 6. General Director**		
	2.1.b) Not be a family member of a manager of Vietnam Airlines, a member of the Supervisory Board; a representative of state capital at Vietnam Airlines;	2.1.b) Not be a family member or a related person of a manager of Vietnam Airlines, a member of the Supervisory Board; a representative of state capital at Vietnam Airlines; a representative of Vietnam Airlines's capital at subsidiaries and associated companies.	Supplemented to comply with Article 291.5 of the amended Decree 155 and Article 48.1.b of the draft Charter of Vietnam Airlines

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

INTERNAL REGULATIONS ON GOVERNANCE OF VIETNAM AIRLINES JSC

(Promulgated together with Decision No. ...../QD-HĐQT/TCTHK dated / /2026)

Hanoi, day .... months.... 2026

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INTERNAL REGULATIONS ON GOVERNANCE OF VIETNAM AIRLINES JSC.

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

Pursuant to the Law on Enterprises dated June 17, 2020; Law No. 76/2025/QH15 amending the Law on Enterprises in 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 (amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025) detailing the implementation of a number of articles of the Securities Law;

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

Pursuant to the Charter of Vietnam Airlines;

Pursuant to Resolution No. ..../NQ-General Meeting of Shareholders dated ..2026;

Pursuant to Resolution No. ....../NQ-HĐQT/TCTHK dated ... 2026;

The Board of Directors promulgates the Internal Regulation on the governance of Vietnam Airlines.

The internal regulation on governance of Vietnam Airlines includes the following contents:

Article 1. Explanation of terms

1. In this Regulation, the following terms shall be construed as follows:

a) Vietnam Airlines Corporation-Joint Stock Company (hereinafter referred to as VIETNAM AIRLINES) is the parent company in the Parent Company-Subsidiary Complex of Vietnam Airlines;

b) The Charter of VIETNAM AIRLINES means the Charter of Vietnam Airlines Corporation-JSC;

c) The General Meeting of Shareholders consists of all voting shareholders of VIETNAM AIRLINES;

d) The Board of Directors is the Board of Directors of VIETNAM AIRLINES;

e) The Supervisory Board is the Supervisory Board of VIETNAM AIRLINES;

f) The General Director is the General Director of VIETNAM AIRLINES.

2. Other terms in this Regulation are interpreted and defined in the Charter of VIETNAM AIRLINES, the State's legal documents and regulations of VIETNAM AIRLINES have the same meanings as in such documents.

Article 2. Scope of regulation and subjects of application

1. Scope of regulation: This Regulation stipulates the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; order and procedures for meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors, the Supervisory Board, the General Director and other activities as prescribed in the Charter of VIETNAM AIRLINES and other current provisions of law.

2. Subjects of application: This Regulation applies to members of the Board of Directors, members of the Supervisory Board, General Director and related persons.

Article 3. General Meeting of Shareholders

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

1.1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of VIETNAM AIRLINES. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

1.2. The General Meeting of Shareholders has the following rights and obligations:

a) Through the development orientation of VIETNAM AIRLINES;

b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

c) Election, dismissal and dismissal of members of the Board of Directors and members of the Supervisory Board;

d) To decide on matters with a value exceeding 50% of owner's equity, or exceeding 50% of the owner's investment capital where owner's equity is lower than the owner's investment capital, or exceeding VND 5,000 billion, including:

(i) Investment in investment for each investment project or investment amount, determined based on the investment capital;

(ii) Transfer of investment projects or investment capital, determined based on the higher of the book value of the investment and the expected transfer value;

(iii) Purchase or hire purchase of fixed assets, determined based on the purchase or hire purchase price;

(iv) Sale of fixed assets that are damaged, technologically obsolete, no longer needed, unusable, or inefficiently used in order to recover capital, determined based on the remaining book value.

For the purposes of this Point (d), owner's equity and owner's investment capital shall be determined in accordance with the separate quarterly or annual financial statements of Vietnam Airlines closest to the time of the decision on investment/ transfer/ sale.

e) Decision on amendments and supplements to the Charter of VIETNAM AIRLINES;

f) Approval of annual financial statements;

g) Decide to repurchase more than 10% of the total sold shares of each type;

h) Consider and handle violations committed by members of the Board of Directors and members of the Supervisory Board causing damage to VIETNAM AIRLINES and VIETNAM AIRLINES shareholders;

i) Decision on reorganization and dissolution of VIETNAM AIRLINES;

j) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;

k) Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors and the Supervisory Board;

l) Approve the list of approved auditing firms; decide on the auditing firm approved to inspect the operation of VIETNAM AIRLINES, the exemption of the auditor is approved when considered necessary;

m) Other rights and obligations as prescribed by law.

2. The order and procedures for the General Meeting of Shareholders to approve resolutions in the form of voting at the General Meeting of Shareholders include the following principal contents:

2.1. Competence to convene the General Meeting of Shareholders:

a) The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Charter of VIETNAM AIRLINES, especially through the audited annual financial statements. In case the audit report of VIETNAM AIRLINES' annual financial statements contains material exceptions, contrary audit opinions or rejections, VIETNAM AIRLINES must invite the representative of the auditing organization approved to audit the financial statements of VIETNAM AIRLINES to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above are responsible for attending the Annual General Meeting of Shareholders of VIETNAM AIRLINES.

b) The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- The Board of Directors deems it necessary for the benefit of VIETNAM AIRLINES;

- The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;

- At the request of shareholders or groups of shareholders specified in Clause 2, Article 18 of the Charter of VIETNAM AIRLINES; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;

- At the request of the Supervisory Board;

- Other cases as prescribed by law and the Charter of VIETNAM AIRLINES.

2.2. Making a list of shareholders entitled to attend the meeting: The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders.

2.3. Announcement on the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders: VIETNAM AIRLINES must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.

2.4. Notice of convening the General Meeting of Shareholders:

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of VIETNAM AIRLINES and the State Securities Commission, the Stock Exchange where VIETNAM AIRLINES' shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). Agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the website of VIETNAM AIRLINES. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agendas, documents used in the meeting;

b) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;

c) Voting slips;

d) Draft resolutions for each issue on the meeting agenda.

2.5. Agenda and contents of the General Meeting of Shareholders:

The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare the program and content of the congress;

b) Preparing documents for the congress;

c) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

d) Determining the time and place of the congress;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

f) Other tasks for the congress.

2.6. The authorization of the representative to attend the General Meeting of Shareholders;

a) Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals and organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

b) The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 2.6.a of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

c) The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the participants of the meeting must also present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with VIETNAM AIRLINES).

d) The voting slip of the authorized person attending the meeting within the scope of authorization is still valid when one of the following cases occurs: (i) The authorizer dies, has limited civil act capacity or has lost his/her civil act capacity; (ii) The Authorizer has cancelled the authorization designation; (iii) The authorizer has revoked the authority of the person performing the authorization.

This clause does not apply in the event that VIETNAM AIRLINES receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

2.7. The method of registering to attend the General Meeting of Shareholders is specified in the Notice of the General Meeting of Shareholders, including contacting VIETNAM AIRLINES or sending the Registration Form to attend the General Meeting (attached to the Notice of the General Meeting of Shareholders to shareholders) to VIETNAM AIRLINES.

2.8. Conditions for conduct:

a) The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total votes.

b) In case the first meeting is not eligible to be held under the provisions of Point 2.8.a of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.

c) In case the second meeting is not eligible to be conducted under the provisions of Point 2.8.b of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

2.9. Form of adoption of resolutions of the General Meeting of Shareholders: The General Meeting of Shareholders discusses and votes according to each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.

2.10. The method of voting shall comply with the provisions of the Election Regulation approved by the General Meeting of Shareholders at the meeting.

2.11. The method of counting votes shall comply with the provisions of the Election Regulation approved by the General Meeting of Shareholders at the meeting.

2.12. Conditions for the resolution to be adopted:

a) Resolutions of the General Meeting of Shareholders related to the following issues must be implemented through voting at the General Meeting of Shareholders:

a.1) Type of shares and total number of shares of each type;

a.2) To decide on the number of members of the Board of Directors and Supervisors; Election of members of the Board of Directors and Supervisors;

a.3) Approval of annual financial statements;

a.4) Reorganize and dissolve VIETNAM AIRLINES.

b) The resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 2.12.d of this Article, Clause 1 Article 25 and Clause 8 Article 30 of the Charter of VIETNAM AIRLINES:

b.1) Type of shares and total number of shares of each type;

b.2) Change of business lines, professions and fields;

b.3) Change of organizational structure and management of VIETNAM AIRLINES;

b.4) To decide on matters with a value exceeding 50% of owner's equity, or exceeding 50% of the owner's investment capital where owner's equity is lower than the owner's investment capital, or exceeding VND 5,000 billion, including:

(i) Investment in investment for each investment project or investment amount, determined based on the investment capital;

(ii) Transfer of investment projects or investment capital, determined based on the higher of the book value of the investment and the expected transfer value;

(iii) Purchase or hire purchase of fixed assets, determined based on the purchase or hire purchase price;

(iv) Sale of fixed assets that are damaged, technologically obsolete, no longer needed, unusable, or inefficiently used in order to recover capital, determined based on the remaining book value.

For the purposes of this Point (d), owner's equity and owner's investment capital shall be determined in accordance with the separate quarterly or annual financial statements of Vietnam Airlines closest to the time of the decision on investment/ transfer/ sale.

b.5) Reorganize and dissolve VIETNAM AIRLINES.

c) Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified at Points 2.12.b, Clause 2.12.d of this Article, Clause 1 Article 25 and Clause 8 Article 30 of the Charter of VIETNAM AIRLINES.

d) The voting for the election of members of the Board of Directors and the Supervisory Board must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and the shareholders have the right to accumulate all or part of their total votes for one or several candidates. The winner of the election of a member of the Board of Directors or Supervisor is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Charter of VIETNAM AIRLINES is reached. In case there are 02 or more candidates with the same number of votes for the last member of the

Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations approved by the General Meeting of Shareholders.

e) Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and approving such resolutions violate the provisions of the Law on Enterprises and the Charter of VIETNAM AIRLINES.

2.13. Announcement of vote counting results: The vote counting results are announced by the chairman just before the end of the meeting.

2.14. How to object to the resolution of the General Meeting of Shareholders: Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation with the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 18 of the Charter of VIETNAM AIRLINES have the right to request the Court or Arbitrator to review the consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter of VIETNAM AIRLINES, except for the case specified in Clause 5, Article 29 of the Charter of VIETNAM AIRLINES;

b) The content of the resolution violates the law or the Charter of VIETNAM AIRLINES.

2.15. Making minutes of the General Meeting of Shareholders:

a) The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in English and contain the following principal contents:

- Name, address of the head office, enterprise code;

- Time and place of the General Meeting of Shareholders;

- Agenda and contents of the meeting;

- Full name of the chairman and secretary;

- Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

- The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

- The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;

- The issues that were passed and the corresponding percentage of votes voted for approval;

- Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

b) The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

c) Minutes made in Vietnamese and English have the same legal effect. In case there is a difference in the contents between the minutes in Vietnamese and English, the contents of the minutes in Vietnamese shall apply.

2.16. Announcement of the Resolution of the General Meeting of Shareholders: The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law law on disclosure of information on the stock market and must be kept at the head office of VIETNAM AIRLINES.

3. The order and procedures for the General Meeting of Shareholders to approve a resolution in the form of collecting written opinions include the following main contents:

3.1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of VIETNAM AIRLINES, except for the case specified in Clause 1, Article 29 of the Charter of VIETNAM AIRLINES.

3.2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for sending the opinion poll back. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 26 of the Charter of VIETNAM AIRLINES.

3.3. The opinion poll must include the following principal contents:

a) Name, address of the head office, business code of VIETNAM AIRLINES;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise identification number or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the whole person, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;

d) Issues that need to be consulted to approve decisions;

e) The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f) The deadline for sending to VIETNAM AIRLINES the answered opinion form;

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

3.4. Shareholders may send the answered opinion form to VIETNAM AIRLINES by mail, fax or email according to the following regulations:

a) In case of sending a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to VIETNAM AIRLINES must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) In case of sending fax or email, the opinion poll sent to VIETNAM AIRLINES must be kept confidential until the time of counting votes;

c) Opinion polls sent to VIETNAM AIRLINES after the deadline specified in the opinion poll or have been opened in the case of sending letters and disclosed in case of fax or email are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

3.5. The Board of Directors counts votes and makes a record of vote counting under the witness and supervision of the Supervisory Board or of shareholders who do not hold management positions of VIETNAM AIRLINES. The vote counting record must include the following principal contents:

a) Name, address of the head office, business code of VIETNAM AIRLINES;

b) Purpose and issues to be consulted to approve the decision;

c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes in favor, disapproval and no opinion on each issue;

e) The issue was passed and the vote rate passed accordingly;

f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

3.6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting on the website of VIETNAM AIRLINES within 24 hours from the end of the vote counting.

3.7. The opinion poll that has been answered, the vote counting minutes, the resolutions that have been passed and the relevant documents attached to the opinion poll must be kept at the head office of VIETNAM AIRLINES.

3.8. A resolution shall be adopted in the form of a written shareholder opinion if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and is as valid as the resolution passed at the General Meeting of Shareholders.

4. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of online conferences.

In case VIETNAM AIRLINES applies modern technology to organize the General Meeting of Shareholders through an online meeting, VIETNAM AIRLINES is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020. of the Government detailing the implementation of a number of articles of the Law on Securities. It stipulates the following contents:

4.1. Notice of convening the online General Meeting of Shareholders:

a) The Board of Directors has the right to decide to organize the General Meeting of Shareholders online instead of the General Meeting of Shareholders in the form of face-to-face meetings if it assesses that the organization of the General Meeting of Shareholders in person may not be possible due to the epidemic. decisions of competent water management agencies or other force majeure causes.

b) VIETNAM AIRLINES sends an invitation letter or notice of meeting invitation to all shareholders by means of ensuring that the contact address of shareholders attending the General Meeting is reached online with a document with instructions to confirm the status of shareholders to each shareholder. The Organizing Committee of the General Meeting must notify the guiding documents/regulations for registration to attend the Online General Meeting, electronic voting and other necessary information to shareholders at least 21 days before the date of the Online General Meeting.

4.2. How to register to attend the General Meeting of Shareholders online:

The method of registering to attend the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including:

a) Conditions for participation: Being named in the list of shareholders entitled to attend the General Meeting of Shareholders made according to the notice of exercise of rights of VIETNAM AIRLINES; Authorized representatives are eligible to attend in accordance with the provisions of law and the Charter of VIETNAM AIRLINES.

b) Technical requirements: Shareholders need to have electronic devices connected to the internet (e.g. computers, tablets, mobile phones, other electronic devices with internet connection, etc.).

c) Method of recording shareholders attending the online general meeting of shareholders: Shareholders are recorded by the electronic voting system as attending the online General Meeting of Shareholders when such shareholders access the system using the access information provided in accordance with the provisions of this Regulation and have conducted electronic voting with any what issues are the content of the Agenda of the online General Meeting of Shareholders.

4.3. The authorization of the representative to attend the online General Meeting of Shareholders:

a) The authorization for the representative to attend the online General Meeting of Shareholders shall be carried out similarly in accordance with the provisions of Article 10 of this Regulation and shall be sent to VIETNAM AIRLINES by means of ensuring that the address of VIETNAM AIRLINES can be reached before the opening of the General Meeting.

b) In case shareholders authorize attending the General Meeting online or voting electronically for other individuals/organizations, shareholders and authorized persons shall be responsible for the authorization and results of electronic voting according to the granted access account.

c) Some regulations to be noted when performing online authorization: (i) Shareholders need to comply with providing all information to perform online authorization, especially providing information of the authorized party: phone number, contact address and email address. This is the basis for granting usernames, access passwords and other identifiers (if any) to the authorized party; (ii) Validity of online authorization: the authorization is only legally effective when the following conditions are satisfied: When shareholders fill in all the information according to the online authorization form and complete the online authorization; The power of attorney is printed according to the online authorization form with full signatures, clearly stating the full names and seals (if it is an organization) of the authorizing party and the authorized party; VIETNAM AIRLINES received the original Power of Attorney sent before the official opening of the meeting; (iii) Cancellation of authorization for shareholders who have authorized online: Shareholders send an official written request for online de-authorization to VIETNAM AIRLINES before the official opening of the general meeting. Note that the effective time for recording the cancellation of authorization is calculated according to the time VIETNAM AIRLINES receives the official written request for cancellation of authorization online; Cancellation of authorization will be invalidated if the authorized representative has conducted a voting/election vote on any issue of the agenda of the online General Meeting of Shareholders.

4.4. Conditions for conduct:

a) Conditions for the General Meeting of Shareholders to be conducted shall comply with the provisions of Point 2.8, Article 3 of this Regulation.

b) The system for organizing the General Meeting online and electronic voting must meet the following conditions: (i) The transmission line of the system at the venue of the General Meeting must be continuous and stable, ensuring the attendance of shareholders is not interrupted. In case the organization of the congress is interrupted at the meeting place, the presiding committee must summarize the developments of the contents of such interruption; (ii) The meeting venue must ensure the conditions of sound, light, transmission lines, power sources, electronic means and other equipment according to the requirements and nature of the online meeting; (iii) Ensure information security, keep the confidentiality of the Account to access the System. All information received and provided on the System ensures the principle of information confidentiality and is in accordance with the provisions of the Law on Cyber Information Security; (iv) Electronic data of the online congress program must be stored and extracted from the System.

4.5. Form of approving the Resolution of the Online General Meeting of Shareholders:

a) The online General Meeting of Shareholders approves resolutions under its jurisdiction in the form of voting at the meeting by electronic vote or collecting written opinions.

b) Resolutions of the General Meeting of Shareholders on matters specified at Point 1.2, Article 3 of this Regulation must be adopted in the form of electronic voting at the General Meeting of Shareholders.

4.6. How to vote online:

a) Shareholders can exercise their voting rights through online voting.

b) Voting method: (i) Shareholders use their Access Account to log in to the website according to the instructions sent together with the Invitation Notice or posted on the

VIETNAM AIRLINES website to vote; (ii) Shareholders decide to vote by ticking 01 of 03 boxes corresponding to "Approve", "Disapprove", "No opinion" for each content of consultation of shareholders on the System; (iii) Shareholders with voting rights are shareholders who have registered to attend the online General Meeting as of the time of voting and the number of these shareholders is the basis for calculating the percentage of votes of shareholders. In case a shareholder has registered to attend the online General Meeting but does not vote, it is understood that such shareholder votes "No Opinion" for the contents of the corresponding shareholder consultation; (iv) After that, the shareholder confirms the vote so that the electronic voting system records the results.

c) Some other provisions when conducting electronic voting: (i) In case shareholders do not implement all voting and election issues according to the content of the General Meeting, the issues that have not been voted on or elected are considered as shareholders not voting. election on that issue; (ii) In case of issues arising outside the submitted general meeting agenda, shareholders may vote or vote for additional elections. If shareholders do not vote or vote on arising issues, it is considered that shareholders do not vote or vote on such arising issues; (iii) Shareholders can change the voting or election results (but cannot cancel the voting or election results); including the results of voting and elections to supplement issues arising outside the program of the Congress. The online system only records the vote counting for the final voting and election results at the end of electronic voting of each round of vote counting specified in the working regulations of the congress; (iv) In case, the delegate conducts the vote to record the number: Invalid vote is the one with the total number of votes for candidates other than (greater or less) the total number of votes of the representative delegate calculated at the time of counting the election votes; (v) The time for electronic voting is specified in the working regulations at the congress. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week, except for system maintenance or other reasons beyond the control of VIETNAM AIRLINES. At the end of the voting period, the system does not record any more electronic voting results from shareholders; (vi) When administering the meeting, the Presiding Board must notify the end of voting on the System so that shareholders can exercise their rights. In case shareholders have problems voting on the System, they can contact the hotline number according to the notice of the Organizing Committee of the General Meeting for guidance and support to complete the voting. From the time the System closes the voting contents, shareholders have no right to change any voted contents, the voting results of shareholders recorded on the System according to the Access Account are the final results and are not allowed to complain/lawsuit related to this result.

d) Voting time (i) Shareholders have the right to vote from the time of opening of the Online General Meeting to before the end of voting. In case shareholders have voted but want to change their opinions, they must make changes before the end of voting. The last voting opinion recorded by the System before the end of voting is a valid opinion and recorded in the vote counting results; (ii) In order to ensure the continuous development and focus time on the development of the meeting, shareholders attending when logging in to the System can vote on the agenda of the meeting, the composition of the Vote Counting Committee and the amendments to the regulations on organizing the meeting (if any). The voting time of these contents on the System will be announced by the Organizing Committee at the time of the opening of the online Congress; (iii) The voting results are calculated at the time the shareholders perform electronic voting, so the sudden disconnection of shareholders (if any) only affects the unvoted contents, the voted contents are not affected; (iv) Before the voting period ends, shareholders are only allowed to know the results of their voting. After the voting period ends, shareholders will know the general voting results for each content announced by the Presiding Board or the Vote Counting Committee.

4.7. How to count votes online:

a) The Chairman introduces one or several persons as members of the Vote Counting Committee for the General Meeting to vote for, the Vote Counting Committee has the following rights and obligations: Instruct shareholders on how to vote at the online General Meeting; Counting votes; Prepare and announce the Minutes of vote counting for the General Meeting of Shareholders.

b) The voting is conducted by voting in favor, disapproval and no opinion. The software system will automatically statistics, synthesize, number of votes in favor, disapproval and no opinion.

4.8. Announcement of vote counting results:

a) The vote counting committee approved by the General Meeting of Shareholders at the General Meeting is responsible for checking the results of electronic voting to summarize the voting results.

b) The voting results are announced by the Presiding Board or the Vote Counting Committee right at the online Congress.

4.9. Making minutes of the General Meeting of Shareholders:

a) The contents of the online General Meeting shall be recorded by the Secretariat and made into the Minutes of the General Meeting of Shareholders in accordance with the provisions of Point 2.15, Article 3 of this Regulation. The time and place of the online General Meeting of Shareholders is recorded as the place where the Chairman runs the meeting.

b) The minutes of the meeting and the Resolution of the General Meeting of Shareholders are read and approved before the closing of the online General Meeting.

4.10. Announcement of the Resolution of the General Meeting of Shareholders:

a) Copies of the minutes and resolutions of the meeting must be published on the website of VIETNAM AIRLINES within 24 hours.

b) VIETNAM AIRLINES must organize the disclosure of information about the General Meeting of Shareholders in accordance with the provisions of the Securities Law and the Regulation on Information Disclosure of VIETNAM AIRLINES.

5. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of face-to-face and online conferences.

5.1. Notice of convening the General Meeting of Shareholders:

a) The Board of Directors meets and makes decisions to convene the General Meeting of Shareholders in person and online and agrees to approve the contents and programs of the meeting.

b) The Board of Directors must prepare the tasks specified in Article 3 of this Regulation.

c) The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent).

The notice of invitation to the meeting must be enclosed with the following documents: The meeting agenda, documents used in the meeting and the draft resolution for each issue on the meeting agenda; Voting votes (for shareholders attending directly). For shareholders attending online: VIETNAM AIRLINES sends an invitation letter to attend the General Meeting online enclosed with a document with instructions on confirming shareholder status to each shareholder. The Organizing Committee of the General Meeting must notify the guiding documents/regulations for registration to attend the Online General Meeting, electronic voting and other necessary information to shareholders before the date of the online General Meeting.

5.2. How to register to attend the General Meeting of Shareholders:

a) For shareholders attending directly:

Before the opening of the meeting, VIETNAM AIRLINES must carry out the shareholder registration procedures and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order: When registering shareholders, VIETNAM AIRLINES shall issue to each shareholder or authorized representative the right to vote for a voting card. on which write the registration number, full name of the shareholder, full name of the authorized representative and number of votes of such shareholder; Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

b) For shareholders attending online:

Comply with the provisions of Points a and b, Clause 4.6 of this Article.

5.3. The authorization of the representative to attend the General Meeting of Shareholders:

a) For shareholders attending directly: The authorization of individuals and organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the signatures of the authorizing party and the authorized party; The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting participants must also present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with VIETNAM AIRLINES);

b) For shareholders attending online: The authorization of the representative to attend the online General Meeting of Shareholders shall be carried out in the same manner as prescribed in Clause 1.a of this Article and sent to VIETNAM AIRLINES by means of ensuring that the address of VIETNAM AIRLINES can be reached before the opening time of the general meeting; In case shareholders authorize attending the General Meeting online or voting electronically for other individuals/organizations, shareholders and authorized persons shall be responsible for the authorization and results of electronic voting according to the granted access account.

5.4. Conditions for organizing face-to-face and online conferences:

a) The General Meeting of Shareholders in the form of face-to-face or online shall be held when the conditions specified at Point 4.4 of this Article are met;

b) The system for organizing online congresses and electronic voting must meet the conditions specified at Point 4.6 of this Article.

5.5. Forms of approval of resolutions of the General Meeting of Shareholders:

a) The General Meeting of Shareholders adopts a resolution under its competence in the form of voting at the meeting by voting or electronic vote or collecting opinions in writing;

b) Resolutions of the General Meeting of Shareholders on matters specified at Point 1.2, Article 3 of this Regulation must be adopted in the form of voting at the General Meeting of Shareholders by voting or electronic votes.

5.6. Voting method:

a) Each shareholding or ownership representative corresponds to a voting unit;

b) For shareholders attending and voting directly at the meeting venue: When registering shareholders, VIETNAM AIRLINES shall issue each shareholder or authorized representative the right to vote a voting card, on which write the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder;

c) For shareholders attending and voting online through the online system: Shareholders can exercise their voting rights through the form of electronic voting. The electronic voting shall comply with the provisions of Point 4.6 of this Article;

d) The General Meeting of Shareholders shall discuss and vote on each issue in the program. The voting is conducted by voting in favor, disapproval and no opinion.

5.7. Method of counting votes:

a) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting;

b) The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the chairperson.

5.8. Notification of vote counting results

The results of the vote counting were announced by the Chairman immediately before the end of the meeting; in case the vote counting is extended to the next day, the Chairman shall notify the shareholders attending the meeting of the vote counting results through the website of VIETNAM AIRLINES, unless otherwise decided by the General Meeting of Shareholders.

5.9. Making minutes of the General Meeting of Shareholders

a) The contents of the General Meeting in person and online shall be recorded by the Secretariat and made into the minutes of the General Meeting of Shareholders as prescribed at Point 2.15 of this Article.

b) The minutes of the meeting and the Resolution of the General Meeting of Shareholders shall be read and approved before the closing of the online General Meeting.

5.10. Announcement of the resolution of the General Meeting of Shareholders

a) Copies of the minutes and resolutions of the meeting must be published on the website of VIETNAM AIRLINES within 24 hours.

b) VIETNAM AIRLINES must organize the disclosure of information about the General Meeting of Shareholders in accordance with the provisions of the Securities Law and the Regulation on information disclosure of VIETNAM AIRLINES.

Article 4. Board of Directors

1. The roles, rights and obligations of the Board of Directors and the responsibilities of members of the Board of Directors are prescribed as follows:

1.1. The Board of Directors is the management agency of VIETNAM AIRLINES, which has full authority in the name of VIETNAM AIRLINES to decide and exercise the rights and obligations of VIETNAM AIRLINES, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

1.2. Powers and obligations of the Board of Directors:

a) Decide on strategies, medium-term development plans and annual business plans of VIETNAM AIRLINES;

b) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

d) Deciding on the selling price of shares and bonds of VIETNAM AIRLINES;

e) Decision on share redemption as prescribed in Clause 1 and Clause 2, Article 9 of the Charter of VIETNAM AIRLINES;

f) To decide on investment plans and investment projects within their competence and limits as prescribed by law;

g) To decide on matters with a value not exceeding 50% of owner's equity, or not exceeding 50% of the owner's investment capital where owner's equity is lower than the owner's investment capital, but not exceeding VND 5,000 billion, including:

(i) Investment in investment for each investment project or investment amount, determined based on the investment capital;

(ii) Transfer of investment projects or investment capital, determined based on the higher of the book value of the investment and the expected transfer value;

(iii) Purchase or hire purchase of fixed assets, determined based on the purchase or hire purchase price;

(iv) Sale of fixed assets that are damaged, technologically obsolete, no longer needed, unusable, or inefficiently used in order to recover capital, determined based on the remaining book value.

For the purposes of this Point (g), owner's equity and owner's investment capital shall be determined in accordance with the separate quarterly or annual financial statements of Vietnam Airlines closest to the time of the decision on investment/ transfer/ sale.

h) Deciding on solutions for market development, marketing and technology;

i) Through contracts for borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the latest financial statements of VIETNAM AIRLINES, unless otherwise specified in the internal management regulations of VIETNAM AIRLINES; approving contracts and transactions under the decision-making competence of the General Meeting of Shareholders under the provisions of Point d, Clause 1, Point o, Article 23.2 of the Charter of VIETNAM AIRLINES and Clauses 1, 3, Article 167 of the Law on Enterprises;

j) Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, re-appointing, dismissing, signing contracts, terminating contracts for General Directors, Deputy General Directors, Chief Accountants, Persons in charge of management of VIETNAM AIRLINES, Heads of Sub-Committees of the Board of Directors, Heads of Agencies, Heads of Dependent Units; decide on the salaries, remuneration, bonuses and other benefits of such managers. Appoint authorized representatives to participate in the Board of members or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of such persons; nominating candidates for members of the Board of Directors or the Supervisory Board at other enterprises;

k) Supervising and directing the General Director and other managers in running the daily business of VIETNAM AIRLINES;

l) Decide on the organizational structure and internal management regulations of VIETNAM AIRLINES; Decision on the establishment, reorganization and dissolution of Agencies and Dependent Units of VIETNAM AIRLINES and Subcommittees under the Board of Directors; Decision on capital investment outside the enterprise;

m) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;

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

o) Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

p) Proposing the reorganization and dissolution of VIETNAM AIRLINES; bankruptcy petition for bankruptcy of VIETNAM AIRLINES;

q) Decision to promulgate the Regulation on the operation of the Board of Directors, the Internal Regulation on the management of VIETNAM AIRLINES after being approved by the General Meeting of Shareholders; the decision to promulgate the Regulation on information disclosure of VIETNAM AIRLINES;

r) Deciding on matters under the owner's jurisdiction for a single-member limited liability company invested by VIETNAM AIRLINES with 100% charter capital in accordance with the provisions of law;

s) Submit to the General Meeting of Shareholders for decision on matters under the decision-making competence of the General Meeting of Shareholders in accordance with the provisions of the Charter of VIETNAM AIRLINES and the provisions of law;

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Charter of VIETNAM AIRLINES.

1.3. The Board of Directors must report to the Annual General Meeting of Shareholders on the results of the Board of Directors' activities on the following contents:

a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 38 of the Charter of VIETNAM AIRLINES;

b) Summarizing meetings of the Board of Directors and decisions of the Board of Directors;

c) Report on transactions between VIETNAM AIRLINES, its subsidiaries, companies in which VIETNAM AIRLINES controls more than 50% or more of charter capital and members of the Board of Directors and related persons of such members; transactions between VIETNAM AIRLINES and the company in which a member of the Board of Directors is a founding member or business manager in the last 03 years before the time of transaction;

d) Activities of other subcommittees of the Board of Directors (if any);

e) Supervision results for the General Director;

f) Supervision results for other operators;

g) Future plans;

h) Activities of independent members of the Board of Directors and results of each independent member's assessment of the activities of the Board of Directors.

2. Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors shall include the following principal contents:

2.1. Term of office, number and structure of members of the Board of Directors:

a) The number of members of the Board of Directors is 08 members.

b) The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of VIETNAM AIRLINES for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

c) The structure of members of the Board of Directors is as follows:

- The number of non-executive members of the Board of Directors of VIETNAM AIRLINES is at least 02 members. VIETNAM AIRLINES minimizes the number of members of the Board of Directors who concurrently hold executive positions of VIETNAM AIRLINES to ensure the independence of the Board of Directors.

- The total number of independent members of the Board of Directors is at least 02 members.

d) Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 36 of the Charter of VIETNAM AIRLINES.

2.2. Criteria and conditions for members of the Board of Directors:

a) Members of the Board of Directors must fully meet the following criteria and conditions:

- Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

- Having professional qualifications and experience in business administration or in the fields, lines and business lines of VIETNAM AIRLINES and not necessarily being a shareholder of VIETNAM AIRLINES;

- Only be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies;

- Must not be a family member of the General Director and other managers of VIETNAM AIRLINES; and

b) Independent members of the Board of Directors must meet the following criteria and conditions:

- Not be a person who is working for VIETNAM AIRLINES or its subsidiaries; not being a person who has worked for VIETNAM AIRLINES or its subsidiaries for at least 03 consecutive years;

- Not being a person who is receiving salary or remuneration from VIETNAM AIRLINES, except for allowances that members of the Board of Directors are entitled to as prescribed;

- Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of VIETNAM AIRLINES; being a manager of VIETNAM AIRLINES or its subsidiaries;

- Not being a person who directly or indirectly owns at least 01% of the total voting shares of VIETNAM AIRLINES;

- Not a person who has been a member of the Board of Directors or Supervisory Board of VIETNAM AIRLINES for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

c) An independent member of the Board of Directors must notify the Board of Directors of his/her failure to fully meet the criteria and conditions specified at Point b, Clause 2.2 of this Article and of course no longer be an independent member of the Board of Directors from the date of failure to fully meet the criteria and conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.

2.3. Nomination and candidacy of members of the Board of Directors:

a) In case a candidate for the Board of Directors has been identified, VIETNAM AIRLINES must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the website of VIETNAM AIRLINES so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of VIETNAM AIRLINES if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

- Full name, date of birth;

- Professional qualifications;

- Work process;
- Other managerial titles (including the title of the Board of Directors of other companies);
- Interests related to VIETNAM AIRLINES and its related parties;
- Other information (if any);
- VIETNAM AIRLINES shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the company of the Board of Directors candidate (if any).

b) Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors according to the following principles:

- From 10% to less than 20% of the total ordinary shares have the right to nominate a maximum of 01 candidate;
- From 20% to less than 35% of the total ordinary shares have the right to nominate a maximum of 02 candidates;
- From 35% to less than 50% of the total ordinary shares have the right to nominate a maximum of 03 candidates;
- From 50% to less than 65% of the total ordinary shares have the right to nominate a maximum of 04 candidates;
- From 65% to less than 75% of the total ordinary shares have the right to nominate a maximum of 05 candidates;
- From 75% or more of the total ordinary shares have the right to nominate a maximum of 06 candidates.

c) In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize nomination as prescribed in the Charter of VIETNAM AIRLINES. Internal Regulations on Governance of VIETNAM AIRLINES and Regulations on the Operation 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 law.

d) Members of the Board of Directors must meet the criteria and conditions specified in Article 35 of the Charter of VIETNAM AIRLINES.

2.4. The method of electing members of the Board of Directors shall be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises.

2.5. Cases of dismissal, dismissal and replacement of members of the Board of Directors.

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

- Failing to meet the standards and conditions specified in Article 35 of the Charter of VIETNAM AIRLINES;
- Having a letter of resignation and being approved;

- Other cases as prescribed in the Charter of VIETNAM AIRLINES and the provisions of law.

b) The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

- Do not participate in activities of the Board of Directors for 06 consecutive months without the approval of the Board of Directors, except in case of force majeure;

- Other cases as prescribed in the Charter of VIETNAM AIRLINES and the provisions of law.

c) When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than the cases specified at Points a and b, Clause 2.5 of this Article.

d) The Board of Directors convenes a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- The number of members of the Board of Directors is reduced by more than 1/3 compared to the number of members of the Board of Directors decided by the General Meeting of Shareholders. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than 1/3;

- The number of independent members of the Board of Directors has decreased, not ensuring the ratio as prescribed in Clause 3, Article 34 of the Charter of VIETNAM AIRLINES.

e) Except for the case specified at Point d, Clause 2.5 of this Article, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

2.6. Notice of election, dismissal and dismissal of members of the Board of Directors:

The change of personnel of the Board of Directors of VIETNAM AIRLINES must be disclosed on the website of VIETNAM AIRLINES and the means of information disclosure of the State Securities Commission and the Stock Exchange in accordance with the provisions of the law on information disclosure on the securities market.

2.7. Election, dismissal and dismissal of the Chairman of the Board of Directors (similar to the election, dismissal and dismissal of members of the Board of Directors in Article 36 of the Charter of VIETNAM AIRLINES.

3. Remuneration and other benefits of members of the Board of Directors:

3.1. VIETNAM AIRLINES has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.

3.2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3.3. The remuneration of each member of the Board of Directors shall be included in the business expenses of VIETNAM AIRLINES in accordance with the law on corporate income tax, which shall be expressed as a separate item in the annual financial statements of VIETNAM AIRLINES and must be reported to the General Meeting of Shareholders at the annual meeting.

3.4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

3.5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

3.6. Members of the Board of Directors can purchase liability insurance by VIETNAM AIRLINES after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to the violation of the law and the Charter of VIETNAM AIRLINES.

4. The order and procedures for organizing a meeting of the Board of Directors include the following principal contents:

4.1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

4.2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

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

a) At the request of the Supervisory Board or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors.

4.4. The proposal specified in Clause 4.3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

4.5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 4.3 of this Article. In case of failing to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to VIETNAM AIRLINES; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

4.6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the Board of Directors meeting can be sent by invitation, telephone, fax, electronic means and guaranteed to reach the contact address of each member of the Board of Directors registered at VIETNAM AIRLINES.

4.7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Supervisory Board as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

4.8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

4.9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorize other persons to attend the meeting and vote as prescribed in Clause 4.11 of this Article;

c) Attend and vote through online conferences, electronic voting or other electronic forms;

d) Send the ballot to the meeting via mail, fax, email.

4.10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

4.11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

4.12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

4.13. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in English, including the following principal contents:

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

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 the method of attending the meeting; full names of members who did not attend the meeting and the reasons;

e) Issues are discussed and voted on at the meeting;

f) Summarizing the opinions of each member attending the meeting in the order of the meeting;

g) The voting results clearly state the members who approve, disagree and have no opinions;

h) The issue was passed and the vote rate passed accordingly;

i) Full name, signature of the chairman and the person making the record, except for the case specified in Clause 4.14 of this Article.

4.14. In case the chairperson or person taking the minutes refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, e, f, g and h, Clause 4.13 of this Article, this record shall take effect. The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and the person who records the minutes are personally responsible for the damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with the provisions of the Law on Enterprises, the Charter of VIETNAM AIRLINES and relevant laws.

4.15. The Board of Directors ensures that all copies of resolutions and decisions of the Board of Directors shall be provided to members of the Supervisory Board and the General Director at the same time as provided to members of the Board of Directors.

5. Subcommittees of the Board of Directors.

5.1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, risk management,.... The number of members of the subcommittee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

5.2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors must be in accordance with current legal provisions and the provisions of the Charter of VIETNAM AIRLINES and the Internal Regulations on governance of VIETNAM AIRLINES.

5.3. The Board of Directors shall detail the establishment, structure and responsibilities of each Subcommittee, responsibilities of members of the Committee, working regime and other relevant contents in the Regulation on organization and operation of the Subcommittees promulgated by the Board of Directors.

5.4. The establishment and supplementation of new and dissolved subcommittees; appointing and dismissing the Chairman and members of the Subcommittees proposed by the Chairman of the Board of Directors, approved and decided by the Board of Directors.

6. Selection, appointment and dismissal of the person in charge of management of VIETNAM AIRLINES.

6.1. The Board of Directors shall appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently serve as the Secretary of VIETNAM AIRLINES according to the provisions of Clause 5, Article 156 of the Law on Enterprises.

6.2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the financial statements of VIETNAM AIRLINES.

6.3. The Board of Directors may dismiss the Person in charge of management of VIETNAM AIRLINES when necessary but not contrary to the current laws on labor. The Board of Directors may appoint an Assistant Person in charge of administration of VIETNAM AIRLINES from time to time.

6.4. The person in charge of management of VIETNAM AIRLINES has the following rights and obligations:

a) Advising the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related affairs between VIETNAM AIRLINES and shareholders;

b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) Advising on the procedure of meetings;

d) Attend meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;

g) Supervise and report to the Board of Directors on information disclosure activities of VIETNAM AIRLINES;

h) Acting as a point of contact with relevant stakeholders;

i) Confidentiality of information in accordance with the provisions of law and the Charter of VIETNAM AIRLINES;

j) Other rights and obligations as prescribed by law and the Charter of VIETNAM AIRLINES.

6.5. The notification of the appointment and dismissal of the person in charge of management of VIETNAM AIRLINES shall comply with the provisions of the law on information disclosure on the securities market.

Article 5. Supervisory Board

1. Roles, rights and obligations of the Supervisory Board and responsibilities of the Supervisor.

1.1. The Supervisory Board supervises the Board of Directors and the General Director in the management and administration of VIETNAM AIRLINES.

1.2. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting.

1.3. Appraisal of the completeness, legality and truthfulness of the business situation report, annual and 06-month financial statements of VIETNAM AIRLINES, management evaluation report of the Board of Directors and submission of the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.

1.4. Review, examine and evaluate the effectiveness and effectiveness of VIETNAM AIRLINES' internal control, internal audit, risk management and early warning systems.

1.5. To examine accounting books, accounting records and other documents of VIETNAM AIRLINES, the management and administration of VIETNAM AIRLINES' operations when deeming it necessary or in accordance with the resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders specified in Clause 2, Article 18 of the Charter of VIETNAM AIRLINES.

1.6. Upon request of shareholders or groups of shareholders specified in Clause 2, Article 18 of the Charter of VIETNAM AIRLINES, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the matters requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it. The inspection of the Supervisory Board specified in this Clause must not obstruct the normal operation of the Board of Directors or interrupt the business operation of VIETNAM AIRLINES.

1.7. Propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of business activities of VIETNAM AIRLINES.

1.8. When detecting that a member of the Board of Directors or the General Director violates the provisions of Article 165 of the Law on Enterprises, he must immediately notify in writing to the Board of Directors, request the violator to stop the violation and take remedial measures.

1.9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of VIETNAM AIRLINES.

1.10. Using independent consultants, internal audit departments of VIETNAM AIRLINES to perform assigned tasks.

1.11. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

1.12. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the financial statements of VIETNAM AIRLINES; decide on an approved audit organization to inspect the operation of VIETNAM AIRLINES, and exempt an approved auditor when deemed necessary.

1.13. To be responsible to shareholders for their supervisory activities.

1.14. Supervise the financial situation of VIETNAM AIRLINES, the compliance with the law in the activities of members of the Board of Directors, General Directors, and other managers.

1.15. Ensure coordination with the Board of Directors, the General Director and shareholders.

1.16. In case of detecting violations of law or violations of the Charter of VIETNAM AIRLINES by members of the Board of Directors, General Directors and other executives of the enterprise, the Supervisory Board must notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.

1.17. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.

1.18. The report of the Supervisory Board on the business results of VIETNAM AIRLINES, the operating results of the Board of Directors, the General Director and the report on self-assessment of the performance of the Supervisory Board and members of the Supervisory Board at the Annual General Meeting of Shareholders must ensure the following contents:

a) Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board as prescribed in Article 54 of the Charter of VIETNAM AIRLINES;

b) Summarizing the meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board;

c) Results of monitoring the operation and financial situation of VIETNAM AIRLINES;

d) Evaluation report on transactions between VIETNAM AIRLINES, subsidiaries, companies in which VIETNAM AIRLINES controls more than 50% or more of charter capital with members of the Board of Directors, General Directors, other executives of VIETNAM AIRLINES and related persons of such subjects; transactions between VIETNAM AIRLINES and companies in which members of the Board of Directors, General Directors, and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years before the time of transaction;

e) Supervision results for the Board of Directors, General Director and other executives of the enterprise;

f) The results of the evaluation of the coordination of activities between the Supervisory Board and the Board of Directors, the General Director and shareholders.

1.19. Have the right to access records and documents of VIETNAM AIRLINES kept at the head office, branches and other locations; have the right to go to the working place of managers and employees of VIETNAM AIRLINES during working hours.

1.20. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of VIETNAM AIRLINES.

1.21. Have the right to be provided with information as prescribed in Article 171 of the Law on Enterprises.

1.22. Other rights and obligations as prescribed by law and the Charter of VIETNAM AIRLINES.

1.23. Roles, rights, obligations and responsibilities of members of the Supervisory Board:

a) Members of the Supervisory Board have the rights under the provisions of the Law on Enterprises, relevant laws and the Charter of VIETNAM AIRLINES, including the right to access information and documents related to the operation of VIETNAM AIRLINES. Members of the Board of Directors, the General Director and other executives of the enterprise shall be responsible for providing timely and complete information at the request of members of the Supervisory Board.

b) Members of the Supervisory Board are responsible for complying with the provisions of law, the Charter of VIETNAM AIRLINES and professional ethics in exercising their assigned rights and obligations.

2. The term of office, number, composition and structure of the Comptroller shall include the following principal contents:

2.1. Term of office, number, composition and structure of Supervisors:

a) The number of members of the Supervisory Board of VIETNAM AIRLINES is 03 people. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.

b) The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Supervisory Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of VIETNAM AIRLINES.

2.2. Criteria and conditions of the Supervisor:

a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the business activities of the enterprise;

c) Not being a family member of the Representative of State Ownership at VIETNAM AIRLINES, a member of the Board of Directors, the General Director and other managers;

d) Not a manager of VIETNAM AIRLINES; not necessarily a shareholder or employee of VIETNAM AIRLINES;

e) Not working in the accounting and finance department of VIETNAM AIRLINES;

f) Not being a member or employee of an independent auditing firm auditing VIETNAM AIRLINES' financial statements in the previous 03 consecutive years.

2.3. Nomination and candidacy for Supervisors:

a) In case the candidates of the Supervisory Board have been identified, VIETNAM AIRLINES must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the website of VIETNAM AIRLINES so that shareholders can learn about these candidates before voting. Candidates of the Supervisory Board must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of VIETNAM AIRLINES if elected as a member of the Supervisory Board. Information related to the Supervisory Board candidates announced includes:

- Full name, date of birth;

- Professional qualifications;

- Work process;

- Other managerial titles (including titles of the Board of Directors and Supervisory Board of other companies);

- Interests related to VIETNAM AIRLINES and its related parties;

- Other information (if any);

- VIETNAM AIRLINES shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, member of the Supervisory Board, other managerial positions and interests related to the company of the Supervisory Board candidate (if any).

b) Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors according to the following principles:

- From 10% to less than 30% of the total ordinary shares have the right to nominate 01 candidate;

- From 30% to less than 50% of the total ordinary shares have the right to nominate a maximum of 02 candidates;

- 50% or more of the total ordinary shares have the right to nominate a maximum of 03 candidates.

c) In case the number of candidates approved by the Supervisory Board and the nomination is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination in accordance with the provisions of the Charter of VIETNAM AIRLINES, the Internal Regulations on the management of VIETNAM AIRLINES and the Regulations on the operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

2.4. How to elect the Supervisor:

The voting for the election of the Comptroller shall be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises.

2.5. Cases of dismissal or dismissal of the Comptroller:

a) Members of the Supervisory Board shall be dismissed from office in the following cases:

- No longer meet the criteria and conditions for being a member of the Supervisory Board as prescribed in Clause 2.2 of this Article;

- Have a letter of resignation and be approved.

b) A member of the Supervisory Board shall be dismissed in the following cases:

- Failing to complete assigned tasks and jobs;

- Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;

- Repeated violations, serious violations of obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the Charter of VIETNAM AIRLINES;

- Other cases according to the resolution of the General Meeting of Shareholders.

2.6. Notice of election, dismissal and dismissal of Supervisors:

The change of the Supervisor must be disclosed on the website of VIETNAM AIRLINES and the means of information disclosure of the State Securities Commission and the Stock Exchange in accordance with the provisions of the law on information disclosure on the securities market.

2.7. Salary and other benefits of the Comptroller:

a) Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.

b) Members of the Supervisory Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

c) The salary and operating expenses of the Supervisory Board shall be included in the business expenses of VIETNAM AIRLINES in accordance with the law on corporate income tax and other relevant laws and must be made into a separate item in the annual financial statements of VIETNAM AIRLINES.

Article 6. General Director

1. Roles, responsibilities, rights and obligations of the General Director

1.1. The General Director is the person who runs the day-to-day business of VIETNAM AIRLINES; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.

1.2. The General Director has the following rights and obligations:

a) Decide on matters related to the daily business of VIETNAM AIRLINES that are not under the jurisdiction of the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of business plans and investment plans of VIETNAM AIRLINES;

d) Proposing the organizational structure plan and internal management regulations of VIETNAM AIRLINES;

e) Appointment, dismissal and dismissal of managerial positions in VIETNAM AIRLINES, except for positions under the jurisdiction of the Board of Directors;

f) Deciding on salaries and other benefits for employees in VIETNAM AIRLINES, including managers under the appointing authority of the General Director;

g) Labor recruitment;

h) Proposing a plan to pay dividends or handle losses in business;

i) Decide and sign contracts for purchase, sale, borrowing, lending, lease, lease of assets and other contracts and transactions related to the daily business of VIETNAM AIRLINES;

j) Decide to promulgate internal regulations and regulations related to the executive work of the General Director;

k) Other rights and obligations as prescribed by law, the Charter of VIETNAM AIRLINES and the resolutions and decisions of the Board of Directors.

1.3. The General Director must run the daily business of VIETNAM AIRLINES in accordance with the provisions of law, the Charter of VIETNAM AIRLINES, the labor contract signed with VIETNAM AIRLINES and the resolutions and decisions of the Board of Directors. In case of operating contrary to the provisions of this Clause and causing damage to VIETNAM AIRLINES, the General Director shall be responsible before law and must compensate VIETNAM AIRLINES for damages.

2. Term of office, criteria, conditions, appointment and dismissal of the General Director:

2.1. Term of office, criteria and conditions of the General Director:

The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions specified in Clause 1, Article 48 of the Charter of VIETNAM AIRLINES.

2.2. The General Director of VIETNAM AIRLINES must fully meet the following criteria and conditions:

a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Not being a person who has a family relationship or related person of the manager of VIETNAM AIRLINES, a member of the Supervisory Board; a representative of the state capital at VIETNAM AIRLINES; a representative of the capital of VIETNAM AIRLINES at a subsidiary or associated company.

c) Have professional qualifications and experience in business administration of VIETNAM AIRLINES.

2.3. Appointment, dismissal and dismissal of the General Director:

a) The Board of Directors appoints 01 member of the Board of Directors as General Director.

b) The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him. During the period of carrying out the procedures for appointing the General Director, the Board of Directors shall decide to assign tasks to an enterprise manager or another business executive to perform the rights and obligations of the General Director and the legal representative of VIETNAM AIRLINES.

c) The General Director shall be dismissed or dismissed from office in one of the following cases:

- Having limited civil act capacity; have difficulties in cognition and control of behavior;

- Failing to meet the criteria and conditions specified in Clause 2.2 of this Article;

- Submit a written resignation (clearly stating the reason for resignation) to the Board of Directors and the Supervisory Board at least 45 days before ceasing to perform their duties and powers;

- According to the decision of the Board of Directors;

- Other schools in accordance with current laws.

2.4. Notice of appointment, dismissal and dismissal of the General Director:

The change of the General Director must be disclosed on the website of VIETNAM AIRLINES and the means of information disclosure of the State Securities Commission and the Stock Exchange in accordance with the provisions of the law on information disclosure on the securities market.

2.5. Salary and other benefits of the General Director:

a) The general director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.

b) The salary of the General Director is included in the business expenses of VIETNAM AIRLINES in accordance with the law on corporate income tax, which is expressed as a separate item in the annual financial statements of VIETNAM AIRLINES and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 7. Coordination of activities between the Board of Directors, the Supervisory Board and the General Director:

1. The Board of Directors, the Supervisory Board and the General Director shall formulate and promulgate regulations on coordination of activities among the parties to ensure the following principles:

a) Always for the benefit of VIETNAM AIRLINES;

b) Comply with the provisions of the Law and the Charter of VIETNAM AIRLINES;

c) They must take responsibility for themselves in the course of performing their assigned tasks;

d) All members have the right to reserve a consensus or disagreement on a piece of content and are accountable for it when requested.

2. Processes and procedures for coordination of activities of the Board of Directors

a) For the Supervisory Board

- The Board of Directors invites the Supervisory Board to participate in meetings of the Board of Directors. The programs and contents of meetings of the Board of Directors must be sent to the Supervisory Board at the same time as the members of the Board of

Directors;

- The contents prescribed by law, the Charter of VIETNAM AIRLINES, the tasks and powers of the Board of Directors, the Regulation on operation of the Board of Directors and the Regulation on operation of the Supervisory Board.

b) For the General Director

- For the organization of the Annual General Meeting of Shareholders, the Board of Directors shall notify the General Director in advance to agree on the contents and report to the General Meeting of Shareholders;

- For the contents of which the General Director shall submit to the Board of Directors, the Board of Directors shall consider and decide according to its competence and issue resolutions for the General Director to implement;

- In case of urgency to perform their duties, members of the Board of Directors have the right to request the General Director and individuals, agencies and units of VIETNAM AIRLINES to provide relevant information;

- In case the meeting of the Board of Directors invites the General Director and individuals, agencies and units of VIETNAM AIRLINES, the Board of Directors shall send a notice of invitation to the meeting and the contents of the meeting so that the participation in the meeting is effective;

- Other relevant contents: comply with the provisions of law, the Charter of VIETNAM AIRLINES, the tasks and powers of the Board of Directors and the Regulation on operation of the Board of Directors.

3. Processes and procedures for coordination of activities of the Supervisory Board

a) For the Board of Directors: The Supervisory Board has the role of supervising, coordinating, proposing recommendations and information completely, promptly and accurately. Specifically, as follows:

- The Supervisory Board shall regularly notify the Board of Directors of the results of operation, consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

- During meetings of the Supervisory Board, the Supervisory Board has the right to invite members of the Board of Directors, the General Director, relevant agencies and units and independent auditors to attend and answer matters of interest to the Supervisors;

- Periodic and irregular inspections of the Supervisory Board must be concluded in writing and sent to the Board of Directors. The Supervisory Board needs to discuss with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, his/her opinion shall be reserved in the minutes and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders;

- The Comptroller is obliged to notify the Board of Directors of transactions between VIETNAM AIRLINES, its subsidiaries or companies under the control of VIETNAM AIRLINES and that member or with persons related to that member in accordance with the provisions of law;

- Other relevant contents: comply with the provisions of law, the Charter of VIETNAM AIRLINES, the tasks and powers of the Supervisory Board and the Operation Regulations of the Supervisory Board.

b) For the General Director: The Supervisory Board has the function of inspection and supervision. Specifically, the order and procedures are as follows:

- The Comptroller has the right to request the General Director and Deputy General Directors and Chief Accountants to provide dossiers and documents related to the business activities of VIETNAM AIRLINES;

- For the activities of the Board of Directors, based on the regular operation reports and requests for information supply, the Supervisory Board has the right to request the Board of Directors to reconsider the decisions of the General Director. In case there are signs of violation of the law and the Charter of VIETNAM AIRLINES and may cause great material damage to the reputation of VIETNAM AIRLINES, the Supervisory Board has the right to send a notice to the General Director for the purpose of requesting the immediate suspension of the implementation of such decisions;

- Periodic and irregular inspections of the Supervisory Board must be concluded in writing and sent to the General Director. Depending on the extent and results of the inspection, the Supervisory Board needs to discuss and agree with the General Director before reporting to the General Meeting of Shareholders;

- Other relevant contents: comply with the provisions of law, the Charter of VIETNAM AIRLINES, the tasks and powers of the Supervisory Board and the operation regulations of the Supervisory Board.

4. Processes and procedures for coordination of activities of the General Director

a) With the Supervisory Board:

- The General Director shall provide the Supervisory Board with full access to records and documents related to VIETNAM AIRLINES' business activities;

- During meetings of the Supervisory Board, the Supervisory Board may invite the General Director to attend and answer matters of interest to the Supervisors;

- The General Director shall direct the Deputy General Directors, Chief Accountants and other officials to comply with the requirements of the Supervisory Board as prescribed;

- Other relevant contents: comply with the provisions of law, the Charter of VIETNAM AIRLINES, the tasks and powers of the General Director and the Operation Regulation of the Supervisory Board.

b) With the Board:

- When proposing measures to improve the operation and management of VIETNAM AIRLINES, the General Director shall send proposals to the Board of Directors. The proposal should clearly state the contents, plans, implementation and application time;

- The General Director shall submit to the Board of Directors for approval the contents falling under the decision-making competence of the Board of Directors;

- The General Director has the right to decide on measures beyond his/her competence in case of emergency such as natural disasters, enemy sabotage, fires, unexpected incidents or an incident within the scope of the Crisis Management Policy, etc. but must report in writing to the Board of Directors as soon as possible and take responsibility before the Board of Directors and the nearest General Meeting of

Shareholders for such decisions;

- Other relevant contents: comply with the provisions of law, the Charter of VIETNAM AIRLINES, the duties and powers of the General Director and the Operation Regulations of the Board of Directors.

Article 8. Regulations on annual evaluation of commendation and disciplinary activities for members of the Board of Directors, Supervisors and General Directors

1. Methods of evaluating the activities of members of the Board of Directors, Supervisors and the Board of Directors

a) The evaluation of activities of members of the Board of Directors, Supervisors and General Director may be carried out in one or several of the following ways:

- Self-assessment;

- Evaluate operations every six (06) months;

- Annual performance assessment shall be conducted at the end of the year;

- Organize periodic and irregular poll and confidence votes;

- Other methods selected by the Board of Directors from time to time.

b) The Board of Directors shall evaluate the activities of members of the Board of Directors, the General Director and the Deputy General Director.

c) The Supervisory Board shall evaluate the activities of the Supervisor.

d) The Board of Directors evaluates the person in charge of management of VIETNAM AIRLINES.

2. Responsibilities and criteria for evaluation of activities

a) The Board of Directors, the Supervisory Board and the General Director shall have to formulate performance evaluation standards for all subjects they evaluate.

b) Criteria for evaluating the activities of members of the Board of Directors, Supervisors, General Directors and Deputy General Directors and Chief Accountants include:

- Operating results of VIETNAM AIRLINES, units;

- Results of implementation of assigned targets and tasks in the year, including the level of completion, volume, quality and efficiency of work;

- Results of overcoming limitations and weaknesses that have been pointed out (if any);

- The observance and compliance with the direction of the representative agency and superiors.

- Moral qualities, cognitive lifestyle, ideology, compliance and compliance with the provisions of the Law and the Charter of VIETNAM AIRLINES;

- The spirit of learning to improve qualifications, honesty, demand in work, sense of organization, discipline, sense of responsibility in assigned work and position being held;

- Ability to manage work, implement anti-bureaucracy, corruption and waste;

- Solidarity and coordination in agencies, units, with other agencies and units and the level of trust for employees.

c) The rating of assessment consists of 04 levels:

- Successfully complete tasks;

- Successfully complete tasks;

- Complete tasks;

- Failure to complete tasks.

3. Commendation: The contents of emulation and commendation, forms of commendation, specific standards on forms of commendation, order and procedures for commendation and reward shall comply with the Regulation on Emulation and Commendation of VIETNAM AIRLINES.

4. Discipline

a) Members of the Board of Directors, Supervisors and Directors in the course of performing their duties who violate other relevant provisions of the Law, the Charter of VIETNAM AIRLINES and other relevant regulations of VIETNAM AIRLINES shall, depending on the nature, severity, consequences of violations will be disciplined in accordance with the provisions of law and of VIETNAM AIRLINES.

b) Principles for handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling disciplinary violations will be implemented in accordance with the regulations of VIETNAM AIRLINES.

Article 9. Enforcement effect

The internal regulation on governance of Vietnam Airlines includes 09 articles and takes effect from the date .... 2026./.

TM. BOARD OF DIRECTORS
CHAIRMAN

Dang Ngoc Hoa