REPORT OF THE BOARD OF DIRECTORS

on Governance and Performance result of BOD and each member of BOD.

To: Annual General Meeting of Shareholders 2026

Pursuant to the rights and responsibilities of the Board of Directors (BOD) as prescribed by the Law on Enterprises and the Charter of Vietnam Airlines Corporation – JSC ("the Charter"), the BOD hereby reports to the General Meeting of Shareholders on its activities in 2025 and key directions for 2026 as follows:

I. REPORT ON ACTIVITIES IN 2025

1. Business Environment in 2025

In 2025, the global macroeconomic environment remained unstable, including conflicts in the Middle East, changes in U.S. tariff policies, and stricter visa control measures by the United States and Europe, significantly affecting the aviation market. Domestically, Vietnam maintained positive economic growth and remained an attractive destination for international tourists, creating favorable conditions for the aviation industry. Fuel prices and exchange rates remained high, while USD lending rates declined more slowly than expected.

2. Activities of the BOD in 2025

As of 31 December 2025, the Board of Directors consisted of 7 members:

- Mr. Dang Ngoc Hoa	- Chairman of the Board
- Mr. Le Hong Ha	- Board Member and Chief Executive Officer
- Mr. Ta Manh Hung	- Board Member
- Mr. Le Truong Giang	- Board Member
- Mr. Dinh Viet Tung	- Board Member
- Mr. Hidekazu Isone	- Board Member (appointed on 15 May 2025)
- Mr. Truong Van Phuoc	- Independent Board Member

2.1 The company governance and meeting summaries of the BOD

The Board held 13 regular and extraordinary meetings and issued 209 Resolutions and 303 Decisions to direct and supervise the Corporation's operations.

2.2 Key focuses of the BOD in 2025

Key focuses of the BOD in 2025 included: (i) Successful organization of the 2025 Annual and Extraordinary General Meetings of Shareholders; (ii) Flexible management of production and business activities; (iii) Enhanced financial management and liquidity assurance; (iv) Organizational restructuring; (v) Implementation of the comprehensive recovery and sustainable development program for 2021–2035; (vi) Advancement of major investment projects, including narrow-body fleet investment, Long Thanh aviation services complex, and digital transformation projects.

3. Assessment of Tasks Assigned by the General Meeting of Shareholders

The BOD closely monitored the performance targets assigned by the General Meeting of Shareholders, while taking into account analyses of actual market developments to provide strategic direction for the Corporation's operations. The Board also reviewed, revised, supplemented internal regulations and policies, ensuring full compliance with applicable laws and regulations, as well as timely disclosure of information in accordance with regulatory requirements.

3.1. Assessment of Tasks Assigned by the General Meeting of Shareholders 2025

3.1.1. Business Performance

- The route network was fully restored and expanded in 2025, including 14 restored and newly launched international routes, bringing the total to 72 routes serving 38 destinations in 21 countries. The domestic network expanded to 41 routes serving 22 destinations.

- Operational results: 156.2 thousand flights operated. 25.6 million passengers carried. 344.4 thousand tons of cargo transported. Average aircraft utilization reached 11.8 flight hours per aircraft per day (excluding aircraft grounded long-term due to engine issues).

- Service quality continued to receive focused investment and ongoing enhancements, supporting Vietnam Airlines' objective of achieving a 5-Star Airline rating.

- Financial results:

Parent Company:

• Revenue: VND 98,059 billion (increase 16.1% YOY, increase 5.1% to last year's planning).

• Profit before tax: VND 5,427 billion(increase 94,7% YOY, increase 30.2% to last year's planning).

Consolidated:

• Revenue: VND 123,858 billion (increase 9.8% YOY, increase 6.1% to last year's planning).

• Profit before tax: VND 8,168 billion (~97.1% YOY due to debt clearance for PA (VND -4,700 billion), increase 47.1% to last year's planning).

3.1.2. Remuneration of the BOD and Supervisory Board

Remuneration and allowances for the BOD and Supervisory Board in 2025 were implemented in accordance with resolutions approved by the General Meeting of Shareholders.

3.1.3. Restructuring Program 2021–2025

The restructuring program through 2025 was approved by the BOD. Vietnam Airlines substantially completed the overall objectives of the program, reaffirming its role as the national flag carrier and a key transportation force.

Key achievements included:

• Asset restructuring to improve liquidity and debt repayment capacity.

• Divestment from selected non-core investments.

• Successful share issuance to increase charter capital.

• Elimination of negative equity at both parent company and consolidated levels.

• Organizational restructuring and modernization based on international governance standards.

3.1.4. Narrow-Body Fleet Investment Project

As part of the fleet development strategy for 2025–2035 with a vision to 2040, the investment project for 50 narrow-body aircraft constitutes a key pillar for enhancing operational capacity and fleet modernization. The narrow-body aircraft fleet under the Project will primarily serve domestic and regional international routes with medium traffic demand and flight durations of less than five hours, thereby meeting the rapidly growing passenger transportation demand across the region.

The Board approved the feasibility study on 17 May 2025. Boeing was selected as the successful bidder, and a purchase agreement for 50 Boeing 737-8 aircraft was signed on 31 May 2025, with deliveries scheduled for 2030-2032.

3.2. Assessment of Tasks Assigned by Previous General Meetings

- **Sale of six ATR72 aircraft:**

Although approved in 2021, due to uncertainties regarding Con Dao Airport upgrades and operational demand, the ATR fleet will continue operating through 2026.

- **Sale of nine A321 CEO aircraft:**

Three aircraft were sold in 2024. Disposal of the remaining six aircraft has been postponed due to favorable leasing and market conditions and fleet resource requirements.

3.3. Activities of Board Committees

- **The Strategy and Investment Committee** advised the Board on restructuring, long-term development strategy, establishment of a low-cost carrier model, the 50-aircraft project, capital increase plans, and major investments.
- **The Human Resources and Remuneration Committee** advised on workforce planning, training, salary policies, and optimization of labor costs.

4. Assessment of the Relationship Between the Board, Executive Management and Supervisory Board

4.1 Relationship with Executive Management

The Board regularly supervised implementation of its resolutions, coordinated with management to ensure efficient operations, and provided timely guidance on business activities.

The Board maintained regular communication with the Management Board to stay informed of the Corporation’s production and business performance, provide guidance and strategic direction, and address proposals and recommendations arising in the course of the Corporation’s operations.

4.2 Relationship with the Supervisory Board

The Board cooperated closely with the Supervisory Board in exercising oversight functions and ensured all necessary conditions for the Supervisory Board to perform its duties.

The Board of Directors facilitated and provided all necessary conditions for the Supervisory Board to effectively discharge its functions and responsibilities in compliance with the Company’s Charter and applicable legal regulations.

5. Supervisory Activities over Executive Management

- The Board focused on supervising implementation of key business objectives, compliance with laws and the Charter, and improvement of internal regulations and control systems.

- The BOD conducted its supervisory activities within its authority, without interfering with executive management. Through such oversight, the Board closely monitored the Corporation's operations and business performance and provided timely guidance when necessary.

6. Overall Assessment

The Board fulfilled its responsibilities in accordance with resolutions of the General Meeting of Shareholders, the Charter, and internal governance regulations. Vietnam Airlines exceeded its revenue and profit targets for 2025 while ensuring stable and improving employee income.

7. Related-Party Transactions

The Board confirms that all related-party transactions involving Board members and executive management were conducted transparently, on market terms, and in the best interests of the Corporation and its shareholders.

II. ORIENTATION AND ACTION PLAN FOR 2026

2026 marks the first year of the long-term development period for 2026–2035 amid significant changes in the political, economic and social environment. Accordingly, the BOD will direct the Executive Management to implement the resolutions approved by the General Meeting of Shareholders and the Board. The key objectives and priorities for 2026 are as follows:

1. Fulfill political responsibilities and achieve double-digit growth

Fulfill political responsibilities and achieve double-digit growth in line with Government directions. Reinforce its role as the national flag carrier and a leading force in air transportation, facilitating trade, investment, and tourism development for the country.

2. Ensure balanced revenues and expenditures

Ensure balanced revenues and expenditures, restore financial strength, and eliminate accumulated losses (due to Covid-19) during 2026–2030.

3. Optimizing aircraft utilization

Continue optimizing aircraft utilization, improving operational efficiency across the fleet, and maximizing fleet productivity through effective flight scheduling without any standby aircrafts.

4. Organizational restructuring and workforce development

Continue organizational restructuring and workforce development, ensuring adequate high-quality human resources, including pilots, cabin crew, and engineers.

5. Fleet Development

Invest in additional and replacement aircraft (including spare engines) to strengthen fleet resources in support of the Corporation's development strategy for the 2026–2035 period, with a vision to 2045, including:

• Narrow-body fleet: Continue implementation of the 50-aircraft project and lease 20 additional narrow-body aircraft.

• Wide-body fleet: Submit investment proposals for 20–30 wide-body aircraft for 2031–2035 and lease 12 wide-body aircraft for 2028–2030.

• Freighter fleet: Aircraft deliveries expected during 2026–2027.

• Aircraft reconfiguration projects for A321CEO and A350/B787 fleets.

• Continue evaluating dry lease and wet lease solutions to supplement fleet resources.

6. Route Network and Market Share Development

Ensure adequate domestic capacity and continue studying and launching new international routes.

7. Vietnam Airlines Corporation Development Strategy for the 2026–2035 Period

The Board of Directors unanimously agreed on the orientation for developing the "Vietnam Airlines Corporation Development Strategy for the 2026–2035 Period, with a Vision to 2045," with the objective of further strengthening Vietnam Airlines' role as the National Flag Carrier and the leading enterprise in Vietnam's aviation industry, enhancing its regional competitiveness, and contributing effectively to the country's socio-economic development goals.

The Board of Directors assigned the President & CEO to direct the relevant departments and units to finalize the "Vietnam Airlines Corporation Development Strategy for the 2026–2035 Period, with a Vision to 2045" for early submission to the competent authorities for review and approval.

The Board of Directors respectfully submits this report on its 2025 activities and the 2026 action plan to the General Meeting of Shareholders for consideration and approval.

Many thanks,

EVALUATION REPORT BY THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS FOR 2025

In 2025, the Board of Directors (BOD) of Vietnam Airlines (VNA) comprised a total of 7 members, including 01 Independent member (elected to the BOD on December 14, 2021). All BOD members actively participated in providing strategic direction, ensuring compliance oversight, engaging in constructive debate, and upholding sound corporate governance practices.

1. On the Organization of BOD Meetings

BOD meetings were convened and conducted according to a clear schedule, with well-prepared documentation and in full compliance with governance principles. The meeting agendas were thoroughly discussed, critically reviewed, and carefully evaluated by BOD members to identify and determine the most appropriate directions and solutions for VNA.

Key matters related to strategy, business operations, financial performance, and the issuance of internal management regulations, etc. were specifically discussed between the BOD and the Chief Executive Officer (CEO). VNA's operations were implemented under a clearly defined delegation framework, with timely risk identification and analysis to ensure operational stability, safety, legal compliance, and the achievement of targets as set forth by the BOD and the Annual General Meeting of Shareholders (AGM).

All strategic investment proposals were independently researched, scientifically grounded, and subjected to critical evaluation and discussion between the BOD and the Executive Board.

2. On the Supervision of the CEO and Executive Board Members

Overall, the BOD effectively fulfilled its supervisory function over the Executive Board, ensuring that VNA's operations remained tightly managed and aligned with the company's strategic orientation, while promptly adapting decisions in response to real-world demands.

The BOD member concurrently serving as CEO regularly attended both scheduled and ad-hoc meetings of the Executive Board. Executive decisions were reviewed, discussed, and consulted with the BOD to ensure optimal solutions in VNA's best interests. This process enabled the BOD to stay well-informed of VNA's operational status and to quickly respond to practical developments.

The BOD placed special emphasis on risk management strategies, supporting the Executive Board in the early identification of potential issues to maintain VNA's operational sustainability and stability while protecting the interests of investors.

3. General Assessment of the BOD's Performance

In 2025, the BOD's activities were fully aligned with the resolutions of the AGM and conducted in accordance with the Company Charter, Corporate Governance Regulations, and best practices in corporate governance.

All BOD members demonstrated a strong sense of responsibility, high professionalism, and a clear understanding of their assigned roles in safeguarding the interests of VNA. They exercised due diligence in performing their duties.

The BOD proposed timely and effective solutions that helped the Executive Board overcome various operational challenges and effectively fulfilled its supervisory and control responsibilities, ensuring VNA's full compliance with applicable laws and regulations.

The BOD successfully led and managed VNA to achieve the company's 2025 targets and growth objectives, fulfill its obligations to the State budget, deliver strong returns to shareholders, and improve employee income.

Respectfully submitted.