

THE SOCIALIST REPUBLIC OF VIETNAM
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**INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE OF BINH DINH WATER
SUPPLY AND SEWERAGE
JOINT STOCK COMPANY**

*(Issued in accordance with the General Meeting of Shareholders' Resolution No.: 03/NQ-
ĐHĐCĐ dated April 20, 2026)*

Gia Lai, April 20, 2026

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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF
BINH DINH WATER SUPPLY AND SEWERAGE JOINT STOCK
COMPANY**

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

Pursuant to the Law on Enterprises dated June 17, 2020 and the Law on Amendments and Supplements to a number of articles of the Law on Enterprises dated June 17, 2026;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to 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 under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Binh Dinh Water Supply and Sewerage Joint Stock Company dated April 22, 2022;

Pursuant to Resolution No. 03/NQ-DHDCD dated April 20, 2026 of the 2026 Annual General Meeting of Shareholders of Binh Dinh Water Supply and Sewerage Joint Stock Company;

The Board of Directors promulgates the Internal Regulations on Corporate Governance of Binh Dinh Water Supply and Sewerage Joint Stock Company;

The Internal Regulations on Corporate Governance of Binh Dinh Water Supply and Sewerage Joint Stock Company include the following contents:

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Internal Regulations on Corporate Governance stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the Director; the order and procedures for convening meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Supervisory Board and the Director, and other activities in accordance with the Company Charter and other applicable laws.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Supervisory Board, the Director and other relevant persons.

Article 2. General Meeting of Shareholders

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

The General Meeting of Shareholders consists of all shareholders having voting rights and is the highest decision-making body of the Company.

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

- Approve the development orientation of the Company;
- Decide the types of shares and the total number of shares of each type authorized to be offered for sale; decide the annual dividend rate of each type of share;
- Elect, dismiss and remove members of the Board of Directors and members of the Supervisory Board;
- Decide on investments or the sale of assets valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company;
- Decide on amendments and supplements to the Company Charter;
- Approve the annual financial statements;
- Decide on the repurchase of more than 10% of the total number of issued shares of each type;
- Consider and handle violations committed by members of the Board of Directors or members of the Supervisory Board causing damage to the Company and its shareholders;
- Decide on the reorganization or dissolution of the Company;
- Decide the budget or the total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- Approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Supervisory Board;
- Approve the list of approved auditing firms; decide the auditing firm authorized to audit the Company's operations and dismiss the approved auditor when deemed necessary;
- Other rights and obligations in accordance with the provisions of law.

2. Order and procedures for convening the General Meeting of Shareholders to adopt resolutions by voting at the meeting of the General Meeting of Shareholders include the following main contents:

a) Authority to convene the General Meeting of Shareholders:

The Board of Directors shall convene the Annual General Meeting of Shareholders and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Article 13 of the Company Charter.

b) Preparation of the list of shareholders entitled to attend the meeting:

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The preparation of the list of shareholders shall be based on the data provided by the Viet Nam Securities Depository and Clearing Corporation (VSDC).

c) Announcement of the closing date for the list of shareholders entitled to attend the General Meeting of Shareholders:

The Company 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 record date.

d) 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 a method ensuring delivery to the contact address of each shareholder, and shall also be published on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and the documents related to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In case such documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must clearly state the link to the entire meeting documents so that shareholders can access them, including:

- The meeting agenda and documents used in the meeting;
- The list and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
- Voting ballots;
- Draft resolutions for each matter in the meeting agenda.

dd) Agenda and contents of the General Meeting of Shareholders:

The person convening the General Meeting of Shareholders must perform the following tasks:

- Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders;
- Prepare the agenda and contents of the meeting;
- Prepare documents for the meeting;
- Prepare draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;
- Determine the time and venue for holding the meeting;

- Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- Perform other tasks serving the meeting.

A shareholder or group of shareholders as prescribed in Clause 2 Article 11 of the Company Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and must be sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each type held by the shareholder and the matter proposed to be included in the meeting agenda.

e) Authorization of representatives to attend the General Meeting of Shareholders:

If a shareholder cannot attend the General Meeting of Shareholders, he/she may authorize another person to attend on his/her behalf. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing according to the form of the Company (attached to the notice of invitation to the meeting or available on the Company's website). The authorized representative must submit the letter of authorization (the original) to the Company before attending the General Meeting of Shareholders.

g) Method of registration for attending the General Meeting of Shareholders:

Shareholders may confirm their attendance at the General Meeting of Shareholders by the following methods: sending a confirmation of attendance at the General Meeting of Shareholders (according to the form attached to the notice of invitation to the meeting or available on the Company's website) via electronic mail (email) or by postal mail within the time limit stated in the notice of invitation to the meeting.

If a shareholder cannot attend the General Meeting of Shareholders, he/she may authorize another person to attend on his/her behalf. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing according to the form of the Company (attached to the notice of invitation to the meeting or available on the Company's website). The authorized representative must submit the letter of authorization (the original) to the Company before attending the General Meeting of Shareholders.

h) Conditions for holding the meeting:

The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 65% of the total voting shares.

In case the first meeting does not satisfy the conditions for holding the meeting as prescribed in Clause 1 Article 18 of the Company Charter, the notice of invitation to the second meeting must be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders

shall be conducted when the number of shareholders attending the meeting represents at least 33% of the total voting shares.

In case the second meeting does not satisfy the conditions for holding the meeting as prescribed in Clause 2 Article 18 of the Company Charter, the notice of invitation to the third meeting must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending the meeting.

i) Forms of adoption of resolutions of the General Meeting of Shareholders:

The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting or by collecting written opinions.

k) Voting method:

Upon registration of shareholders, the Company shall provide each shareholder or authorized representative having voting rights with a voting card stating the registration number, the full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting for approval, disapproval or abstention.

l) Vote counting method and announcement of vote counting results:

Voting cards approving the resolution shall be collected first, followed by voting cards disapproving the resolution, and finally the total number of approval and disapproval votes shall be counted to determine the result. The results of vote counting shall be announced by the Chairperson immediately before the closing of the meeting. The meeting shall elect persons responsible for vote counting or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

m) Conditions for adoption of resolutions:

The conditions for the adoption of resolutions of the General Meeting of Shareholders shall comply with the provisions of Article 20 of the Company Charter.

n) Method of objection to resolutions of the General Meeting of Shareholders (in accordance with Article 132 of the Law on Enterprises):

Shareholders who voted against the resolution on reorganization of the company or changes to the rights and obligations of shareholders as prescribed in the Company Charter have the right to request the Company to repurchase their shares. Such request must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the proposed selling price and the reason for requesting the Company to repurchase the shares. The request must be sent to the Company within 10 days from the date on which

the General Meeting of Shareholders passes the resolution on the matters specified in this clause.

The Company must repurchase the shares at the request of the shareholder as mentioned above at the market price or at the price determined according to the principles prescribed in the Company Charter within 90 days from the date of receipt of the request. In case the parties cannot reach an agreement on the price, they may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and such choice shall be the final decision.

o) Preparation of minutes of the General Meeting of Shareholders:

The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and include the following principal contents:

- Name, address of the head office and enterprise code;
- Time and venue of the General Meeting of Shareholders;
- Meeting agenda and contents of the meeting;
- Full name of the Chairperson and the Secretary;
- Summary of the developments of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
- Number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix of the list of registered shareholders and representatives of shareholders attending the meeting together with the corresponding number of shares and voting rights;
- Total number of votes for each matter voted on, clearly stating the voting method, the total number of valid and invalid votes, votes for approval, votes against and abstentions; the corresponding percentage of the total votes of shareholders attending the meeting;
- Matters approved and the corresponding voting approval rate;
- Full names and signatures of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this clause. The minutes must clearly state the refusal of the Chairperson and the Secretary to sign the minutes.

The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and the Secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

p) Disclosure of resolutions of the General Meeting of Shareholders:

The disclosure of resolutions of the General Meeting of Shareholders shall comply with the information disclosure regulations of the Law on Enterprises, the Law on Securities and other relevant legal documents.

3. Order and procedures for the General Meeting of Shareholders to adopt resolutions by collecting written opinions include the following main contents:

a) Cases where written opinions may not be collected:

- Amendment and supplementation of the contents of the Company Charter;
- Development orientation of the Company;
- Types of shares and the total number of shares of each type;
- Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;
- Decision on investment or sale of assets valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company, except where the Company Charter provides for another ratio or value;
- Approval of annual financial statements;
- Reorganization or dissolution of the Company.

b) Order and procedures for the General Meeting of Shareholders to adopt resolutions by collecting written opinions.

- The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company.

- The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions and send them to all shareholders having voting rights no later than 10 days before the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall comply with Clause 3 Article 17 of the Company Charter.

- The opinion forms must contain the principal contents as prescribed in Clause 3 Article 21 of the Company Charter.

- Shareholders may send the completed opinion forms to the Company by mail or email in accordance with Clause 4 Article 21 of the Company Charter.

- The Board of Directors shall count the votes and prepare a vote-counting record under the supervision of the Supervisory Board or of shareholders not holding managerial positions in the Company. The vote-counting record must contain the principal contents as prescribed in Clause 5 Article 21 of the Company Charter.

- The vote-counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote-counting record and the resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote counting is completed.

- The completed opinion forms, vote-counting record, adopted resolutions and related documents attached to the opinion forms must all be kept at the head office of the Company.

- A resolution adopted by collecting written opinions of shareholders shall be valid if approved by shareholders representing more than 50% of the total voting rights of all shareholders having voting rights and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

4. Order and procedures for the General Meeting of Shareholders to adopt resolutions by online meeting or by a meeting held in person combined with an online meeting

a) In necessary cases, the Board of Directors may decide to hold the General Meeting of Shareholders in the form of an online meeting or a meeting held in person combined with an online meeting. An online General Meeting of Shareholders shall apply modern technological measures enabling shareholders to attend and express opinions at the online meeting and vote by electronic voting or other forms appropriate to the online General Meeting of Shareholders.

Shareholders may attend the General Meeting of Shareholders directly at the meeting venue or participate through an online meeting. Shareholders may only choose one of the two forms: attending in person or attending online.

b) Shareholders may authorize representatives to attend the General Meeting of Shareholders either in person or online in accordance with Article 15 of the Company Charter.

c) Shareholders attending the General Meeting of Shareholders via online meeting must register accurate phone numbers, contact addresses and/or email addresses to ensure receipt of the notification containing the account information for attending the online General Meeting of Shareholders and conducting electronic voting, and shall take full responsibility for the information registered with the Company.

d) Shareholders attending the General Meeting of Shareholders via online meeting shall use the access account provided by the Company or by the service provider engaged by the Company to conduct online participation and electronic voting for all voting sessions of the Company in which the shareholder has the right to vote.

dd) Shareholders attending the General Meeting of Shareholders via online meeting must keep confidential the login names, passwords and other identification factors provided by the Company or the service provider engaged by the Company to ensure that only the shareholder participates in the meeting and/or conducts electronic voting on the system provided by the Company or the service provider engaged by the Company. Voting results shall be recorded by the Company or the service provider engaged by the Company based on the login names, passwords and identification factors of the shareholders and shall be deemed the voting intention of the shareholders. Shareholders shall be responsible before the law and before the Company for the electronic voting results conducted through their access accounts on the online General Meeting of Shareholders/electronic voting system provided by the service provider.

e) The Board of Directors shall promulgate and publish on the Company's website the Regulations on participation in the General Meeting of Shareholders held online or in the form of a meeting held in person combined with an online meeting together with the invitation documents for the General Meeting of Shareholders at least 21 days prior to the opening of the meeting, including the following main contents:

- Specific guidelines on the order and procedures for organizing and conducting the General Meeting of Shareholders in the form of an online meeting or a meeting held in person combined with an online meeting;

- Provisions on the methods of electronic voting, submission of voting ballots via mail/fax/email and other equivalent voting methods enabling shareholders to exercise their voting rights at the General Meeting of Shareholders organized in the form of an online meeting or a meeting held in person combined with an online meeting;

- Other contents related to the organization of the General Meeting of Shareholders held online or in the form of a meeting held in person combined with an online meeting.

Article 3. Board of Directors

1. Role, rights and obligations of the Board of Directors; responsibilities of members of the Board of Directors:

a) The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling within the authority of the General Meeting of Shareholders.

b) The rights and obligations of the Board of Directors are prescribed by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- Decide the strategy, medium-term development plan and annual business plan of the Company;

- Propose the types of shares and the total number of shares of each type authorized to be offered for sale;

- Decide the sale of unsold shares within the number of shares authorized to be offered for sale of each type; decide on additional capital mobilization in other forms;

- Decide the selling price of shares and bonds of the Company;

- Decide the repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;

- Decide investment plans and investment projects within the authority and limits prescribed by law;

- Decide solutions for market development, marketing and technology;

- Approve contracts for 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 the Company and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders in accordance with Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

- Elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts with and terminate contracts with the Director and other key managers as prescribed in the Company Charter; decide the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies and decide the remuneration and other benefits of such persons;

- Supervise and direct the Director and other managers in the management and operation of the daily business activities of the Company;

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

- Approve the agenda and contents of documents serving the meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt resolutions;

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

- Propose the dividend rate to be paid; decide the time limit and procedures for dividend payment or the handling of losses arising in the course of business operations;

- Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

- Decide the promulgation of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; promulgate the Company's Information Disclosure Regulations;

- Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws and the Company Charter.

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

2. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors:

a) Term and number of members of the Board of Directors:

The term of office of a member of the Board of Directors shall not exceed 05 years and members 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 for no more than 02 consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.

The Board of Directors shall consist of 05 members.

b) Structure, standards and conditions of members of the Board of Directors:

The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors. After the Company becomes listed, it must ensure compliance with the requirement of having at least 01 independent member of the Board of Directors.

Members of the Board of Directors must satisfy the following standards and conditions:

- Not falling under the cases specified in Clause 2 Article 17 of the Law on Enterprises;

- Possessing professional qualifications and experience in business administration or in the business lines and sectors of the Company, and not necessarily being a shareholder of the Company;

- A member of the Board of Directors of the Company may simultaneously serve as a member of the Board of Directors of no more than 05 other companies;

- A member of the Board of Directors must not be a family member of the Director or other managers of the Company.

c) Nomination and candidacy for members of the Board of Directors:

Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total voting shares may nominate 01 candidate; from 10% to less than 30% may nominate up to 02 candidates; from 30% to less than 40% may nominate up to 03 candidates; from 40% to less than 50% may nominate up to 04 candidates; from 50% to less than 60% may nominate up to 05 candidates; from 60% to less than 70% may nominate up to 06 candidates; from 70% to 80% may nominate up to 07 candidates; and from 80% to less than 90% may nominate up to 08 candidates.

In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance and the Operating

Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

d) Method for electing members of the Board of Directors:

Voting to elect members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. A shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting with the candidate receiving the highest number of votes until the number of members prescribed in the Company Charter is reached. In the event that 02 or more candidates receive the same number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the criteria specified in the election regulations or the Company Charter.

dd) Cases of dismissal, removal and supplementation of members of the Board of Directors:

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

- No longer satisfying the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- Submitting a resignation letter and such resignation is accepted.

The General Meeting of Shareholders shall remove a member of the Board of Directors in the following case: failure to participate in activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the event that the number of members of the Board of Directors is reduced by more than one-third compared with the number prescribed in the Company Charter. In such case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third.

e) Announcement of election, dismissal and removal of members of the Board of Directors:

The Company shall disclose information within twenty-four (24) hours from the time the Company changes, newly appoints, reappoints or removes a member of the Board of Directors. At the same time, the Company shall submit to the State Securities Commission and the Stock Exchange the information disclosure

form of the new internal person (if any) in accordance with the template provided in Appendix III issued together with Circular No. 96/2020/TT-BTC.

g) Method of introducing candidates for members of the Board of Directors:

In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- Full name, date of birth;
- Professional qualifications;
- Working history;
- Other managerial positions held (including positions on the Board of Directors of other companies);
- Interests related to the Company and related parties of the Company;
- The Company must disclose information about companies in which the candidate currently holds the position of member of the Board of Directors, other managerial positions and interests related to such companies of the candidate for the Board of Directors (if any).

h) Election, removal and dismissal of the Chairperson of the Board of Directors:

The Chairperson of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.

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

The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the business performance and efficiency.

Members of the Board of Directors are entitled to remuneration for their work and bonuses. The remuneration for work shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

Members of the Board of Directors who hold executive positions or who work in committees of the Board of Directors or perform tasks beyond the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment per task, salary, commission, percentage of profit or other forms as decided by the Board of Directors.

Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meal and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company Charter.

4. Procedures for organizing meetings of the Board of Directors:

a) Number of meetings: The Board of Directors must hold at least one meeting per quarter and may hold extraordinary meetings.

b) Cases requiring the convening of extraordinary meetings of the Board of Directors:

The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving a request from one of the following:

- The Supervisory Board or an independent member of the Board of Directors;

- The Director or at least 03 other managers;

- At least 02 members of the Board of Directors.

c) Notice of meeting of the Board of Directors:

The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting at least 03 working days prior to the meeting date. The notice of meeting must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice of meeting must be accompanied by documents to be used at the meeting and voting ballots of members.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, and must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

d) Right of members of the Supervisory Board to attend meetings of the Board of Directors:

The Chairperson of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

dd) Conditions for holding a meeting of the Board of Directors:

A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend the meeting. In case the meeting convened in accordance with this clause does not have the required number of attending members, it shall be convened for the second time within 07 days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

e) Voting methods:

A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- Attending and voting directly at the meeting;
- Authorizing another person to attend and vote in accordance with Clause 11 Article 29 of the Company Charter;
- Attending and voting via online conference, electronic voting or other electronic forms;
- Sending voting ballots to the meeting by post or email.

g) Method of adopting resolutions of the Board of Directors:

Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members. In case of a tie vote, the final decision shall be made according to the opinion of the Chairperson of the Board of Directors.

h) Authorization for another person to attend the meeting on behalf of a member of the Board of Directors:

A member of the Board of Directors may authorize another person to attend and vote at the meeting if approved by the majority of members of the Board of Directors.

i) Preparation of minutes of the Board of Directors' meeting:

Meetings of the Board of Directors must be recorded in minutes and may also be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and include the following principal contents:

- Name, address of the head office and enterprise registration number;
- Time and venue of the meeting;
- Purpose, agenda and contents of the meeting;
- Full names of each attending member or authorized representative attending the meeting and the method of attendance; full names of members absent and the reasons for absence;
- Matters discussed and voted on at the meeting;

- Summary of opinions expressed by each attending member according to the course of the meeting;

- Voting results clearly stating members voting in favor, against or abstaining;

- Matters approved and the corresponding voting approval ratios;

- Full name and signatures of the chairperson and the person recording the minutes.

k) Cases where the chairperson and/or the secretary refuses to sign the minutes of the Board of Directors' meeting:

In case the chairperson or the person recording the minutes refuses to sign the minutes of the meeting, the minutes shall still be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in Point i Clause 4 of this Article (except for the content "Full name and signatures of the chairperson and the person recording the minutes").

l) Notification of resolutions and decisions of the Board of Directors:

The Company is responsible for disclosing information on resolutions and decisions of the Board of Directors in accordance with the provisions of law.

5. Committees under the Board of Directors:

a) The Board of Directors may establish committees under its authority to be responsible for development policy, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be decided by the Board of Directors but must be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the committee, and one of these members shall be appointed as the Chairperson of the committee by decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. A resolution of the committee shall only be effective when approved by a majority of members attending and voting at the committee meeting.

b) The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with the current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

6. Selection, appointment and dismissal of the person in charge of corporate governance include the following main contents:

a) The Board of Directors of the Company must appoint at least one person in charge of corporate governance to support corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

b) The person in charge of corporate governance must not simultaneously work for an approved auditing organization that is currently auditing the Company's financial statements.

c) The person in charge of corporate governance has the following rights and obligations:

- Advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters related to the relationship between the Company and its shareholders;

- 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;

- Advise on meeting procedures;

- Attend meetings;

- Advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;

- 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;

- Monitor and report to the Board of Directors on the Company's information disclosure activities;

- Act as the contact point with stakeholders;

- Maintain confidentiality of information in accordance with the provisions of law and the Company Charter;

- Other rights and obligations as prescribed by law and the Company Charter.

d) Notification of the appointment and dismissal of the person in charge of corporate governance:

The disclosure of information regarding the appointment or dismissal of the person in charge of corporate governance shall be carried out in the same manner as the notification of election, dismissal or removal of members of the Board of Directors as prescribed in Point e Clause 2 Article 3 of this Regulation.

Article 4. Supervisory Board

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

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

- Propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms eligible to audit the Company's financial statements; decide on the approved auditing firm to conduct inspections of the Company's operations and dismiss the approved auditor when deemed necessary.

- Be accountable to the shareholders for its supervisory activities.
- Supervise the financial situation of the Company and the compliance with laws in the operations of members of the Board of Directors, the Director, and other managers.
- Ensure coordination with the Board of Directors, the Director, and shareholders.
- Where any violation of law or the Company Charter by a member of the Board of Directors, the Director, or other executives of the enterprise is detected, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violating person to cease the violation, and implement measures to remedy the consequences.
- Formulate the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.

2. Term of office, number, composition and structure of the Supervisory Board:

a) Term of office, number, composition and structure of the Supervisory Board:

The term of office of members of the Supervisory Board shall not exceed 05 years and members may be re-elected for an unlimited number of terms.

The Supervisory Board of the Company shall consist of 03 members.

The structure of the Supervisory Board shall include 01 Head of the Supervisory Board and 02 members.

b) Standards and conditions for members of the Supervisory Board:

Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- Work in the accounting or finance department of the Company;
- Be a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements during the preceding 03 consecutive years.

c) Nomination and self-nomination of candidates for the Supervisory Board:

The nomination and self-nomination of candidates for the position of member of the Supervisory Board shall be conducted in the same manner as the nomination and self-nomination of candidates for the position of member of the Board of Directors, as prescribed in Point c, Clause 2, Article 3 of these Regulations.

d) Method of electing members of the Supervisory Board:

The method of electing members of the Supervisory Board shall be conducted in the same manner as the election of members of the Board of Directors, as prescribed in Point d, Clause 2, Article 3 of these Regulations.

dd) Cases of dismissal and removal of members of the Supervisory Board:

A member of the Supervisory Board shall be dismissed from office in the following cases:

- No longer meeting the standards and conditions for being a member of the Supervisory Board as prescribed in Point b, Clause 2 of this Article;

- Submit a resignation letter which is accepted;

- Other cases as prescribed in the Company Charter.

A member of the Supervisory Board shall be removed from office in the following cases:

- Failure to fulfill assigned duties and responsibilities;

- Failure to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;;

- Repeated violations or serious violations of the obligations of a member of the Supervisory Board in accordance with the Law on Enterprises and the Company Charter;

- Other cases as decided by resolution of the General Meeting of Shareholders.

e) Notification of the election, dismissal and removal of members of the Supervisory Board:

The disclosure of information regarding the election, dismissal and removal of members of the Supervisory Board shall be carried out in the same manner as the notification of the election, dismissal and removal of members of the Board of Directors, as prescribed in Point e, Clause 2, Article 3 of these Regulations.

g) Salaries and other benefits of members of the Supervisory Board:

Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

Members of the Supervisory Board shall be reimbursed for reasonable expenses for accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

The salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

Article 5. Director

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

The Director shall be the person responsible for managing the daily business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of the assigned rights and obligations.

The Director shall have the following rights and obligations:

- Decide on matters related to the daily business operations of the Company that do not fall within the authority of the Board of Directors;

- Organize the implementation of the resolutions and decisions of the Board of Directors;

- Organize the implementation of the Company's business plans and investment plans;

- Propose plans for the organizational structure and internal management regulations of the Company;

- Appoint, dismiss, and remove managerial positions within the Company, except for positions falling under the authority of the Board of Directors;

- Decide on salaries and other benefits for employees of the Company, including managers appointed by the Director;

- Recruit employees;

- Propose plans for dividend distribution or the handling of business losses;

- Exercise other rights and obligations in accordance with the law, the Company Charter, and the resolutions and decisions of the Board of Directors.

2. Appointment, dismissal, conclusion and termination of the employment contract with the Director:

a) Term of office, standards and conditions of the Director:

The term of office of the Director shall not exceed 05 years and the Director may be reappointed for an unlimited number of terms. The Director must satisfy the standards and conditions prescribed by law and the Company Charter.

b) Appointment and conclusion of the employment contract with the Director:

The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to serve as the Director.

c) Dismissal and termination of the employment contract with the Director:

The Board of Directors may dismiss the Director when approved by a majority of the attending members of the Board of Directors having voting rights, and shall appoint a new Director to replace him/her.

d) Notification of appointment, dismissal, conclusion and termination of the employment contract with the Director:

The disclosure of information regarding the appointment, dismissal, conclusion and termination of the employment contract with the Director shall be carried out in the same manner as the notification of the election, dismissal and removal of members of the Board of Directors, as prescribed in Point e, Clause 2, Article 3 of these Regulations.

dd) Salary and other benefits of the Director:

The Director shall be entitled to salary and bonuses. The salary and bonuses of the Director shall be determined by the Board of Directors.

Article 6. Other Activities

1. Coordination of activities among the Board of Directors, the Supervisory Board and the Director:

a) Procedures and order for convening meetings, issuing meeting notices, recording minutes and notifying meeting results among the Board of Directors, the Supervisory Board and the Director:

The procedures and order for convening meetings, issuing meeting notices, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board and the Director shall be carried out in accordance with the procedures and order for organizing meetings of the Board of Directors as prescribed in Clause 4, Article 3 of these Regulations.

b) Notification of resolutions and decisions of the Board of Directors to the Supervisory Board and the Director:

Copies of resolutions, decisions and other documents of the Board of Directors shall be sent to the Supervisory Board and the Director within 03 working days after the meeting of the Board of Directors concludes.

c) Cases where the Director and the Supervisory Board request the convening of a meeting of the Board of Directors and matters requiring consultation with the Board of Directors:

c.1) Cases requesting the convening of a meeting of the Board of Directors:

The Supervisory Board may request the convening of a meeting of the Board of Directors in the following cases:

- Upon the request of a shareholder or a group of shareholders in accordance with Clause 2, Article 115 of the Law on Enterprises;

- When it is considered that the right of access to information and documents relating to the Company's operations of the Controllers is not fully ensured in accordance with applicable laws and the Company Charter;

- When violations of law or the Company Charter by members of the Board of Directors, the Director or other executives of the Company are detected after the Supervisory Board has given written notice to the Board of Directors in accordance with Clause 5, Article 38 of the Company Charter, but the violating person has not ceased the violation or taken remedial measures.

The Director may request the convening of a meeting of the Board of Directors in the following cases:

- When it is considered that the rights of the Director as prescribed in Article 34 of the Company Charter are not properly exercised;

- When violations of law or the Company Charter by other executives of the Company are detected after written notice has been given to the Board of Directors, but the violating person has not ceased the violation or taken remedial measures.

c.2) Matters requiring consultation with the Board of Directors:

- Propose to the Board of Directors plans on the organizational structure and internal management regulations of the Company;

- Propose measures to improve the Company's operations and management;

- The Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to the Company's relations with trade union organizations, in accordance with best management standards, practices and policies, as well as the provisions stipulated in the Company Charter, the Company's internal regulations and applicable laws;

- Propose plans for dividend distribution or the handling of business losses;

- Seek approval from the Board of Directors for the detailed business plan for the next financial year;

- Other matters when deemed necessary for the interests of the Company.

d) Reports of the Director to the Board of Directors on the performance of assigned duties and powers:

Report on the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders.

Quarterly and annual reports evaluating the financial status and production and business operations of the Company.

Reports on improvements in organizational structure, policies and management.

Annual reports on the implementation of obligations relating to the environment, the community and employees.

Reports on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders.

Reports on other matters as required by the Board of Directors.

dd) Review of the implementation of resolutions and other authorizations of the Board of Directors for the Director:

Based on the reports of the Director on the performance of assigned duties and powers as prescribed in Article 5 of these Regulations, the Board of Directors shall review the results of the implementation of its resolutions and other matters authorized to the Director.

e) Matters that the Director must report, provide information on, and the

method of notification to the Board of Directors and the Supervisory Board:

- Results of the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders (reported quarterly, semi-annually, nine-monthly and annually).

- Reports on the organizational and operational status of the Company on a quarterly, semi-annual, nine-month and annual basis.

- Submission to the Board of Directors for approval of the detailed business plan for the next financial year, based on compliance with budget requirements as well as the five-year financial plan.

- Preparation of long-term, annual and quarterly budgets of the Company to support the long-term, annual and quarterly management and operations of the Company in accordance with the business plan.

g) Coordination in control, management and supervision activities among members of the Board of Directors, members of the Supervisory Board and the Director:

Members of the Board of Directors, the Supervisory Board and the Director shall regularly exchange information and coordinate in their work, and provide mutual information in a spirit of cooperation and support, thereby facilitating the performance of duties in accordance with the Company Charter and working regulations.

Where necessary, members of the Board of Directors, the Supervisory Board and the Director may communicate immediately (directly or via telephone or email) to ensure the effective and efficient handling of work.

Members of the Board of Directors, the Director and other executives shall bear personal responsibility for the performance of their assigned duties, and shall seriously coordinate their activities in order to protect the legitimate rights and interests of shareholders and promote the development of the Company.

2. Regulations on the annual evaluation of activities, commendation and discipline applicable to members of the Board of Directors, members of the Supervisory Board, the Director and other executives of the Company:

The evaluation of the performance of members of the Board of Directors, the Director, the Supervisory Board and other executives shall be conducted in accordance with the Company's regulations and by one or several of the following methods:

- Self-assessment and evaluation;
- Conducting surveys or votes of confidence;
- Other methods as determined by the Board of Directors from time to time.

Evaluation criteria:

- The Board of Directors shall annually evaluate the performance of each of its members based on the functions and duties of the Board of Directors as

stipulated in the Company Charter, and the results of the performance of assigned duties;

- The Supervisory Board shall annually evaluate the performance of each of its members, based on the functions and duties prescribed in the Company Charter and the results of the performance of assigned duties;

- The Board of Directors shall annually evaluate the qualities, capacity, results and effectiveness of the management and administration of the Director, Deputy Directors, Chief Accountant and other executives, based on the Company's production and business performance.

The person having the authority to appoint shall have the right to consider commendation or disciplinary measures for the appointed person, in accordance with the procedures prescribed by labor laws, the Company Charter, the Internal Labor Regulations and the agreements stipulated in the employment contract with such executive.

Article 7. Effectiveness

1. In the event that any provision of these Regulations conflicts with the provisions of the Company Charter or applicable laws, the provisions of the Company Charter and applicable laws shall prevail.

2. The Internal Regulations on Corporate Governance of Binh Dinh Water Supply and Sewerage Joint Stock Company consist of seven (07) Articles and shall take effect from April 20, 2026, and shall replace the Internal Regulations on Corporate Governance of Binh Dinh Water Supply and Sewerage Joint Stock Company dated April 22, 2022. *LTC*

**ON BEHALF OF THE BOARD
OF DIRECTORS** *LTC*
CHAIRPERSON



LTC
Le Thanh Cuong