

**The English version is for reference only.  
The Vietnamese version is official and legal.**

VIETNAM NATIONAL PETROLEUM GROUP      SOCIALIST REPUBLIC OF VIETNAM  
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Hanoi, 26<sup>th</sup> June 2023



**(Draft)**

## **REGULATION ON ADDITIONAL VOTING OF ONE MEMBER OF THE BOD IN TERM 2021-2026**

*(as an attachment of Working Regulations  
of the 2023 Annual General Meeting of Shareholders)*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;  
Pursuant to Petrolimex's Charter approved on 26 April 2021 by the General  
Meeting of Shareholders,*

The Vietnam National Petroleum Group's Annual General Meeting of Shareholders in 2023 (AGM) regulates the Regulation on Additional Voting of 01 Member to the Board of Directors for the term 2021-2026 as follows:

### **Article 1. People involved in word modification and interpretation**

#### ***1.1 Subjects involved in modification***

- This Regulation governs the voting of members of the Board of Directors for the term 2021 - 2026 of Vietnam National Petroleum Group (Petrolimex) at the 2023 Annual General Meeting of Shareholders.

- This Regulation applies to all shareholders owning shares with voting rights and authorized representatives of shareholders (according to the list of shareholders finalized on 30<sup>th</sup> May 2023 provided by Vietnam Securities Depository).

#### ***1.2 Words explanation***

In this statute, the following terms and acronyms are construed as follows:

- Petrolimex: Vietnam National Petroleum Group.
- GMS: General Meeting of Shareholders.
- General Meeting: 2023 Annual General Meeting of Shareholders.
- BOD: The Board of Directors.

### **Article 2. Voting principles**

1. Voting complies with the right Law and Charter, guarantees democracy, and the legitimate rights of all shareholders.

2. Public voting is in the form of electronic voting on the EzGSM system.

### **Article 3. Standards and conditions for members of the BOD**

Implemented in accordance with the Charter of Vietnam National Petroleum Group, Article 155 of the Law on Enterprises No. 59/2020/QH14.

### **Article 4. Candidate list and profile for Board of Directors**

According to Proposal List, the additional 01 member to the BOD for the term 2021-2026 has been approved by the GMS.

### **Article 5. Voting method**

- Voting for members of the Board of Directors shall be conducted in accordance with Clause 2, Article 22 of the Vietnam National Petroleum Group Charter and Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14. As a result, each shareholder has the same number of votes as the total number of ownership shares multiplied by the number of elected BOD members (one member).

- Shareholders may accumulate the total voting rights for one candidate or not vote for any candidate. The number of candidates elected must not exceed the number of elected BOD members elected by the General Meeting of Shareholders.

- The total number of shareholder votes elected for a candidate must not exceed the total number of voting rights of such shareholder/shareholder representative (the authorized person (shareholder representative) has full voting rights in the case of valid authorization).

- Shareholders/shareholder representatives present at the online AGM and electronic voting may change the voting result until the end of the voting as prescribed.

### **Article 6. Voting ballots and how to record voting ballots**

Shareholders/shareholder representatives vote on the electronic voting system using electronic ballots created by Petrolimex. Accordingly:

- If all votes are cast for a candidate, the shareholder/shareholder representative checks the blank box in the corresponding candidate's "Ballot vote" box. After voting, the shareholder/shareholder representative should click "Vote" to save and send the voting results to the system.

- If no candidate is voted for, the shareholder/shareholder's representative should leave it blank, then click "Vote". The shareholder/shareholder representative confirms "Consent to the White Paper" to return the slip to the System.

Shareholders/shareholder representatives have the right to change the voting results. Voting results are recorded as the results saved on the final system at the time of the end of electronic voting as prescribed.

The votes listed below are considered invalid:

- The number of candidates elected by shareholders/shareholder representatives exceeds the number of Board of Directors members approved by the GMS.

- Votes with the total number of votes cast for candidates of deputies do not match the total number of votes recorded on the ballot.

In the event of an invalid vote, the electronic voting system will notify shareholders/shareholder representatives attending the online meeting and electronic voting. The shareholder/shareholder representative is in charge of validating the vote. The system does not record invalid votes, and shareholders are deemed not to have participated in electronic voting (Uncollected votes).

## **Article 7: Vote Checking Committee, voting principles and counting**

### ***7.1 Vote Checking Committee:***

- The Vote Checking Committee nominated by the Presidium and approved by the General Meeting of Shareholders;

- The Vote Checking Committee is in charge of:

- Guidance for shareholders on voting and voting at online General Meeting;
- Conduct vote counting;
- To make and publish the minutes of vote counting before the General Meeting of Shareholders.

- Members of the Vote Checking Committee shall not be included in the list of nominees and candidates to the Board of Directors.

### ***7.2 Voting Principles***

- Voting is initiated within the time under the Agenda and presided by the Chairman of the meeting.

- Shareholders/their representatives participation into the online meeting shall vote via electronic voting system under the username issued to them. E-vote is as legal as vote that is directly delivered at the Meeting. Since the voting contents are closed, the shareholders shall not change any voted contents. Their voting results recorded on the System shall be recognized as the final results and not allowed to make any claims/suits related to this result.

### ***7.3 Vote counting principle:***

- Vote checking must be promptly initiated after the voting is finished.

- Vote checking results must be summarized in accordance with the record results of the shareholders involving in online participation and electronic voting.

- In the event that the “Equivalent vote” is selected, the pre-determined number of votes shall be automatically divided to the respective selected candidates. If there is an odd for dividing number of voting to candidates, the odds shall be automatically canceled and number of votes shall be recorded by the principles of rounding down.

## **Article 8. The principle of being elected to the Board of Directors**

- The person who is elected to be the member of BOD is determined in accordance with the top-to-bottom vote quantity, starting from the candidate having the highest number of votes till sufficient members are available as prescribed herein.

- In the event that there are more than 02 candidates having the same votes, re-voting shall be held among the candidates having the same vote quantity. If the required number of member of BOD is not fully elected upon two voting sessions, the members of BOD shall be vacant and additionally elected on the next General Meeting of Shareholders.

**Article 9. Preparation and release of Election Minutes.**

The vote checking minutes shall be prepared by the Vote Checking Committee. Its full text shall be announced at the Meeting.

**Article 10. Resolve complaints**

Complaints about voting and counting shall be handled by the Chairman and recorded in the minutes of the General Shareholders Meeting.

**Article 11. Validity**

This Regulation comprises of 11 Articles, publicly read to the General Meeting of Shareholders and comes into effect after it is approved by the General Meeting of Shareholders./.

**ON BEHALF OF GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN OF THE BOD**

**Pham Van Thanh**