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VIETNAM NATIONAL PETROLEUM GROUP



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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(Draft)

WORKING REGULATION THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS UNDER VIDEO CONFERENCE FORM

Regulation's Objectives:

- Ensure the public, equality and democratic principles;
- Create favorable conditions for convention and organization of the General Meeting of Shareholders in accordance with the Agenda, Petrolimex's Charter and the laws.
- Facilitate all valued Shareholders to participate, discuss and vote the meeting issues from various sites.

CHAPTER I. GENERAL PROVISIONS

Article 1. Subject of application

All shareholders and their valid proxies, guests of Petrolimex's Annual General Meeting of Shareholders must observe and adhere to the provisions of this Regulation, Petrolimex's Charter and applicable laws.

Article 2. Scope of application

This Regulation is applied to organize Petrolimex's 2023 Annual General Meeting of Shareholders in the video conference form and regulations on electronic voting at the online General Meeting of Shareholders.

Article 3. Definitions

As used herein, terms below are interpreted as follows:

1. Shareholders: refer to the persons holding at least one Petrolimex share, named in the list of shareholders eligible to join the General Meeting of Shareholders finalized on 30th May 2023 provided by Vietnam Securities Depository (VSD) or persons duly authorized in writing by the shareholders and assigned with username by Petrolimex to check-in the Online General Meeting of Shareholders and electronic voting.

2. Online meeting: refers to the form of organizing the General Meeting of Shareholders, using the electronic facilities to transmit the images and audio via Internet media, to allow the shareholders from various sites to join, discuss and vote for the meeting affairs.

3. Online Meeting venue: includes the main venue and other sites. Among which, the main venue is the place where the Presiding Body joins and presides the meeting while other sites refer to the places where the shareholders login the EzGSM System by User name provided by Petrolimex to join the Online Meeting.

4. Electronic voting: refers to the fact that voting and election are initiated through EzGSM System as prescribed herein.

5. Electronic media: Refers to the media powered by the electric, electronic, digital, magnetic, wireless transmission, optical, electromagnetic or analog technology.

6. Check-in Online Meeting Participation Refers to the fact that the Credentials are used to login the system and check-in Online Meeting Participation as prescribed in this Registration and Petrolimex instructions.

7. Credentials: Includes Username and Password solely provided to each shareholder at the invitation. The shareholders are obligated to keep the credentials confidential and other identify factors to ensure that the Credentials are only used by the shareholders to participate and vote on the system.

8. Session: Refers to the time since the shareholder's successful login till: (i) or the System is logged out; (ii) or the shareholders login from other devices; (iii) or the Online Meeting time is ended; (iv) the System is closed by the shareholder.

9. System: refers to a collection of technical infrastructure to organize and operate the Online Meeting agenda and electronic voting.

10. System opening time: Refers to the commencement moment that the shareholders may access, read the meeting materials and make registration of Online Meeting Participation and vote for concerned issues at the Meeting. The login shall be deactivated as notified by the Chairman or Organization Board.

CHAPTER II. CONTENTS OF THE REGULATION

Article 4. Conditions and proceedings of the Online Meeting

1. The Board of Directors (BOD) is responsible for convening the Online General Meeting of Shareholders in accordance with Petrolimex Charter and the laws.

2. The shareholders check-in Online Meeting Participation as prescribed herein. It is used to determine the participant percent to organize the Online Meeting.

3. The General Shareholders' Meeting is launched when the participants representing for at least 51% of total voting shares are available. As of opening moment, quorum of the Online Meeting is defined in Article 3.

If the quorum is not available, within 30 minutes since moment of meeting opening, the person who convenes the meeting may cancel it. The General Meeting of Shareholders must be re-convened within 30 working days since expected date of 1st General Meeting of Shareholders.

4. Online Meeting and electronic voting organization system must be qualified with following conditions:

- The system must be maintained with safe and stable operation, available to satisfy the connection requirements and participation of shareholders.

- The main venue must be qualified with the conditions of audio, lighting, transmission line, power supply, electronic media and other facilities in accordance with the requirements and nature of the online meeting.

- The system username information must be kept confidential. Any information received and provided on the System must ensure the information confidential Information and comply with the Law on Cyperspace Security.

- Electronic data of the Online Meeting Agenda must be recorded, maintained and used as prescribed.

Article 5. Meeting participation conditions

Petrolimex shareholders under the list finalized on 30th May 2023 provided by the Vietnam Securities Depository are eligible to join the General Meeting of Shareholders. The shareholders or their proxies participate into the meeting under the online and electronic voting form. In the event that the shareholders as organization holding at least 5% of total voting shares have one or more proxies to join the Meeting, the number of shares and votes of each proxy must be specified.

Article 6. Guests at main Online Meeting venue

It includes persons holding the Petrolimex managerial titles, representatives from the State management authorities.

Article 7. Rights and obligations of Shareholders

- Participate into the Online Meeting and vote for all Meeting affairs in accordance with Petrolimex Charter, this Regulation and instructions on website: <https://petrolimex.com.vn>.

- Have rights to deliver the speech and discuss at the Meeting in accordance with Article 15 herein.

- Comply with the Presiding Body's management without causing disturbance or disorder in the meeting.

- Register the exact cell phone number, contact address and email address so that the invitation and/or instruction documents may be delivered to check-in Online Meeting Participation and electronic voting. The shareholders shall be completely responsible for accuracy of the registered information. If it is required to adjust information or instructions, the Organization Board shall be contacted in accordance with the telephone number specified in the Letter of Invitation/Notice.

- The shareholders are required to prepare and use the proper online meeting equipment with Internet connection to ensure successfully follow-up of the Online Meeting development.

- Any electronic voting results of shareholders are regarded as their will. The electronic voting results are as fully valid and enforceable as voting at onsite Meeting.

- Shareholders may use credentials provided by Petrolimex to login, participate and conduct electronic voting for all voting contents of the Meeting. The shareholders are obligated and not entitled to claim when they logs out the system for any reasons whatsoever or another person is allowed to use the Credentials to login the System during the Meeting time since System opening time for registration, discussion and voting till System closing.

- The Shareholders are obligated to keep their credentials confidential to ensure that the rights of system-based participation and electronic voting are only used by them. Petrolimex shall offer the maximum support to ensure that the shareholders may join and vote at the General Meeting of Shareholders. However, Petrolimex shall not take any responsibilities for problems caused by lost credentials. In case of proxy, the shareholders and their proxies must be liable for authorization and electronic voting results in accordance with the provided credentials.

- In the event that the shareholders cannot continuously join the meeting till the end of the agenda upon Online Meeting Participation registration, voting may be conducted for the contents to be consulted with shareholders before System logout.

Article 8. Organization Board

1. The Organization Board is established by the BOD. Number and participants of the Organization Board are decided by the BOD.

2. The Organization Board has responsibilities as follows:

- a. Fulfill the tasks prescribed herein.
- b. Guide and act as the focal contacts to answer the shareholders' questions about Online Meeting check-in and electronic voting.
- c. Prepare the electronic media and physical facilities to ensure the successful organization of Online Meeting and electronic media.
- d. Other tasks decided by the BOD.

Article 9. Membership Verification & Inspection Board

1. The Membership Verification & Inspection Board is an assistant to the Organization Board. The Board comprises of 05 members, including 01 Head and 04 members.

2. The Board has responsibilities as follows:

a. Inspect and verify the membership to check-in Online Meeting Participation in accordance with the laws, Petrolimex Charter and this Regulation.

b. Report the participant percent to the Online Meeting.

3. How to inspect: The credentials from shareholders' username are based to determine number of participants of the Online Meeting.

Article 10. Presiding Body

1. The Presiding Body comprises of 05 persons. The Chairman of BOD acts as the Chairman of the meeting.

2. The tasks covered by the Presiding Body include:

- Manage the Online Meeting in accordance with this Regulation and agenda contents approved at the Meeting;

- The Chairman works in accordance with the democratic focus and majority principles;

- Guide the Meeting to discuss and collect the voting for issues within the agenda contents and relevant issues during the Meeting.

3. The rights of the Presiding Body include:

- The Presiding Body is entitled to take the necessary and proper measures to control the Meeting in a good order and in accordance with the approved agenda, successfully reflecting the expectations of majority of participants.

- The Presiding Body's decision on meeting sequences, procedures or events out of the Online Meeting agenda shall have the highest judgment.

Article 11. Secretary

One or some persons may be appointed to be the Secretary of the meeting by the Chairman. The Secretary shall fulfill following tasks:

a. Summarize the shareholders' viewpoints during Online Meeting and submit to the Presiding Body.

b. Record fully and honestly all Online Meeting development and issues approved by the shareholders or noted at the Meeting.

c. Prepare the Minutes and Resolutions for the meeting's approval before ending.

d. Fulfill other tasks assigned by the Chairman.

Article 12. Vote Checking Committee

The members of Vote Checking Committee are introduced to the Meeting for approval. The Vote Checking Committee has rights and obligations as follows:

1. Guide the shareholders how to vote and elect on the Online Meeting.

2. Conduct vote checking and election;

3. Prepare and announce the Minutes on Vote Checking and Election to the General Meeting of Shareholders.

Article 13. Check-in Online Meeting Participation

1. Each shareholder named in the list of shareholders eligible to participate into the 2023 Annual General Meeting of Shareholders is provided with one and only one user name and respective password to join the Online Meeting and electronic voting. Upon receipt of the invitation and having the information related to the system login and other identity factors, the shareholders shall be responsible for keeping their personal data confidential to ensure that the rights of system-based participation and electronic voting are only used by them; preparing the devices and Internet connection to login and use the online meeting software instructed by Petrolimex. Petrolimex shall offer the maximum support to ensure that the shareholders may join and vote at the General Meeting of Shareholders in accordance with the general agenda.

However, Petrolimex shall not take any responsibilities for problems caused by lost credentials or login errors due to shareholders' device and transmission line.

2. The shareholders are obligated to provide their personal data and address to Petrolimex as prescribed. In order to secure the shareholders' personal data, the shareholders may be required to re-provide their personal data, at least including: ID card/citizenship identification number, cell phone number, email address and contact address: The user name and password may be delivered so that the shareholders may join and vote via email or otherwise in accordance with the shareholders' registered information.

3. Petrolimex recommends that: Upon receipt of credentials, at least including user name and password, the shareholders should login the system to change passwords for information confidentiality.

4. The shareholders who check-in Online Meeting Participation upon opening may still register to participate and have rights to vote upon check-in completion. The Chairman is not obligated to suspend to Meeting and validity of the previous voting shall not be affected.

5. The Shareholder may authorize another person to join the meeting as prescribed by the Charter. Accordingly, with the authorized person, if the mandator is not Petrolimex shareholder, upon receipt of written authorization and valid confirmation from the mandator, Petrolimex shall provide the user name and password so that the authorized person may exercise the rights and obligations under the authorization. The credentials are provided via email or otherwise in accordance with the shareholders' registered information. The shareholders shall be completely responsible for the authorization submitted to Petrolimex.

Article 14. Voting to ratify the issues at the Meeting

1. Voting time

a. The shareholders may vote since system opening till prior to the voting ending. In the event that the shareholders have voted and wanted to change their opinion, changes must be made before voting is ended. The ultimate voting viewpoint recorded before the vote ending is valid and recognized into the vote checking results.

b. Before the voting period is ended, the shareholders may only know their voting results. After the voting period is ended, the general voting results shall be known by the shareholders for each content released by the Presiding Body or Vote Checking Committee.

2. How to vote

a. The Credentials provided by Petrolimex at the Letter of Invitation are used to login the website <https://codong.petrolimex.com.vn> in accordance with the video guidelines for voting.

b. The shareholders select voting by marking one of 03 respective boxes “**Agree**”, “**Disagree**”, “**No opinion**” for each consulting content and click “**Vote**” to save and submit the voting results to the system. Before the voting term is ended, the shareholders may change their voting by marking to reselect the voting option and click “**Change voting**” to confirm the final voting opinion. In the event that no option is selected (no box is marked), it is implicitly construed that the shareholders refuse the rights and voting for such contents; number of

shareholders' votes are not added into total votes of the non-marking contents. The voting results by each content shall be promptly reported to the meeting upon completion of vote checking.

c. The shareholders having voting rights are those who have checked-in Online Meeting Participation as of voting time and such shareholder quantity shall be used as the basis to calculate the shareholders' voting percent.

d. When the meeting is managed, the Chairman shall notify the vote ending time on the System so that the shareholders may exercise their rights. In the event that the shareholders face with difficulties in voting on the System, they may contact with hotline number as notified by the Organization Board for additional instruction and support on voting completion. Since the voting contents are closed, the shareholders shall not change any voted contents. Their voting results recorded on the System under the Credentials shall be recognized as the final results and not allowed to make any claims/suits related to this result.

3. Voting percent

a. Each share or owner representative corresponds to a voting unit;

b. The Resolutions of the General Meeting of Shareholders are approved at the meeting when it is approved by shareholders, holding over 50% of total voting shares unless otherwise specified in Clauses 1& 4, Article 21 of the Group's Charter and Clauses 4&6, Article 148 of the Law on Enterprises:.

c. The resolutions of the General Meeting of Shareholders on following contents shall be approved if the consent is obtained from shareholders, representing for at least 65% of total votes of all participants.

- Type of dividend and total share of each type;
- Change in lines and sectors of business;
- Change in Petrolimex's management and organizational structure;
- Project on investing or selling the assets worth equal to or greater than 35% of total asset value recorded into Petrolimex's latest financial statements;
- Petrolimex's reorganization and dissolution.

d. Voting to elect the members of BOD and Supervisory Board must be complied with the method of vote accumulation in accordance with the Law on Enterprises and Voting Regulations approved by the General Meeting of Shareholders.

4. Voting results

a. The Vote Checking Committee approved by the General Meeting of Shareholders are responsible for checking the electronic voting results to summarize the voting results.

b. The voting results are announced on Online Meeting by the Presiding Body or Vote Checking Committee.

Article 15. Discussion at Online Meeting

1. Discussion is only initiated within the required time and covered by the issues shown on the Meeting agenda.

2. Discussion is conducted in accordance with the Chairman's instructions during the Online Meeting is held.

3. The shareholders may discuss at the Online Meeting by online speech or opinion submission via direct connection methods instructed on video guidelines. The Secretary is responsible for summarizing the shareholders' viewpoint and submit it to the Presiding Body and maintain shareholder name, code (if any) and question contents.

4. The shareholders shall deliver a brief speech, focusing on key contents to be discussed in accordance with the approved Meeting agenda contents. The Chairman shall arrange for the shareholders to deliver speech in accordance with the registered sequences and answer their questions. The Chairman may remind or request the shareholders to focus on the key contents to be delivered to save time and ensure the discussion quality; deprive the meeting participation rights when the shareholders intentionally take the disorder or disturbance behaviors or actions, directly affecting the Meeting management.

5. In the event that the questions are not directly answered at the Meeting, it shall be continued to be answered in accordance with the proper manner.

Article 16. Minutes and Resolutions of General Meeting of Shareholders

All contents at the Online Meeting must be recorded by the Secretary in the Minutes of the General Meeting of Shareholders. Minutes and Resolutions of the General Meeting of Shareholders must be read and approved before the closing of the Meeting.

CHAPTER III. VALIDITY

Article 17. Validity

The operating regulation of Petrolimex's 2023 Annual General Meeting of Shareholders in online and electronic voting forms includes 17 Articles and comes into effects since it is approved by the General Meeting of Shareholders.

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

Pham Van Thanh