

Thanh Hoa, ...., 2026

**REGULATIONS ON THE NOMINATION, SELF-NOMINATION AND ELECTION OF  
ADDITIONAL INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS**

**(Term 2026 – 2031)**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;*

- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*

- *Charter of Hanoi - Thanh Hoa Beer Joint Stock Company.*

Regulations on the Nomination, Self-Nomination and Election of Additional Independent Members of the Board of Directors (Term 2026 – 2031) at the 2026 Extraordinary General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company as follows:

**I. Explanation of terms/abbreviations**

- Company : Hanoi - Thanh Hoa Beer Joint Stock Company
- BOD : Board of Directors
- BOS : Board of Supervisors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Voters : Shareholders, authorized representatives of shareholders

**II. Chairman at the General Meeting**

The Chairman at the General Meeting is responsible for presiding over the election with the following specific tasks:

- Introduce the list of nominees for the Board of Directors, Board of Supervisors;
- Preside over the vote to approve the List of nominations and candidacies;

- Resolve election complaints (if any);

### III. Election principles

- Comply with the provisions of Law and the Company's Charter.
- The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting. Members of the Vote Counting Committee may not be on the list of nominees or candidates for the Board of Directors, Board of Supervisors.

### IV. Numbers, terms and criteria for membership of the independent member of the Board of Directors

1. Number of additional members of the Board of Directors elected: 02 members (In case the General Meeting of Shareholders approves the Proposal regarding: the Increase in the Number of Members of the Board of Directors from Five (05) to Seven (07) and the Election of Two (02) Additional Independent Members of the Board of Directors for the 2026–2031 Term.
2. Term of office of newly elected Board of Directors members: 2026 - 2031.
3. Maximum number of Board of Directors candidates: Unlimited
4. Candidates for the Board of Directors must satisfy the Standards and conditions of Board of Directors members as prescribed in Clause 1, Article 155 of the Enterprise Law 59/2020/QH14, Article 275 of the Decree 155/2020/ND-CP dated December 31, 2020, Clause 78, Article 1 of the Decree 245/2025/ND-CP dated September 11, 2025, and Clause 4, Article 27 of the Company's Charter, specifically:
  - a. Full civil act capacity and not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
  - b. Has professional qualifications and experience of business administration or in the company's business lines or sectors, and is not necessarily required to be a shareholder of the company, unless otherwise provided in the Company's Charter.
  - c. Has good health, good moral character, honesty, integrity, and a sound understanding of the law.
  - d. A member of the Board of Directors must not concurrently serve as a member of the Board of Directors or the Members' Council of more than 05 (five) other companies.
  - e. In addition, an independent member of the Board of Directors must satisfy the Standards and conditions set out in Clause 2, Article 155 of the Law on Enterprises.

### V. Nomination and Candidacy as a candidate for the Board of Directors

Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors at the following ratio:

| Percentage of voting shares (%) | Maximum number of nominees (people) |
|---------------------------------|-------------------------------------|
| From 5% to less than 10%        | 01                                  |
| From 10% to less than 30%       | 02                                  |
| From 30% to less than 50%       | 03                                  |
| From 50% to under 65%           | 04                                  |
| 65% or more                     | 05                                  |

## **VI. Application for nomination and candidacy for election**

### **1. Nomination documents for Board of Directors**

- Shareholders/groups of shareholders specified in Section V of this Regulation can apply for election to the Board of Directors
- Application documents for candidacy and nomination of candidates for election to the Board of Directors include:
  - + Nomination form or Candidacy form for the BOD (*in the prescribed form*);
  - + Candidate's resume (*in the prescribed form*);
  - + Notarized copy of one of the following documents of the candidate: ID Card/Passport/Permanent residence registration;
  - + Certificates of educational and professional qualifications (*if any*);
  - + Minutes of Meeting of the group nominating candidates for the Board of Directors, Board of Supervisors (*if any*).
  - + Notarized copy of one of the following documents of the shareholder/group of shareholders participating in nominating candidates: ID card/Passport/Permanent residence registration (for individuals), Business registration certificate (for organizations);

*(The form has been posted on the Company's website: <http://biathanhhoa.com.vn/web/>)*

- Nominees/candidates for the Board of Director must be responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content in their documents.

### **2. Location and deadline for receiving nomination and candidacy documents**

- Shareholders/groups of shareholders meeting the required conditions may submit nomination/candidacy documents either directly or by post to the Organizing Committee of the Hanoi - Thanh Hoa Beer Joint Stock Company Meeting *before 5:00 p.m. on Monday, August 31, 2026* at the following address: No. 152 Quang Trung, Hac Thanh Ward, Thanh Hoa Province.
- In case candidates are nominated by shareholder groups at the General Meeting, please send the nomination documents to the General Meeting Secretary before starting the election process. Only nomination/candidacy documents that meet the nomination/candidacy requirements and candidates that meet the corresponding requirements of the members of BOD will be included in the list of candidates announced at the General Meeting.

## **VII. Candidate List**

- Based on the Candidacy and nomination documents of shareholders, shareholder groups and the attached documents of the candidates, the Secretary of the General Meeting will prepare a list of candidates who meet the prescribed conditions to elect additional members of BOD.
- In case within the deadline for receiving nomination and candidacy documents prescribed in Clause 2, Section VI of this Regulation, the number of candidates for BOD of through nomination and candidacy is still not enough, then: The incumbent BOD shall nominate additional candidates. The nomination of candidates by the incumbent BOD must be clearly announced and must be approved by the General Meeting of Shareholders before the election according to the provisions of the Company's Charter and Internal Regulations on corporate governance.

- The list of candidates for BOD shall have their full names written on the ballot.

### **VIII. Election method**

- Implement by cumulative voting method (*According to Clause 5, Article 21 of the Company's Charter*);
- Accordingly, each voter has a total number of votes corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of elected members of BOD approved by the General Meeting of Shareholders.
- Voters can cast all their votes for one person or several people, but not exceeding the number of members of the BOD approved by the General Meeting of Shareholders.
- In case of additional candidates appearing on the day of the General Meeting, the General Meeting agrees to record the full name of the new candidate on the ballot before putting it in the ballot box.

### **IX. Election Ballot**

#### **1. Contents of the Election Ballot**

- The Election ballot for the election of the Board of Directors (hereinafter referred to as "ballot") is a ballot containing the voter code, full name of the voter, number of votes owned, number of votes authorized, total number of votes represented, total number of votes for members of BOD and stamped with the Company's seal. In which:
  - + "Total number of representative votes": is understood as the number of votes with voting rights including the number of votes owned by the Voter and/or authorized by one or more other Voter;
  - + "Total number of votes for members of BOD": is understood as the total number of representative votes multiplied (x) by the number of elected members of BOD.
- Each voter will be given 01 Election ballot for the Board of Directors and 01 Election ballot for the Board of Supervisors. When given the ballot, the voter must check the information on the ballot; if there is any error, the ballot must be immediately notified to the Vote Counting Committee.
- "Equal Cumulative Voting" is a method of cumulative voting whereby Delegates may either allocate all of their votes to one (01) candidate or equally distribute their votes among the maximum number of candidates corresponding to the number of Board of Directors members to be elected. After the equal allocation, the number of votes allocated to each candidate shall be rounded down to the nearest whole number. Any remaining fractional votes (if any) shall be disregarded.

#### **2. Instructions for Filling Out the Election Ballot**

Each Election ballot allows voting for a maximum number of members of BOD as specified in Clause 1, Section IV of this Regulation. Voters shall cast their votes according to the following guidelines:

- Case 1: If the voter casts all votes for one (01) candidate or distributes votes equally among several candidates:

The voter marks the checkbox in the "Equal Cumulative Voting" column for the selected candidates.

- Case 2: If the delegate casts votes unequally for multiple candidates:  
The delegate shall clearly write the number of votes cast (not exceeding the total number of votes of the delegate) in the "Number of votes" column for that candidate.
- Case 3: If the voter does not vote for any candidate:  
The delegate leaves the ballot blank, WITHOUT MARKING OR WRITING any symbol in the "Equal Cumulative Voting" column and the "Number of Votes" for all candidates.  
**Note:** In case the voter both ticks the box "Equal Cumulative Voting" and writes a number in the checkbox "Number of votes", the result shall be determined according to the number of votes written in the checkbox "Number of votes".

### **3. Validity and invalidity of election ballots**

- Valid election ballot: is an election ballot according to the pre-printed form issued by the organizing committee, without erasures, scratches, or any other content other than the regulations for the election ballot (except for adding the full name of the additional election candidate and being on the election list approved by the Meeting); must have the signature and full name of the attending delegate.
- The following ballots will be considered invalid:
  - + The ballot includes additional information (except for the full name of the additional election candidate who is included in the election list approved by the Meeting);
  - + Ballots filled out using a pencil;
  - + Ballots that have crossed out the candidates' names;
  - + Ballots that do not follow the pre-printed form issued by the Organizing Committee, do not have the company's seal, or have been erased, scratched, edited, or have additional content written outside the regulations for the ballot;
  - + The number of candidates elected by the voters is greater than the number of members of BOD approved by the General Meeting of Shareholders for election;
  - + The ballot has the total number of votes for the candidate of the delegate not equal to the "Total number of votes for the members of BOD" is recorded on the ballot;
  - + Ballots are submitted after the Vote Counting Committee has opened the sealed ballot box;
  - + The ballot does not have full signatures and does not clearly state the full name of the attending delegate.

### **4. Voting and Counting**

- In case of errors, voters can contact the Vote Counting Committee to request a new ballot and must return the old ballot (before putting it in the ballot box).
- Voters put their ballots into sealed ballot boxes supervised by the Vote Counting Committee. The ballots must be signed and clearly state the full name of the delegate.
- After the voting is over, the counting of votes will be conducted under the supervision of the Board of Directors or shareholder representative.
- The Ballot counting committee is responsible for making Vote Counting Minutes, announcing the results and, together with the Chairman, resolving questions and complaints from voters (if any).

- Ballots after being counted will be stored according to regulations.
- 5. Principles for selecting candidates** *(According to Clause 5, Article 21 of the Company's Charter)*
  - Elected members of BOD are determined by the number of votes from high to low, starting with the candidate with the highest number of votes until the required number of members is reached.
  - In case there are two (02) or more candidates receiving the same number of votes for the final member of BOD, a re-election will be held among candidates with an equal number of votes.
  - If the first election results do not have enough members BOD, elections will be held until the required number of members are elected.
  - The result of the additional election of independent members of the Board of Directors for the 2026 - 2031 term shall only take effect after the 2026 Extraordinary General Meeting of Shareholders approves the Regulations on the Nomination, Self-Nomination and Election of Additional Independent Members of the Board of Directors (Term 2026 – 2031) and the Increase in the Number of Members of the Board of Directors from Five (05) to Seven (07) and the Election of Two (02) Additional Independent Members of the Board of Directors for the 2026– 2031 Term.

**X. Effective Implementation**

- This Regulation comes into effect immediately upon approval by the General Meeting of Shareholders.
- This Regulation will expire when the 2026 Extraordinary General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company ends.
- Above is the entire Regulations on the Nomination, Self-Nomination and Election of Additional Independent Members of the Board of Directors (Term 2026 – 2031).

Respectfully submit to the General Meeting of Shareholders for consideration and approval.


  
**O/B. THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
 Nguyễn Kien Cuong