

VIETNAM NATIONAL COAL &
MINERAL INDUSTRIES HOLDING
CORPORATION LIMITED
DEO NAI-COC SAU-TKV COAL JOINT
STOCK COMPANY

No: 374 /PA-TDNCS

THE SOCIALIST REPUBLIC OF VIETNAM
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Cam Pha, January 15 , 2026

OPTION

Reorganizing the Board of Directors' membership Deo Nai - Coc Sau - TKV Coal Joint Stock Company

Based on the regulations regarding members of the Board of Directors of listed joint-stock companies in the Enterprise Law No. 59/2020/QH14, promulgated on June 17, 2020.

Based on Resolution No. /NQ-HDQT dated / /2026 of the Board of Directors of Deo Nai - Coc Sau - TKV Coal Joint Stock Company.

The Board of Directors of the Construction Company has developed a "Plan for Reorganizing the Personnel of the Company's Board of Directors." The specific details are as follows:

I. Legal documents and basis for implementation:

1. Legal documents:

- The Enterprise Law No. 59/2020/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020;
- The Securities Law No. 54/2019/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020, of the Prime Minister detailing the implementation of a number of articles of the Securities Law;
- Model charter issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding some provisions on corporate governance for public companies.

2. Other documents:

The charter governing the organization and operation of Deo Nai - Coc Sau - TKV Coal Joint Stock Company has been issued;

II. Specific requirements for members of the Board of Directors:

1. Regarding the business management organizational model

The 2020 Enterprise Law, in Clause 1, Article 137, stipulates the organizational structure of joint-stock companies as follows: Unless otherwise

provided by securities law, joint-stock companies have the right to choose to organize and operate according to one of the following two models:

a) General Meeting of Shareholders, Board of Directors, Supervisory Board, and Director or General Director. In the case of a joint-stock company with fewer than 11 shareholders and where the shareholders are organizations owning less than 50% of the total shares of the company, a Supervisory Board is not mandatory;

b) The General Meeting of Shareholders, the Board of Directors, and the Director or General Director. In this case, at least 20% of the members of the Board of Directors must be independent members, and there must be an Audit Committee reporting to the Board of Directors. The organizational structure, functions, and duties of the Audit Committee are stipulated in the company's charter or the operating regulations of the Audit Committee issued by the Board of Directors.

** Note: Deo Nai - Coc Sau - TKV Coal Joint Stock Company has an organizational, management and operational model as described in point (a) above.*

2. The Company's charter stipulates the structure and number of members of the Board of Directors .

Clause 1, Article 26 of the Charter stipulates the number, structure, and term of office of the Board of Directors as follows: The Board of Directors shall consist of 5 members elected and dismissed by the General Meeting of Shareholders.

III. Criteria for candidacy to the Company's Board of Directors:

Deo Nai - Coc Sau - TKV Coal Joint Stock Company needs to appoint one member to its Board of Directors. The member must be a Vietnamese citizen and meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law (Clause 4, Article 25 - Charter of Deo Nai - Coc Sau - TKV Coal Joint Stock Company), specifically:

1. Criteria for Board of Directors Membership:

As stipulated in Clause 1, Article 155 of the Enterprise Law No. 59/2020/QH14, specifically:

a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
b) Possess professional qualifications and experience in business administration or in the company's field, industry, or profession, and are not necessarily shareholders of the company;

c) A member of the company's board of directors may also be a member of the board of directors of another company;

d) Members of the Board of Directors must not be related to the Director and other managers of the company; or to any manager or person authorized to appoint managers of TKV.

2. The following individuals are not eligible to run for a position on the Board of Directors.

As stipulated in Clause 2, Article 17 of the 2020 Enterprise Law:

a) Officials, civil servants, and public employees as defined by the Law on Officials and Civil Servants and the Law on Public Employees;

b) Officers, non-commissioned officers, professional soldiers, workers, and defense employees in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers, and police workers in agencies and units of the Vietnam People's Public Security, except for those appointed as authorized representatives to manage the State's capital contribution in enterprises or to manage state-owned enterprises;

c) Professional leaders and managers in state-owned enterprises as stipulated in point a, clause 1, Article 88 of the Enterprise Law, excluding those appointed as authorized representatives to manage the State's capital contribution in other enterprises;

d) Minors; persons with limited legal capacity; persons who have lost their legal capacity; persons with difficulties in understanding and controlling their behavior; organizations without legal personality;

d) Persons who are being prosecuted for criminal responsibility, are being held in temporary detention, are serving a prison sentence, are undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education center, or are prohibited by the Court from holding a position, practicing a profession, or performing a specific job; and other cases as prescribed by the Bankruptcy Law and the Law on Prevention and Combat of Corruption.

e) Individuals who have previously been suspended from their positions as members of the Board of Directors, members of the Supervisory Board, or management officers of companies.

f) Related parties of insiders (Deo Nai-Coc Sau-TKV Coal Joint Stock Company).

IV. Responsibilities, powers, and entitlements of Board of Directors members:

1. Responsibilities of Board of Directors members:

As stipulated in Clauses 2, 3, and 5, Article 164 of the 2020 Enterprise Law:

1.1. Members of the company 's Board of Directors must declare to the company their related interests, including:

a) Name, business registration number, head office address, business sector and activities of the enterprise in which they own or have a stake or shareholding; percentage and time of ownership of that stake or shareholding;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital;

1.2. The declaration of the above regulations must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the company within 7 working days from the date of the corresponding amendments or additions;

1.3. Members of the Board of Directors, acting in their own name or on behalf of others, to perform any work in any form within the scope of the company's business must explain the nature and content of such work to the Board of Directors and the Supervisory Board, and may only perform such work with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from that activity shall belong to the company.

2. Rights of Board of Directors members:

- To exercise the rights and fulfill the obligations to perform the tasks as stipulated in Article 153 of the 2020 Enterprise Law;

- Other rights are stipulated in Article 159 of the 2020 Enterprise Law:

a) Members of the Board of Directors have the right to request the Director, Deputy Directors, or other managers in the company to provide information and documents on the financial situation and business operations of the company and its units.

b) Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated in the company's charter.

3. Compensation, salaries, fees, bonuses, and other benefits for members of the Board of Directors:

Based on the 2020 Enterprise Law and the Company's Articles of Association, members of the Company's Board of Directors are entitled to the following benefits:

** As stipulated in Article 163, Law on Enterprises 2020 (Article 28, Charter of Deo Nai - Coc Sau - TKV Coal Joint Stock Company):*

3.1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

3.2. Salaries, remuneration, bonuses, and other benefits of Board of Directors members shall be paid according to the following regulations:

a) Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting;

reasonable expenses when performing their assigned duties;

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

3.4 . Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

3.5 . Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, 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 subcommittees of the Board of Directors.

3.6 . Members of the Board of Directors may be insured by the Company for liability insurance after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

V. Process for restructuring the Board of Directors' membership:

1. Deo Nai - Coc Sau - TKV Coal Joint Stock Company prepares a plan for restructuring the Board of Directors and issues a notice (letter) inviting candidates for the position of Board member;

2. The Company's Board of Directors shall consider and approve the plan for restructuring the Board of Directors' personnel as presented by the Director;

3. The company posts the announcement inviting candidates for the Board of Directors on its website: <http://thandeonaicocsau.vn> ;

4. The company receives applications, identifies and selects candidates, and publishes information in accordance with the company's charter and relevant laws;

5. The Company's Board of Directors compiles the results of the candidate selection (including other nomination results...) and nominates candidates for membership on the Board of Directors in accordance with Clause 2, Article 25 of the Charter of Deo Nai - Coc Sau - TKV Coal Joint Stock Company and relevant legal regulations;

6. The 2026 Annual General Meeting of Shareholders shall vote to elect members of the Board of Directors in accordance with Article 42 of the Charter of Deo Nai - Coc Sau - TKV Coal Joint Stock Company.

VI. Forms of candidacy and application documents for Board of Directors Member positions:

1. Forms of candidacy for Board of Directors members:

1.1. Individuals nominating themselves;

1.2. Shareholders or groups of shareholders holding 10% or more of the total voting shares have the right to nominate members of the Board of Directors.

1.3. In the absence of candidates for the Board of Directors, the incumbent Board of Directors shall nominate candidates or organize nominations in accordance with the Company's Charter and relevant legal regulations.

2. Documents required for candidacy for Board of Directors membership:

2.1. For self-nominated individuals:

- Application form for self-nomination to become a member of the Board of Directors (Form 01-HDQT);

- Original copy of the candidate's resume (form 03-HDQT);

- Copies of the applicant's Citizen Identification Card/Passport, diplomas, and professional certificates;

- Documents proving eligibility to be a member of the Board of Directors;

2.2. For candidates nominated by shareholders with combined voting rights, including:

- Nomination form from Shareholders/Group of Shareholders nominating/candidates candidates for election as members of the Board of Directors (Form 02-HDQT);

- Original copy of the candidate's resume (form 03-HDQT);

- Copies of the applicant's Citizen Identification Card/Passport, diplomas, and professional certificates: 3 certified copies;

- Other documents proving eligibility to be a member of the Board of Directors;

2.3. Candidates nominated by the Board of Directors include:

- Board of Directors' document regarding the consensus to nominate candidates;

- Original copy of the candidate's resume (form 03-HDQT);

- Copies of the applicant's Citizen Identification Card/Passport, diplomas, and professional certificates: 3 certified copies;

- Other documents proving eligibility to be a member of the Board of Directors;

VII. Implementation:

1. Related departments:

- The Human Resources Department of the Company, based on the regulations of the State, TKV, and the Company, will take the lead in advising the Director to report and explain the plan to the Board of Directors for approval;

- Company Secretary: receives application documents, introduces nominations, and candidates (if any); collaborates with the HR Department and the Office to advise the Board of Directors on compiling, analyzing, and selecting candidates for implementation according to regulations;

- The company's office, in coordination with the relevant departments, will publish information according to the approved plan;

2. Implementation time:

- Finalize and release the Announcement: Date / /2026

- Information posting: Within 15 days from the date the plan is approved/published (no later than / /2026) .

- Board of Directors' report compilation: At the next meeting following the last publication date of this information.

During the implementation process, if any issues arise that are beyond their authority, the individuals assigned to the task shall proactively report to the Chairman of the Board of Directors/Representative of TKV's capital stake in the Company, who will then compile the information and seek the opinion of the Board of Directors/General Meeting of Shareholders/TKV for handling and implementation.

Recipient :

- Board of Directors, Supervisory Board (e-copy) ;
- Shareholders (via Website);
- Upload the company website;
- Save the Vice President, Board of Directors.

**CHAIRMAN OF THE
BOARD OF DIRECTORS OF
THE COMPANY**

Nguyen Trong Tot

Form 01-HDQT: Application form for candidacy of Board of Directors members

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**APPLICATION FOR NOMINATION TO BE A MEMBER OF THE
BOARD OF DIRECTORS
DEO NAI - COC SAU - TKV COAL JOINT STOCK COMPANY
TERM 2024-2029**

To: The Board of Directors

Deo Nai - Coc Sau - TKV Coal Joint Stock Company

My name is:.....

Date of birth: Place of birth:

Permanent address:.....

Phone:..... Email:.....

Citizen Identification Number/Passport Number: Date of Issue:
Issued at:.....

Educational level: Major:.....

Number of shares continuously held for at least six months up to the present time:
..... shares, corresponding to: % of the Company's charter capital.

Based on the provisions of the Enterprise Law, the Company Charter, and the plan for restructuring the Board of Directors, I hereby nominate myself for the position of member of the Board of Directors of Deo Nai - Coc Sau - TKV Coal Joint Stock Company.

I hereby declare that I meet the eligibility requirements to run for the position of Board Member in accordance with the Company's Articles of Association and the Regulations on the Election of Board Members at the Extraordinary General Meeting of Shareholders.

I hereby pledge to be responsible for the accuracy and truthfulness of the content of this document and its accompanying records, and I commit to fully comply with the provisions of the Company's Charter and the Regulations on the Election of Board Members for the 2024-2029 term at the Company's Extraordinary General Meeting of Shareholders in 2025.

Thank you very much!

....., *Date month ... year.....*

CANDIDATES

Form 2 - Board of Directors: Nomination Form for Board Members

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**NOMINATION FOR BOARD OF DIRECTORS MEMBER
DEO NAI - COC SAU - TKV COAL JOINT STOCK COMPANY
TERM 2024-2029**

To: The Board of Directors

Deo Nai - Coc Sau - TKV Coal Joint Stock Company

I/We are the group of shareholders of Deo Nai - Coc Sau - TKV Coal Joint Stock Company including:

No .	Full name Shareholders	Citizen Identification Number/Passport Number, Date of Issue, Place of Issue	Number of shares owned	Percentage of charter capital	Number of shares owned for a continuous period of 6 months	Signature

Based on the provisions of the Enterprise Law and the Company's Articles of Association, we respectfully nominate:

Mr/Ms:.....

Date of birth: Place of birth:

Permanent address:

ID Card/Passport Number: Date of Issue: Issued at:.....

Educational level: Major :

I/We certify that Mr./Ms. is eligible to be nominated for the position of Board Member in accordance with the Company's Charter and the Regulations on the Election of Board Members at the 2026 Annual General Meeting of Shareholders of Deo Nai - Coc Sau - TKV Coal Joint Stock Company.

I/we hereby commit to being responsible for the accuracy and truthfulness of the content of this document and accompanying records, and commit to fully comply with the provisions of the Company Charter and the Regulations on the Election of Board Members

for the 2024-2029 term at the 2026 Annual General Meeting of Shareholders of Deo Nai
- Coc Sau - TKV Coal Joint Stock Company.

Thank you very much!

... .., *Date month ... year.....*

NOMINEE

Form 03-HDQT: Curriculum Vitae Template

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CURRICULUM VITAE (Template)

Photo 3 x 4

1. About myself

- Full name at birth:

33x4 - Full name (commonly used):

.....

- Alias:

- Date of birth:

- Place of birth:

- Nationality (current nationalities):

- Registered permanent residence address; address as per Citizen Identification Card/Passport:

.....

- Current address :

- Citizen Identification Card number, place of issuance, date of issuance of Citizen Identification Card or passport number or other personal identification document number:

- Name and address of the legal entity I represent, and the percentage of capital contribution I represent (in the case of representing the capital contribution of a legal entity shareholder):

.....

2. Level:

Name of the school; name of the city and country where the school is located; name of the course; duration of study; name of the degree (list any degrees and training programs related to the standards and conditions of the elected or appointed position):

.....

3. Work experience:

- What have you done, where have you worked, and what have you held positions (from age 18 to the present), summarizing the main characteristics?

.....

.....

- Current position held at other organizations:

.....
.....

- Workplace; position; main responsibilities (list the workplaces and job titles held in those workplaces, ensuring chronological continuity).

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- Rewards and disciplinary actions (if any).

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4. Commitment before the law

- I,, pledge not to violate the provisions of the law and the Charter of Organization and Operation of Deo Nai - Coc Sau - TKV Coal Joint Stock Company;

- I,, hereby declare that the above statements are true. I take full responsibility for any information in this statement that is untrue.

**CONFIRMATION BY THE
AUTHORITY COMPETENCE**

....., *date....month.....year.....*

Declarant

(Sign and write your full name)

Note :

- The resume must be certified by the competent People's Committee confirming that the applicant is registered as a permanent resident in the area, or by the agency confirming that the applicant is currently working at that agency, or have the applicant's signature notarized.

- In addition to the basic information above, the applicant may add other information if deemed necessary.