

**REGULATIONS ON THE OPERATION  
OF THE BOARD OF DIRECTORS  
SOUTHERN AIRPORTS SERVICES  
JOINT STOCK COMPANY**



*Ho Chi Minh City, October 8, 2026*

#### **Article 4. Right of Board Members to Access Information**

1. A Board member has the right to request the Chief Executive Officer, Deputy General Manager, Chief Accountant or another Manager of the Company to provide and explain information and documents concerning the financial position and business operations of the Company and its units (including, without limitation, subsidiaries, affiliated companies and dependent units of the Company), as well as other information and documents necessary for the exercise of the Board member's rights and obligations.
2. The Manager from whom information is requested must provide timely, complete and accurate information and documents in accordance with the Board member's request under these Regulations.
3. A request for information shall be made in writing or submitted through the document management system or the email address registered with the Company and must clearly specify:
  - a) The content, scope and period of the information or documents to be provided;
  - b) The form of provision;
  - c) The deadline for receipt of the information or documents; and
  - d) Any requirement for explanation or confirmation by the Manager, if applicable.
4. In urgent cases, a Board member may make a request verbally, by telephone or through another means of communication, but must confirm the request in writing or by email within one (01) working day.
5. The Manager from whom information is requested must acknowledge receipt of the request within one (01) working day and provide complete, accurate and truthful information and documents within three (03) working days from receipt of the request. For complex information or documents requiring consolidation from multiple units or extraction from archived records, the provision period shall not exceed seven (07) working days. Where information or documents are required for a Board meeting, provision must be completed before the meeting materials are circulated (no later than [03] working days before the meeting) or within another period requested by the Board member, having regard to the urgency of the matter.
6. If the information or documents cannot be provided within the prescribed period, the Manager from whom the request was made must notify the Board member in writing before the deadline, stating the reasons, the portion of information already available, the measures being taken and the expected completion date. Any extension must not exceed five (05) working days, unless otherwise agreed at the request of the Board member.
7. Information and documents must be provided directly to the requesting Board member and simultaneously sent to the Company's Corporate Governance Officer for recording and filing. Confidential information must still be provided through an appropriate secure method; the confidential nature of information is not a basis for refusing to provide it to a Board member. Where the law prohibits disclosure or requires partial restriction, the Manager must provide the information that may lawfully be disclosed and notify the Board member in writing, clearly stating the legal basis for the refusal or restriction.

8. Where a Manager fails to provide, provides late, incompletely or inaccurately, the requested information or documents, the Board member may request the Chief Executive Officer, the Chairperson of the Board of Directors or the Board of Directors to direct the provision thereof and consider the responsibility of the relevant individual. Failure to properly comply with an information request shall be considered in the assessment of duty performance and in determining responsibility under the Company's Charter, internal regulations and applicable law.
9. Board members are responsible for using the information and documents provided solely for the proper performance of their duties; maintaining confidentiality and not providing such information to any third party, except where requested by a competent authority or otherwise provided by law. The right to request information must not be used to obstruct the Company's normal operations or serve the personal interests of a Board member or any other organization or individual.
10. Where necessary, to support independent and objective decision-making and protect the interests of the Company, the Board of Directors or the Chairperson of the Board of Directors may require the Company to engage independent advisors (legal, financial, audit, etc.) to assess information and documents provided by the Board of Management. The costs of engaging independent advisors shall be borne by the Company within the annual operating budget of the Board of Directors approved by the General Meeting of Shareholders.

#### **Article 5. Term of Office and Number of Board Members**

1. The Board of Directors consists of five (05) members.
2. The term of office of a Board member shall not exceed five (05) years and may be renewed for an unlimited number of terms. An individual may be elected as an Independent Director of the Company (in the case of a listed company) for no more than two (02) consecutive terms.
3. If all Board members simultaneously complete their terms of office, they shall continue to serve as Board members until new members are elected to replace them and assume their duties.

#### **Article 6. Standards and Conditions for Board Members**

1. Board members must satisfy the following standards and conditions:
  - a. Have full civil capacity and not fall within any category prohibited from managing an enterprise under Clause 2, Article 17 of the Law on Enterprises;
  - b. Possess professional qualifications and experience in business management or in the Company's business sector, industry or business lines, and are not required to be shareholders of the Company unless otherwise provided by the Company's Charter;
  - c. A Board member of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies;
  - d. Other standards and conditions as prescribed by the Company's Charter.
2. Independent Board Members (in the case of a listed company) must satisfy the following standards and conditions:
  - a. Not be currently working for the Company, its parent company or any subsidiary of

the Company; and not have worked for the Company, its parent company or any subsidiary of the Company at any time during the three (03) years immediately preceding;

- b. Not receive a salary or remuneration from the Company, except for allowances payable to Board members in accordance with applicable regulations;
- c. Not have a spouse, biological or adoptive father or mother, biological or adoptive child, or full sibling who is a major shareholder of the Company or a Manager of the Company or any subsidiary of the Company;
- d. Not directly or indirectly own at least one percent (1%) of the total voting shares of the Company;
- e. Not have previously served as a Board member or member of the Board of Supervisors of the Company at any time during the five (05) years immediately preceding, except where continuously appointed for two (02) terms.

#### **Article 7. Chairperson of the Board of Directors**

- 1. The Chairperson of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.
- 2. The Chairperson of the Board of Directors of the Company may not concurrently serve as Chief Executive Officer.
- 3. The Chairperson of the Board of Directors has the following rights and obligations:
  - a. Prepare the agenda and operating plan of the Board of Directors;
  - b. Ensure that the Board of Directors submits the annual financial statements, the Company's operational report, audit report and the Board's inspection report to Shareholders at the General Meeting of Shareholders;
  - c. Prepare the agenda, contents and materials for meetings; convene, chair and preside over meetings of the Board of Directors;
  - d. Organize the adoption of resolutions and decisions of the Board of Directors;
  - e. Decide to obtain written opinions from Board members for approval of matters within the Board's decision-making authority under the Company's Charter where the Chairperson considers it unnecessary to convene an extraordinary Board meeting. Approve the form and contents of the voting form;
  - f. Supervise and urge the organization and implementation of resolutions and decisions of the Board of Directors and its committees (if any);
  - g. Preside over meetings of the General Meeting of Shareholders;
  - h. On behalf of the Board of Directors, sign the employment contract with the Chief Executive Officer;
  - i. On behalf of the Board of Directors, sign decisions and other documents of the Board after more than fifty percent (50%) of the total number of Board members have agreed (directly by adopting a resolution at a meeting or by written consultation) on matters within the Board's decision-making authority;
  - j. Assign Board members to perform duties within the Company's governance functions; monitor and urge Board members in performing their corporate

governance duties; assess the performance of each Board member, committee (if any) and Board council at least once a year, and confirm to the General Meeting of Shareholders that the Board has achieved the required assessment results before reappointment or dismissal;

- k. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. If the Chairperson of the Board of Directors submits a resignation or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of removal or dismissal.
5. If the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another Board member in writing to exercise the rights and obligations of the Chairperson in accordance with the principles set out in the Company's Charter. If no authorized person is available, or if the Chairperson dies, is missing, is detained, is serving a prison sentence, is subject to administrative handling at a compulsory rehabilitation establishment or compulsory educational establishment, has absconded from his/her place of residence, has restricted or lost civil capacity, has difficulty in awareness or control of conduct, or has been prohibited by a court from holding office, practicing a profession or performing certain work, the remaining Board members shall elect one of their number to serve as Chairperson by a majority of the remaining members until a new decision is issued by the Board of Directors.
6. Where deemed necessary, the Chairperson of the Board of Directors may recruit and appoint a Company Secretary to assist the Board and the Chairperson in performing duties within their authority in accordance with law and the Company's Charter. The Company Secretary has the following rights and obligations:
  - a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; prepare meeting minutes;
  - b. Assist Board members in exercising their assigned rights and performing their obligations;
  - c. Assist the Board of Directors in applying and implementing corporate governance principles;
  - d. Assist the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; assist the Company in properly complying with its obligations regarding information provision, disclosure and administrative procedures;
  - e. Maintain confidentiality of information in accordance with law and the Company's Charter;
  - f. Other rights and obligations as prescribed by the Company's Charter.
7. Where deemed necessary and not prohibited by law, the Chairperson of the Board of Directors may grant case-specific or standing authorization, or delegate authority to one or more other Board members to sign documents on behalf of the Chairperson and exercise certain authorities, responsibilities and duties of the Chairperson. Authorized Board members shall be accountable to the Chairperson for the performance of the authorized duties.

#### **Article 8. Dismissal, Removal, Replacement and Addition of Board Members**

1. The General Meeting of Shareholders shall dismiss a Board member in the following cases:
  - a. Failure to satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises and Article 28 of the Company's Charter;
  - b. Submission of a resignation that has been accepted;
  - c. Other cases prescribed by the Company's Charter.
2. The General Meeting of Shareholders shall remove a Board member in the following cases:
  - a. Failure to participate in Board activities for six (06) consecutive months, except in force majeure circumstances;
  - b. Other cases prescribed in Article 35 of the Company's Charter.
3. Where deemed necessary, the General Meeting of Shareholders may decide to replace a Board member and dismiss or remove a Board member in cases other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following cases:
  - a. The remaining number of Board members or Independent Board Members (in the case of a listed company) is lower than the minimum number prescribed by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of members decreases by more than one-third;
  - b. The number of Independent Board Members decreases and no longer satisfies the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
  - c. Except in the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace a Board member who has been dismissed or removed at its next meeting.

#### **Article 9. Election, Dismissal and Removal of Board Members**

1. A shareholder or group of shareholders holding the following percentages of voting shares has the right to nominate candidates to the Board of Directors as follows:
  - a. Holding from 10% to less than 20% of voting shares: may nominate a maximum of one (01) candidate;
  - b. Holding from 20% to less than 30% of voting shares: may nominate a maximum of two (02) candidates;
  - c. Holding from 30% to less than 40% of voting shares: may nominate a maximum of three (03) candidates;
  - d. Holding from 40% to less than 50% of voting shares: may nominate a maximum of four (04) candidates;
  - e. Holding from 50% to less than 60% of voting shares: may nominate a maximum of five (05) candidates;

- f. Holding from 60% to less than 70% of voting shares: may nominate a maximum of six (06) candidates;
  - g. Holding 70% or more of voting shares: may nominate a maximum of seven (07) candidates.
- 2. The nomination of candidates to the Board of Directors shall be conducted as follows:
    - a. Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders;
    - b. Based on the number of Board members, a shareholder or group of shareholders may nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board. If the number of candidates nominated by a shareholder or group of shareholders is lower than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
  - 3. If the number of Board candidates resulting from nomination and self-nomination remains insufficient as required by 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's Charter, the Internal Regulations on Corporate Governance and these Regulations on the Operation of the Board of Directors. Any additional candidates introduced by the incumbent Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Board members in accordance with law.
  - 4. Where candidates have been identified, the shareholder or group of shareholders must submit the nomination/self-nomination dossier to the Board of Directors by the deadline specified in the meeting invitation so that the Company can make the required disclosure at least ten (10) days before the opening of the General Meeting of Shareholders.
  - 5. The Board of Directors (or the Human Resources Committee under the Board, if any) is responsible for receiving and reviewing the validity of nomination/self-nomination dossiers. The Board may refuse to include a candidate in the list submitted to the General Meeting of Shareholders if the candidate fails to satisfy the standards prescribed in Article 6 of these Regulations or if the dossier is submitted late or is incomplete as required by law and the Company's Charter.
  - 6. Voting for election of Board members must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares held multiplied by the number of Board members to be elected, and may allocate all or part of such votes to one or more candidates. Elected Board members shall be determined by the number of votes received, from highest to lowest, beginning with the candidate receiving the highest number of votes until the number of members prescribed by the Company's Charter is reached. If two or more candidates receive the same number of votes for the final Board seat, a re-election shall be conducted among the tied candidates or selection shall be made in accordance with the election regulations or the Company's Charter.

7. The election, dismissal and removal of Board members shall be decided by the General Meeting of Shareholders by voting or electronic voting (in the case of an online meeting).

#### **Article 10. Notice of Election, Dismissal and Removal of Board Members**

1. Where Board candidates have been identified, the Company must disclose information relating to the candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that Shareholders may review the candidates before voting. Each Board candidate must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and undertake to perform his/her duties honestly, prudently and in the best interests of the Company if elected as a Board member. Information relating to Board candidates to be disclosed includes:
  - a. Full name, date, month and year of birth;
  - b. Professional qualifications;
  - c. Employment and professional history;
  - d. Other management positions held (including Board positions in other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed by the Company's Charter.
  - g. The Company is responsible for disclosing information on companies in which a candidate currently serves as a Board member or holds other management positions, and any interests of the candidate related to the Company (if any).
2. Notice and disclosure of information on the results of the election, dismissal and removal of Board members shall comply with applicable guidance on information disclosure.

### **Chapter III**

#### **BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the Company's management body and has full authority, in the name of the Company, to make decisions and exercise the Company's rights and perform its obligations, except for rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board has the following authorities and obligations:
  - a. Decide on the Company's strategy, medium-term development plans and annual business plan. Specifically, the Board of Directors shall organize the preparation of the Company's annual business plan by 31 December of the preceding year or by 31 January of the relevant year;
  - b. Set directions and decide on strategies and policy frameworks for sustainable development, digital transformation and risk governance appropriate to the Company's development context;

- c. Recommend the classes of shares and the total number of shares of each class that may be offered for sale;
- d. Decide to sell unsold shares within the number of shares authorized for offering of each class; decide to raise additional capital through other forms;
- e. Decide the selling price of the Company's shares and bonds;
- f. Decide on repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- g. Decide on investment in or sale of assets valued at less than thirty-five percent (35%) of the Company's total asset value stated in its latest financial statements;
- h. Decide on solutions for market development, marketing and technology;
- i. Approve purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value stated in the Company's latest financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders under Articles 14 and 44 of the Company's Charter and applicable law.
- j. Elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into contracts with and terminate contracts with members of the Executive Board, the Company's Corporate Governance Officer and Chief Accountant, members of committees under the Board and other key Managers; decide their salaries, remuneration, bonuses and other benefits; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, and decide their remuneration and other benefits;
- k. Supervise and direct the Chief Executive Officer and other Managers in the day-to-day management of the Company's business operations;
- l. Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries and dependent units and on capital contributions to and acquisition of shares in other enterprises;
- m. Approve the agenda and meeting materials for the General Meeting of Shareholders; convene the General Meeting of Shareholders or obtain written opinions for the General Meeting of Shareholders to approve resolutions;
- n. Submit the annual financial statements for approval to the General Meeting of Shareholders;
- o. Recommend the dividend rate; decide the timing and procedures for dividend payment or treatment of losses arising in the course of business;
- p. Recommend reorganization or dissolution of the Company; request the bankruptcy of the Company;
- q. Decide to issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and the Company's regulations on information disclosure;
- r. Determine the list of specific business activities deemed to be core business activities under the definition in Clause 2, Article 4 of the Company's Charter and the Internal Regulations on Corporate Governance;

- s. Salaries, bonuses, remuneration and expenses of committees and bodies assisting the Board of Directors;
  - t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company's Charter.
3. The Board of Directors adopts resolutions and decisions by voting at meetings, written consultation or other forms prescribed by the Company's Charter. Each Board member has one vote.
  4. Where a resolution or decision adopted by the Board of Directors contravenes law, a resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted in favor shall be jointly and severally personally liable for such resolution or decision and shall compensate the Company for the damage; members who voted against the resolution or decision shall be exempt from liability. In such case, the Company's Shareholders have the right to request a court or arbitration to suspend the implementation of or annul such resolution or decision.
  5. Each Board member shall not be jointly liable for any act or liability of any Manager solely because such Manager was appointed or designated by the Board of Directors and/or nominated or designated by that Board member and/or is a related person of that Board member.

**Article 12. Duties and Authorities of the Board of Directors in Approving and Entering into Contracts and Transactions**

1. The Board of Directors has authority to approve:
  - a. Loans or guarantees specified in Point a, Clause 10, Article 53 of the Company's Charter that do not fall within the authority of the General Meeting of Shareholders;
  - b. Contracts and transactions valued at less than thirty-five percent (35%) of the total asset value stated in the Company's latest financial statements, or transactions resulting in an aggregate transaction value incurred within twelve (12) months from the date of the first transaction remaining below thirty-five percent (35%) of such total asset value, with any of the following parties:
    - (i) Board members, members of the Board of Supervisors, the Chief Executive Officer, other Managers and their related persons;
    - (ii) Shareholders and authorized representatives of shareholders holding more than ten percent (10%) of the Company's total ordinary shares, and their related persons;
    - (iii) Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises and Clause 2, Article 42 of the Company's Charter;
  - c. Loan, lending or asset-sale contracts and transactions valued at or below ten percent (10%) of the total asset value stated in the Company's latest financial statements between the Company and a Shareholder holding fifty-one percent (51%) or more of the total voting shares or a related person of such Shareholder.
  - d. Other contracts and transactions falling within the Board's approval authority under Article 11 of these Regulations, the Company's Charter and applicable law.
2. The Company representative signing a contract or transaction must notify Board members and members of the Board of Supervisors of the related parties to such

contract or transaction and provide the draft contract or principal terms of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from receipt of the notice, unless the Company's Charter prescribes another period; a Board member having a related interest in a party to the contract or transaction shall not have voting rights.

**Article 13. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers it necessary in the interests of the Company;
  - b. The remaining number of Board members, Independent Board members (in the case of a listed company), non-executive Board members or members of the Board of Supervisors is lower than the minimum number prescribed by law;
  - c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 11 of the Company's Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting and bearing the signatures of the relevant shareholders, or the request may be made in multiple counterparts bearing all required signatures of the relevant shareholders;
  - d. At the request of the Board of Supervisors;
  - e. Quarterly, six-month or audited annual financial statements show that equity has fallen by one-half (1/2) compared with the beginning of the period. Where quarterly, six-month or annual financial statements show that equity has decreased by ten percent (10%) or more compared with the beginning of the period but has not reached the above mandatory threshold, the Chief Executive Officer must submit to the Board of Directors an explanatory report, risk assessment and remediation plan; the Board must promptly consider remedial measures and decide whether to convene an extraordinary General Meeting of Shareholders when deemed necessary in the interests of the Company;
  - f. Other cases as prescribed by law and the Company's Charter.
2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of Board members, Independent Board Members (in the case of a listed company), non-executive Board members or members of the Board of Supervisors is as specified in Point b of Clause 1 of this Article, or from receipt of a request specified in Points c and d of Clause 1 of this Article;
3. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare the list of shareholders entitled to attend the meeting;
  - b. Provide information and resolve complaints relating to the shareholder list;
  - c. Prepare the agenda and contents of the meeting;

- d. Prepare meeting materials;
- e. Draft resolutions of the General Meeting of Shareholders according to the expected meeting contents; prepare the list and detailed information of candidates in the case of election of Board members or members of the Board of Supervisors;
- f. Determine the time and venue of the meeting;
- g. Send meeting invitations to each shareholder entitled to attend in accordance with the Law on Enterprises;
- h. Perform other tasks serving the meeting.

#### **Article 14. Committees Assisting the Board of Directors**

1. The Board of Directors may establish committees under its authority to be responsible for development policies, human resources, remuneration, internal audit and risk management. The number of committee members shall be decided by the Board and must be at least three (03), including Board members and external members. Independent Board Members (in the case of a listed company) / non-executive Board members should constitute a majority of the committee, and one of these members shall be appointed as Chair of the committee by decision of the Board. The activities of a committee must comply with the regulations and directions of the Board. A committee resolution shall only take effect when approved by a majority of members attending and voting at the committee meeting.
2. The Board of Directors may issue operating regulations for each committee, clearly specifying its composition, term of office, scope of work, access to information, budget, meeting and voting mechanisms, handling of conflicts of interest and reporting regime. Committees shall perform advisory, review and recommendation functions and shall not replace or transfer the decision-making authority or responsibilities of the Board; dissenting views must be fully reported to the Board of Directors.
3. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws and the Company's Charter and Internal Regulations on Corporate Governance.

### **Chapter IV**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

##### **Article 15. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board within seven (07) working days from the date on which the election of the Board is completed. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect, by majority, one of them to convene the Board meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a Board meeting in the following cases:

- a. At the request of the Board of Supervisors or an Independent Director (in the case of a listed company);
  - b. At the request of the Chief Executive Officer or at least five (05) other Managers;
  - c. At the request of at least two (02) Board members;
  - d. Where requested by the independent audit firm conducting the audit of the Company's financial statements, the Chairperson must convene a Board meeting to discuss the audit report and the Company's situation;
  - e. Other cases prescribed by the Company's Charter.
4. A request specified in Clause 3 of this Article must be made in writing and clearly state the purpose, matters to be discussed and decisions within the authority of the Board of Directors.
  5. The Chairperson must convene the Board meeting within seven (07) working days from receipt of a request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the requesting person has the right to replace the Chairperson in convening the Board meeting.
  6. The Chairperson or person convening a Board meeting must send the meeting invitation no later than three (03) working days before the meeting. The invitation must specifically state the time and venue, agenda, matters for discussion and decision. The invitation must be accompanied by the materials to be used at the meeting and the members' voting forms.
  7. Notice of invitation to a Board meeting may be sent by post, telephone, fax, email or other means and must reach the registered contact address of each Board member.
  8. The Chairperson or person convening the meeting shall send the meeting invitation and accompanying materials to members of the Board of Supervisors and the Chief Executive Officer who is not a Board member in the same manner as to Board members.
  9. Members of the Board of Supervisors have the right to attend Board meetings and to participate in discussions but have no voting rights.
  10. A Board meeting may be conducted when at least three-fourths (3/4) of the total number of members attend. If a meeting convened under this provision does not have sufficient attendees, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In such case, the meeting may proceed if more than one-half (1/2) of the Board members attend.
  11. A Board member shall be deemed to attend and vote at a meeting in the following cases:
    - a. Attend and vote directly at the meeting;
    - b. Authorize another person to attend and vote in accordance with Clause 12 of this Article;
    - c. Attend and vote via online conference, electronic voting or another electronic form;
    - d. Send a voting form to the meeting by post, fax or email.

12. Where a voting form is sent to the meeting by post, it must be enclosed in a sealed envelope and delivered to the Chairperson no later than one (01) hour before the opening of the meeting. The voting form may only be opened in the presence of all persons attending the meeting.
13. Members must fully attend Board meetings. A member may authorize another person to attend and vote if approved by a majority of Board members. The authorization to attend and vote must be made in writing.
14. A Board resolution or decision shall be adopted if approved by a majority of members attending the meeting (more than 50%); in the event of an equal number of votes, the final decision shall be that of the Chairperson.
15. Voting in cases involving a conflict of interest shall be conducted in accordance with the Company's Charter and the law on enterprises.

#### **Article 16. Minutes of Board Meetings**

1. Board meetings must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The Chairperson is responsible for sending the Board meeting minutes to the members, and such minutes shall constitute authentic evidence of the matters conducted at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of delivery. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language and shall include the following principal contents:
  - a. Name, head office address and enterprise registration number;
  - b. Time and venue of the meeting;
  - c. Purpose, agenda and contents of the meeting;
  - d. Full names of each member attending the meeting or authorized attendee, and full names of members not attending and the reasons;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of the opinions expressed by each member attending the meeting in the order in which the meeting proceeded;
  - g. Voting results, clearly identifying members voting in favor, against and abstaining;
  - h. Matters approved and the corresponding approval ratio;
  - i. Full names and signatures of the Chairperson and minute-taker, except as provided in Clause 2 of this Article.
2. If the Chairperson or minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if all other Board members attending the meeting agree to approve and sign the minutes and the minutes contain all contents required under Points a, b, c, d, e, f, g and h of Clause 1 of this Article. The minutes must clearly state that the Chairperson or minute-taker refused to sign. Persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board meeting minutes. The Chairperson and minute-taker shall bear personal liability for any damage caused to the enterprise by refusing to sign the minutes in accordance with the Law on Enterprises, the Company's Charter and relevant laws.

3. The Chairperson, minute-taker and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board meeting minutes.
4. Board meeting minutes and materials used at the meeting must be kept at the Company's head office. Provision, extraction or copying of Board meeting minutes to organizations or individuals other than Board members and members of the Board of Supervisors requires the consent of the Chairperson in order to ensure the confidentiality of the Company's internal information.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.
6. Matters approved by a majority of members attending the meeting (more than 50%) and recorded in the Board meeting minutes must be formalized into a resolution for approval.

#### **Article 17. Written Consultation of Board Members**

Where necessary, the Chairperson of the Board of Directors may obtain written opinions from Board members to approve matters within the Board's authority according to the following procedures:

1. Send the voting form together with relevant documents and the draft resolution to Board members. The voting form must clearly specify each matter, voting option, response deadline, supporting documents and a verifiable method of delivery and receipt;
2. Board members shall vote as requested by the Chairperson and return the completed voting form within the deadline stated therein;
3. The Chairperson shall appoint a Vote Counting Committee to verify the voting results of Board members;
4. A Board resolution shall be passed by written consultation if approved by more than fifty percent (50%) of Board members entitled to vote; in the event of an equal number of votes, the final decision shall be that of the Chairperson. A member having a related interest shall not vote on a matter involving a conflict of interest.
5. Failure to return the voting form within the deadline stated in the voting form shall be deemed non-participation in the vote.
6. The vote-counting results must be recorded in vote-counting minutes and retained together with the resolution dossier.
7. Based on the vote-counting results, the Chairperson, on behalf of the Board of Directors, shall sign and issue the Board resolution on matters approved by Board members. A Board resolution adopted by written consultation shall have the same effect and validity as a resolution approved by Board members at a duly convened and properly conducted meeting.

## Chapter V

### REPORTING AND DISCLOSURE OF INTERESTS

#### Article 18. Submission of Annual Reports

1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a. The Board of Directors' activity report as prescribed in Point c, Clause 3, Article 139 of the Law on Enterprises and the Company's Charter, which must include the following contents:
    - (i) Remuneration, operating expenses and other benefits of the Board of Directors and each Board member as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company's Charter.
    - (ii) Summary of Board meetings and Board decisions.
    - (iii) Report on transactions between the Company and its subsidiaries, and Board members and their related persons; and transactions between the Company and companies in which a Board member has been a founding member or enterprise manager during the three (03) years immediately preceding the transaction.
    - (iv) Activities of Independent Board Members and the assessment results of each Independent Director regarding the performance of the Board of Directors (for listed companies).
    - (v) Activities of other committees under the Board of Directors (if any).
    - (vi) Results of supervision of the Chief Executive Officer.
    - (vii) Results of supervision of other executives.
    - (viii) Future plans.
  - b. The Company's business performance report;
  - c. Financial statements;
  - d. Report assessing the Company's management and administration;
  - e. Appraisal report of the Board of Supervisors.
2. The reports specified in Points a, b and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than thirty (30) days before the opening of the annual General Meeting of Shareholders, unless otherwise provided by the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the Company's head office no later than ten (10) days before the opening of the annual General Meeting of Shareholders. A shareholder who has continuously held Company shares for at least one (01) year has the right, individually or together with a lawyer, accountant or practicing auditor, to directly review the reports specified in this Article.

#### **Article 19. Remuneration, Bonuses and Other Benefits of Board Members**

1. The Company may pay remuneration and bonuses to Board members based on business results and performance.
2. Board members shall receive remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses of the Board shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each Board member and Board committee shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
4. A Board member holding an executive position, serving on a Board committee (if any), or performing other work beyond the ordinary duties of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit-sharing percentage or another form pursuant to a Board resolution.
5. Board members are entitled to reimbursement of all travel, meals, accommodation and other reasonable expenses incurred in performing their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or Board committees.
6. Board members may be provided with liability insurance by the Company after approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of law or the Company's Charter.

#### **Article 20. Disclosure of Related Interests**

Unless the Company's Charter contains stricter provisions, disclosure of interests and related persons of the Company shall be conducted as follows:

1. Board members of the Company must declare to the Company their related interests, including:
  - a. The name, enterprise registration number, head office address, business lines and sectors of an enterprise in which they own contributed capital or shares; and the percentage and date of ownership of such contributed capital or shares;
  - b. The name, enterprise registration number, head office address, business lines and sectors of an enterprise in which their related persons jointly own or individually own contributed capital or shares exceeding ten percent (10%) of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplement must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.
3. A Board member who, in his/her own name or in the name of another person, undertakes work in any form within the scope of the Company's business activities

must explain the nature and content of such work to the Board of Directors and the Supervisory Board and may only undertake such work upon approval by more than fifty percent (50%) of the total number of remaining Board members; if such work is undertaken without disclosure or without Board approval, all income derived from such activity shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationship among Board Members**

1. The relationship among Board members is one of coordination. Board members are responsible for informing one another of relevant matters in the course of handling their assigned work.
2. In handling work, the Board member assigned primary responsibility must proactively coordinate where a matter relates to an area under another Board member's responsibility. Where Board members have differing opinions, the member with primary responsibility shall report to the Chairperson for consideration and decision within the Chairperson's authority, or organize a meeting or obtain opinions from Board members in accordance with law, the Company's Charter and these Regulations.
3. Where responsibilities are reassigned among Board members, the relevant work, files and documents must be handed over. The handover must be made in writing and reported to the Chairperson of the Board of Directors.

#### **Article 22. Relationship with the Board of Management**

1. The relationship between the Board of Directors and the Board of Management is one of coordination based on the coordination principles prescribed in Article 6 of the Internal Regulations on Corporate Governance.
2. The Board of Directors, the Board of Management and the Chief Executive Officer shall coordinate based on the following principles:
  - a. The convening of meetings, issuance of meeting invitations, preparation of minutes and notification of meeting results among the Board of Directors, Board of Management and Chief Executive Officer must be made in writing and retained in the governance records;
  - b. Board resolutions and decisions shall be promptly sent to the Chief Executive Officer, except for information whose access is restricted by law;
  - c. The Chief Executive Officer shall organize the implementation of Board resolutions and decisions and report on progress, difficulties, risks and remedial measures;
  - d. The Chief Executive Officer or another person/entity authorized under the Company's Charter may request the convening of a Board meeting and clearly state the matters to be considered;
  - e. The Chief Executive Officer shall provide periodic and ad hoc reports and governance information at the request of the Board of Directors;
  - f. The Board of Directors shall direct, inspect and supervise the implementation of resolutions, the delegation and authorization granted to the Chief Executive Officer, and day-to-day business activities falling within the Chief Executive Officer's authority;

- g. The list of reports, data, deadlines, points of contact and methods for providing information must be standardized to ensure completeness, accuracy, timeliness and confidentiality;
- h. The parties shall coordinate in controlling compliance, managing risks, handling related-party transactions and conflicts of interest, and making information disclosures.

#### **Article 23. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination based on the coordination principles prescribed in Article 6 of the Internal Regulations on Corporate Governance. The working relationship between the Board of Directors and the Board of Supervisors or Audit Committee shall be based on the principles of equality and independence, while maintaining close coordination and mutual support in performing their duties.
2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors is responsible for reviewing them and directing the relevant departments to develop plans and promptly implement corrective measures.

### **Chapter VII**

#### **IMPLEMENTATION PROVISIONS**

#### **Article 24. Effectiveness**

The Regulations on the Operation of the Board of Directors of Southern Airports Services Joint Stock Company consist of seven (07) Chapters and twenty-four (24) Articles and shall take effect from October 8, 2026. The Board of Directors shall be responsible for organizing the implementation of and publishing these Regulations on the Company's website. Any amendment or supplement to these Regulations shall fall within the authority of the General Meeting of Shareholders and shall be carried out in accordance with law and the Company's Charter.

**FOR AND ON BEHALF OF  
THE BOARD OF DIRECTORS**

*[Signature]* **CHAIRMAN**



**NGUYỄN HẠNH**