

*Ho Chi Minh City, .... 2025*

**REGULATION**  
**ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND**  
**BOARD OF SUPERVISORS AT ANNUAL GENERAL MEETING OF**  
**SHAREHOLDERS FY2025 OF POWER GENERATION JOINT STOCK**  
**CORPORATION 3**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the applicable Charter of Power Generation Joint Stock Corporation 3;

The Annual General Meeting of Shareholders (AGM) FY2025 of Power Generation Joint Stock Corporation 3 (EVNGENCO3) shall conduct the election of Member Board of Directors, Member Board of Supervisors in accordance with the following provisions:

**Article 1. Scope and subjects of application**

1. This Regulation is promulgated to define the principles and procedures for the nomination, candidacy, and election of members to the Board of Directors (BOD) and Member Board of Supervisors (BOS) of Power Generation Joint Stock Corporation 3 (EVNGENCO3) at its 2025 Annual General Meeting of Shareholders (AGM).

2. Subjects of application/eligible to exercise voting rights: Shareholders holding voting shares or their duly authorized representatives attending the 2025 Annual General Meeting of Shareholders (*as recorded in the list of shareholders with voting rights prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of May 5, 2025.*

3. Shareholders are required to comply with the Election Regulations of the General Meeting of Shareholders and to respect the voting results as determined at the Meeting.

**Article 2. Number, Term of Office, and Eligibility Criteria for Members of the Board of Directors and Member Board of Supervisors:**

**1. For BOD's members:**

Number of Board of Directors members to be elected for replacement: 01 member

Term of office of BOD's members: **05 years.**

Candidates for the Board of Directors must meet the eligibility criteria and conditions stipulated in Clause 1, Article 155 of the Law on Enterprises 2020 and Clause 3, Article 275 of Decree No. 155/2020/ND-CP dated December 31, 2020, specifically as follows:

- Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- Possess professional qualifications and experience in business administration or in the sectors and lines of business relevant to EVNGENCO3, without the requirement to be a shareholder of EVNGENCO3;
- Members of the Board of Directors of EVNGENCO3 may concurrently serve as members of the Boards of Directors of no more than 05 other companies.

## **2. For members of the Board of Supervisors:**

Number of the Board of Supervisors members to be elected for replacement: 01 member

Term of office of BOS's members: **05 years.**

Standards and Conditions for Members of the Board of Supervisors: Supervisors must satisfy the qualifications and requirements prescribed in Article 169 of the Law on Enterprises 2020, Article 286 of Decree No. 155/2020/ND-CP dated December 31, 2020, Article 37 of the EVNGENCO3 Charter, and this Regulation, specifically as follows:

- Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises 2020.
- Have received training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other professions relevant to the business activities of EVNGENCO3;
- Not be a family member of any Member Board of Directors, the General Director, or other managerial personnel of EVNGENCO3;
- Not hold a managerial position at EVNGENCO3; and not required to be a shareholder or employee of EVNGENCO3;
- Not be an employee of the accounting or finance departments of EVNGENCO3;
- Not have been a member or employee of any independent auditing firm that audited EVNGENCO3's financial statements within the past three (03) years;

## **Article 3. Rights to nominate and stand for election as a Member Board of Directors and Member Board of Supervisors**

Shareholders and groups of shareholders holding voting shares as of the record date for the shareholder list (**May 5, 2025**) are eligible to nominate and stand as candidates in accordance with the minimum shareholding requirements stipulated in Clause 2, Article 25 of the EVNGENCO3's Charter for Board of Directors membership, and Clause 1, Article 36 of the EVNGENCO3's Charter for Board of Supervisors membership, specifically as follows:

- *For Members of the Board of Directors:* Shareholders may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders **holding from 05%** to less than 10% of total shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02)

candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates; and from 90% or above may nominate up to nine (09) candidates.

- The nomination and candidacy procedures for members of the Board of Supervisors shall follow the same principles and conditions as those applicable to members of the Board of Directors.

#### **Article 4. Dossiers for candidacy and nomination for election to the Board of Directors and Member Board of Supervisors**

1. Dossiers for participation in the candidacy and nomination of candidates for election to the Board of Directors and Member Board of Supervisors shall include the following documents:

- Application for candidacy or nomination for election to the Board of Directors or the Board of Supervisors;
- Resume of the candidate (01 original) as per the template, with photos;
- Valid copies of ID card/passport; qualifications, diplomas, and certificates as stated in the Curriculum Vitae;
- Power of Attorney and/or Minutes of the Group Meeting (if the candidate is authorized by a group of shareholders).

2. Nomination and candidacy dossiers must be submitted to EVNGENCO3 no later than **17:00 on May 29, 2025**, at the following address: Power Generation Joint Stock Corporation 3, No. 60-66 Nguyen Co Thach street, Sala Urban Area, An Loi Dong ward, Thu Duc city, Ho Chi Minh City.

3. In the event that the dossier is submitted by fax or as a scanned copy, the original documents must be presented upon registration prior to the commencement of the General Meeting.

#### **Article 5. Method of election**

1. The election of members to the Board of Directors and Member Board of Supervisors of EVNGENCO3 shall be conducted by direct voting and ballot at the General Meeting, **using the method of cumulative voting**.

2. Voting rights shall be calculated based on the number of shares owned and/or represented by the shareholder. Election results shall be calculated based on the total number of votes cast by all shareholders present at the General Meeting.

3. The total number of votes of each shareholder shall be determined as follows:

**Total votes for election to the Board of Directors, Board of Supervisors = Total number of shares owned (including owned and/or authorized shares) ×**

**(multiplied by) Number of members of the Board of Directors/Board of Supervisors.**

4. Shareholders have the right to allocate all of their votes to a single candidate or distribute their votes among multiple candidates (if applicable).

5. The total number of votes cast by a shareholder for all candidates must not exceed the total number of votes allocated to that shareholder, which is calculated by multiplying the number of shares owned and/or authorized by the number of members to be elected.

**Article 6. Form of conduct of the election**

**1. Voting ballot:**

Voting ballots shall be uniformly printed and issued by the Organizing Committee: Each ballot shall include the shareholder's number, the list of candidates arranged in alphabetical order, the total number of shares owned and/or authorized for representation, the total number of votes, and the official seal of EVNGENCO3.

Each shareholder or authorized representative attending the meeting shall be entitled to receive two (02) ballots: one (01) for voting on members of the Board of Directors and one (01) for voting on members of the Board of Supervisors.

Shareholders or authorized representatives receiving ballots must verify the details printed on the ballots. In case of any errors, they must promptly notify the Vote-Counting Committee at the time of receipt to exchange the ballots for corrected ones.

**2. Instructions for Completing the Voting Ballot:**

When casting all votes for the chosen candidates, shareholders may indicate their approval by marking an (X) or (✓), or by entering the total number of votes in the "Number of Votes" field.

In the event that a shareholder casts votes for multiple candidates (if any), the shareholder must specify the exact number of votes allocated to each candidate on the line corresponding to that candidate's name. The total number of votes allocated to candidates must not exceed the total number of votes entitled to the shareholder.

Shareholders who choose not to vote for any candidate shall leave the "**Number of Votes**" column blank or enter zero (0) on the line corresponding to that candidate's name.

In the event that a shareholder makes an error while completing the election ballot and has not yet submitted it to the ballot box, the shareholder may directly contact the Vote-Counting Committee to exchange the ballot, thereby safeguarding the shareholder's voting rights.



**POWER GENERATION JOINT STOCK CORPORATION 3**  
**2025 ANNUAL GENERAL MEETING**  
**OF SHAREHOLDERS**

**FORM**

**VOTING BALLOT FOR MEMBERS OF THE BOARD OF DIRECTORS**  
**SHAREHOLDER CODE: PGV.00001**

Full name of shareholder: **NGUYEN VAN A**

**Total number of shares** (including both owned and authorized shares): 2,000 shares.

**Number of additional members to be elected to the Board of Directors: 01 person**

**Total number of votes** (including owned and authorized shares) multiplied by the number of Board of Directors members to be elected): **2,000 x 1 = 2,000 votes**

**I hereby consent to elect the following individual as a Member Board of Directors of Power Generation Joint Stock Corporation 3:**

NO.	Full name	Number of votes cast for the candidate
1		
2		

**Instructions:**

1. Shareholders may only cast cumulative votes for candidates up to the total number of votes they are entitled to.
2. Shareholders may either allocate all their votes to a single candidate or distribute their votes among multiple candidates, if applicable. The total number of votes cast must not exceed the number of votes entitled to the shareholder.
3. If no votes are cast for any of the candidates on the List, leave it blank and the ballot shall still be deemed valid.

Date ... month ... 2025

**SHAREHOLDER**

(Signature and full name)

.....

**3. Valid and invalid ballot**

**a. A valid ballot must satisfy the following conditions:**

- Voting cards are issued by the Organizing Committee of the General Meeting (bearing the seal of EVNGENCO3) and must not have any content erased;
- The total number of votes cast for the candidate(s) is less than or equal to the total number of votes the shareholder is entitled to (including both owned and authorized shares);
- Mark an (X) or (✓) or enter the number of votes in the election boxes corresponding to the candidates.

- Blank votes.
- Not fall under the cases of invalid ballots specified in Clause 3.b of this Article.

**b. Invalid ballot:**

- Voting cards that are not issued by the Organizing Committee of the General Meeting;
- The ballot is torn/not intact, or contains erased or corrected details (in the event of an error, the incorrect ballot must be exchanged for a new one, and the old ballot will be canceled);
- Votes exceeding the number of voting rights entitled to the shareholder;
- Votes containing names of individuals who are not included in the list of nominees and candidates approved by the General Meeting;
- Invalid ballots shall not be counted in the vote tally.

**Article 7. The Vote-Counting Committee, principles for voting and vote counting, and result announcement.**

**1. Vote-Counting Committee**

The Vote-Counting Committee shall be nominated by the Presidium and approved by the General Meeting of Shareholders. A Member Vote-Counting Committee may be a non-shareholder; however, they must not be listed as a candidate or be nominated for election to the Board of Directors or the Board of Supervisors.

The Vote-Counting Committee shall have the following main responsibilities:

- Provide brief guidelines of election regulations;
- Distribute ballots to shareholders and authorized representatives of shareholders;
- Check and supervise the voting process of shareholders and their authorized representatives;
- Perform vote counting;
- Prepare the minutes of vote counting and publicly announce the results at the General Meeting of Shareholders;
- Submit the vote-counting minutes and all ballots to the Chairman of the General Meeting.

The Vote-Counting Committee must ensure the integrity and confidentiality of the election and vote counting process. In the event of any errors or violations, the Committee shall be held fully responsible. After completing the vote counting, the Vote-Counting Committee shall prepare minutes of the vote-counting results and announce the results at the General Meeting of Shareholders.

**2. Voting and vote-counting principles:**

The Vote-Counting Committee shall inspect the ballot box in the presence of shareholders;

Voting shall commence once the distribution of election ballots is completed and shall conclude when the last shareholder casts their vote at the ballot box or when the designated voting period ends;

Vote-counting must be conducted immediately after the voting period concludes. The Vote-Counting Committee shall invite a shareholder to supervise the counting process;

The vote-counting results shall be documented in writing and formally announced by the Chairperson of the Vote-Counting Committee at the General Meeting.

### **3. Principles governing the election of members to the Board of Directors and the Supervisory Committee through voting:**

The members elected to the Board of Directors or the Board of Supervisors shall be determined based on the total number of votes received, ranked from highest to lowest, until the number of members approved by the General Meeting is fulfilled.

### **4. Complaints**

All complaints regarding the election results shall be addressed exclusively during the General Meeting. Shareholders are not permitted to raise objections to the validity of the election results at any other time. In the event of any concerns regarding the election procedures or results, the Vote-Counting Committee shall conduct a review and present the matter to the General Meeting for resolution.

Shareholders/ Shareholder representatives reserve the right to raise questions and file complaints regarding the election and vote counting processes. The Presidium and the Vote-Counting Committee shall be responsible for justifying and clarifying any questions raised by shareholders or their representatives, with such clarifications duly recorded in the Minutes of the General Meeting.

### **Article 8. Effectiveness of the Regulation**

This Regulation shall take effect upon approval by the General Meeting of Shareholders and shall apply exclusively to the voting process for the replacement of members of the Board of Management and Member Board of Supervisors at Annual General Meeting of Shareholders FY2025 of Power Generation Joint Stock Corporation 3.

Shareholders, authorized representatives, and other participants attending the General Meeting shall be responsible for implementing the provisions of this Regulation./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Dinh Quoc Lam**