



DRAFT

REGULATION

ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly on June 17, 2020, Law No. 76/2025/QH15 on amendments to Law on enterprises promulgated by the National Assembly on June 17, 2025 and its guidance documents (“**Law on Enterprises 2020**”);*
- *The Law on Securities No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019 and its guidance documents (“**Law on Securities 2019**”);*
- *The Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities (“**Decree 155**”);*
- *The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”);*
- *Resolution of the Company's Board of Directors dated March 2, 2026, regarding the final registration date for compiling the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders (“**GMS**”).*

ARTICLE 1: General principles

- The election of members of the Board of Directors (“**BOD**”) and members of the Supervisory Board (“**SB**”) must comply with legal regulations and the Company’s Charter.
- Voting method: ballot using the cumulative voting method.
- The voting results are calculated based on the number of voting shares held by shareholders attending in person or authorized representative of shareholders at the 2026 Annual General Meeting of Shareholders.
- Shareholders/Authorized representative of shareholders attending the meeting may only use the election ballots issued by the Organizing Committee of the 2026 Annual General Meeting of Shareholders (“**GMS**”) and chopped the Company’s seal at the upper left corner.
- Members of the vote-counting committee must be approved by the GMS and must not be among the nominees or candidates.
- The process must ensure transparency, democracy, and respect for the legal rights of all Shareholders.

ARTICLE 2: Entities applying the election rights at GMS

Shareholders holding voting shares and authorized representatives of shareholders holding voting shares (*based on the list of shareholders finalized on March 24, 2025, provided by the Vietnam Securities Depository and Clearing Corporation – Ho Chi Minh City Branch*) who attend the General Meeting in person.

ARTICLE 3: The number of members of the Board of Directors (“BOD”) and members of the Supervisory Board (“SB) for election of 2025 – 2030 term

The number of members of BOD elected: 01 (one) member.

The number of members of SB elected: 02 (two) members.

ARTICLE 4: Criteria of members of BOD and members of SB

1. Members of BOD

- Not being banned from enterprise establishment and management under the Law on Enterprises 2020;
- Not simultaneously hold the positions of General Director, Deputy General Director, and other executives of the Company.
- Having professional qualifications and experience in business administration or in the Company's business sector, and is not necessarily required to be a shareholder of the company;
- A member of the Company's BOD may concurrently serve as a board member in no more than 05 other companies;
- Meeting other standards and conditions as stipulated by laws and the Company's Charter.

2. Members of SB

- Not being banned from enterprise establishment and management under the Law on Enterprises 2020;
- The major is economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation;
- Not being a relative of any of enterprise managers of the Company; capital representatives of the Company;
- Not being a manager of the Company; being not necessarily required to be a shareholder or an employee of the company;
- Members of SB are required not to work at the accounting or finance department of the Company.
- Not being a member or an employee of the independent auditing firm that audited the Company's financial statements in the past three consecutive years.
- Head of SB must be an auditor or a professional accountant and must work full-time at the Company.
- Other criteria and conditions as stipulated by applicable laws and the Company's Charter

ARTICLE 5: The election papers of members of BOD and members of SB

1. The election paper

- The ballots are uniformly printed according to a standard template, with the total number of shares owned pre-printed based on the shareholder's attendance code.
- Each shareholder or authorized representative will receive 02 (two) ballots: 01 (one) for electing BOD members and 01 (one) for electing SB members, based on their shareholder attendance code at GMS.
- In case of the election paper is corrected, Shareholders may request to have a new election paper and return the invalid one to the Board of Election for on-the-spot cancellation.
- Shareholders or authorized representatives must manually enter the corresponding number of votes for each candidate, sign and write full name.

2. The invalid election paper

- Not being the official template issued by the GMS Organizing Committee for each shareholder or authorized representative.
- Not being sealed by the Company.
- The total number of election papers allocated to nominees exceeds the total number of ones the shareholders or authorized representatives attend to vote.
- The election paper containing names not included in the list of nominees and candidates approved by GMS, or has been crossed out, erased, altered, or corrected.
- The number of elected members exceeds 01 (one) of BOD members and 02 (two) of SB members.
- Having no signature and full name of Shareholder/authorized representative.
- Not voting for any nominees.

ARTICLE 6: Election method (cumulative voting method)

1. Each shareholder or authorized representative attending the meeting will be issued one ballot for electing BOD members and one ballot for electing SB members.
2. The vote for members of BOD and members of SB shall be made by cumulative voting method. Accordingly, each shareholder or authorized representative has a total number of votes equivalent to the total number of shares owned (or represented) multiplied by the number of members to be elected for the BOD (01 members) or the SB (02 members).
3. Shareholders or authorized representatives attending the meeting must specify the number of votes cast for each candidate.
4. Shareholders have the right to allocate their total voting shares among multiple candidates, either equally or unequally, or concentrate all their votes on a single candidate.



5. Shareholders must fill in their election papers with the following informations: the number of votes assigned to each candidate they support, ensuring that the total number of votes to be equal to (**not to exceed**) their total voting shares.

ARTICLE 7: Board of vote counting, voting and counting principles

1. Board of vote counting

- The Vote Counting Board is nominated by the Chair and approved by the GMS.
- The Vote Counting Board is responsible for:
 - + Introducing and distributing ballots, as well as providing guidance and addressing any questions during the voting process.
 - + Conducting the vote counting process and overseeing the entire GMS.
 - + Ensuring that vote counting, record-keeping, and result announcements are honest, accurate, and accountable.
- Members of the Vote Counting Board must not be included in the list of nominees and candidates.
- The Board of Vote Counting has the right to establish a supporting team to assist in fulfilling its duties.

2. Voting and counting principles

- Before the voting begins, the Vote Counting Board shall inspect the ballot box in the presence of the shareholders.
- Voting will commence once the Organizing Committee has completed the distribution of ballots and will conclude when the last shareholder has cast their vote into the ballot box. Immediately afterward, the Vote Counting Board shall seal the ballot box in the presence of the shareholders.
- The vote counting process must begin immediately after voting concludes.
- The vote counting results shall be documented in writing and announced by the Head of the Vote Counting Board at GMS.

ARTICLE 8: Method for determining members of BOD and members of SB elected

1. The voting to elect members of BOD and members of SB shall be conducted to use the cumulative voting method. Accordingly, each shareholder has a total number of votes equivalent to the number of shares owned multiplied by the number of members elected for the BOD or the SB. Shareholders may allocate all their votes to one or multiple candidates. Elected members are determined based on the highest number of votes, starting from the candidate with the highest votes until the required number of members is filled.
2. In the case that 02 (two) or more candidates receive the same number of votes for the final available position, the GMS shall conduct a re-election among those candidates to select the 01 (one) with the highest number of votes.

ARTICLE 9: Preparation and disclosure the result of voting

- After the vote counting process, the vote counting Board must prepare a vote counting record.

- The vote counting record must include the following details:
 - + Time and location of the record preparation;
 - + Members of the Vote Counting Board;
 - + Purpose and content of the voting process;
 - + Total number of shareholders and authorized representatives attending the meeting;
 - + Total number of voting ballots cast, distinguishing between valid and invalid ballots.
 - + Election results (the number of votes detailed for each candidate for BOD and SB);
 - + Signatures of all members of the Vote Counting Board.
- The full text of the Vote Counting Record must be disclosed before the closure of the GMS and included in the GMS Resolution.

ARTICLE 10: Other regulations

1. Complaints regarding the election and vote counting process shall be resolved by the Chair of the meeting and recorded in the minutes of the GMS.
2. This Regulation consists of 10 (ten) Articles and shall be publicly read and approved by voting at the GMS.

Ho Chi Minh City, April 2026

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

TRAN BA DUONG



