

AGENDA

OF ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2024

- **Time:** 15:00, Friday, April 26, 2024
- **Type of Meeting:** Online Meeting
- **Venue:** Vietjet Aviation Joint Stock Company, 60A Truong Son Street, Ward 2, Tan Binh District, Ho Chi Minh City

Time Schedule	Contents
00:00 – 15:25	Shareholders register online to attend the General Meeting at the website: Agm.vietjetair.com
15:00	Inauguration of AGM
15:05 – 15:30	<ol style="list-style-type: none">1. Flag salutation2. Report on delegate check results of the AGM 20243. Statement of reason and introduction of Delegates4. Opening Ceremony Speech by the Chairwoman of the Board of Directors (“BOD”)5. Propose to the General Meeting of Shareholders for approval:<ol style="list-style-type: none">a. The Chairpersonb. The Secretaryc. The Vote Counting Committeed. Agenda of the AGMe. Operating and Voting Regulations at the General Meeting of Shareholders6. Announcement of vote counting results
15:30 – 17:00	<ol style="list-style-type: none">1. The Board of Directors, the Board of Management report to the General Meeting of Shareholders, including:<ol style="list-style-type: none">a. Report of the Board of Directors in 2023 and the plan for 2024;b. Report of the Board of Management on Business Activities in 2023 and the business plan for 2024;c. Report of the Audit Committee in 2023;d. Report of 2023 Audited Financial Statements (Separate and Consolidated);

	<ol style="list-style-type: none">a. Proposal to approve the above reports;b. Proposal on profit distribution plan;c. Proposal on extension of the Employee Stock Ownership Plan – ESOP;d. Proposal on plan for new share offering;e. Proposal on authorization of the General Meeting of Shareholders to the Board of Directors to appoint an independent auditing company in 2024;f. Proposal on Total remuneration and budget for the Board of Directors in 2024;g. Proposal on authorization of the Board of Directors to decide on a number of issues within the General Meeting of Shareholders’ authorities;h. Proposal on approval of the Operation Regulation of the Board of Directors;i. Other proposals to be presented at the AGM 2024. <ol style="list-style-type: none">2. The AGM conducts discussion3. The AGM votes to approve the Reports and Proposals4. The AGM approves the vote counting minutes5. The AGM takes a break & the Vote Counting Committee conducts the counting of votes
17:00 – 18:00	<ol style="list-style-type: none">1. The Board of Directors announces the draft Meeting Minutes & Resolution of the General Meeting of Shareholders; proposing to the General Meeting of Shareholders for approval;2. Announcement of vote counting results of the Meeting Minutes.
18:00	Closing Announcement

No.: 01-24/VJC-HĐQT-BC

Ho Chi Minh City, April 05, 2024

**REPORT OF THE BOARD OF DIRECTORS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024
VIETJET AVIATION JOINT STOCK COMPANY**

I. REPORT ON OPERATIONS OF THE BOARD OF DIRECTORS 2023:

1. The business results 2023 and the business plan for 2024 are detailed in the Report of the Management.

2. Information on members of the Board of Directors:

Vietjet's Board of Directors consists of 09 members, including 02 independent members and 05 non-executive members as follows:

No.	Member of the Board of Directors	Title	Date of starting/no longer BOD's (independent) members	
			Appointment date	Dismissal date
1	Mdm. Nguyen Thi Phuong Thao	Chairwoman – Non-executive BOD's Member	06/4/2023	-
		Vice Chairwoman – Executive BOD's Member	28/5/2022	-
2	Mdm. Nguyen Thanh Ha	Vice Chairwoman – Non-executive BOD's Member	26/4/2023	-
		Non-executive BOD's Member	06/4/2023	-
		Chairwoman – Non-executive BOD's Member	28/5/2022	-
3	Mr. Nguyen Anh Tuan	Vice Chairman – Non-executive BOD's Member	26/4/2023	-

		Independent BOD's Member	28/5/2022	-
4	Mr. Donal Joseph Boylan	Vice Chairman – Independent BOD's Member	28/5/2022	-
5	Mr. Nguyen Thanh Hung	Non-executive BOD's Member	28/5/2022	-
6	Mr. Dinh Viet Phuong	Executive BOD's Member	28/5/2022	-
7	Mdm. Ho Ngoc Yen Phuong	Executive BOD's Member	26/4/2023	-
8	Mr. Luu Duc Khanh	Non-executive BOD's Member	28/5/2022	-
9	Mr. Chu Viet Cuong	Non-executive BOD's Member	28/5/2022	-

3. Meetings of the Board of Directors

No.	Member of the Board of Directors	No. of meeting	Attendance rate	Reason of absence
1	Mdm. Nguyen Thi Phuong Thao	4/4	100%	-
2	Mdm. Nguyen Thanh Ha	4/4	100%	-
3	Mr. Nguyen Anh Tuan	4/4	100%	-
4	Mr. Donal Joseph Boylan	4/4	100%	-
5	Mr. Nguyen Thanh Hung	4/4	100%	-
6	Mr. Dinh Viet Phuong	4/4	100%	-
7	Mdm. Ho Ngoc Yen Phuong	3/4	100%	Appointed to be BOD's Member since 26/04/2023
8	Mr. Luu Duc Khanh	4/4	100%	-
9	Mr. Chu Viet Cuong	4/4	100%	-

In addition to 04 regular meetings, the Board of Directors has held 28 in-person meetings and 27 times of collecting written opinions of BOD Members on issues within the competence of the Board of Directors. The resolutions issued at the above meetings have timely oriented Vietjet's business activities, contributing to Vietjet's encouraging achievements in the context of rapid and complex market changes in the past year.

4. Evaluation of the performance of the Board of Directors' members:

- The members of the Board of Directors have continued to carry out activities according to the functions and tasks of the Board of Directors as prescribed in the Charter, Internal Regulations on Corporate Governance, Operation Regulations of the Board of Directors in the most complete, appropriate and effective manner with the operation situation of the Company.
- The Board of Directors conducted 2023 performance review. The evaluation criteria and execution forms are disseminated specifically to all members of the Board of Directors. On the principle of results-oriented, flexibly applying practical methods, each member of the Board of Directors, Committees and the entire Board of Directors has performed their tasks fully and promptly, evaluating the overall performance of the Board of Directors based on self-leadership ability, combination of knowledge, experience and diverse characteristics of members of the Board of Directors.
- The evaluation of the performance of the Board of Directors is carried out with the participation of all members of the Board of Directors and the Office of the Board of Directors. The evaluation results are recorded, summarized and shared to all members of the Board of Directors. Each member of the Board of Directors has fully performed his/her responsibilities and duties according to assigned decisions and in accordance with the Charter, laws and regulations of Vietjet to ensure the overall performance of the Board of Directors.
- In 2023, the Board of Directors has operated in accordance with the provisions of law and the charter, overcoming difficulties and challenges and contributing to achieving the planned results set by the AGM. The contents of the responsibility and competence of the Board of Directors on governance, risk management, compliance, strategic supervision audit, human resources and compensation have been strictly enforced. The evaluation results recognize that the members of the Board of Directors completed their tasks well, proactive and active in performing their responsibilities and obligations.

5. The supervision activities of the Board of Directors to the Board of Management:

In 2023, the Board of Directors has fully and effectively performed the role of strategic orientation and operational supervision to the Board of Management as detailed in the Company's Charter, the Corporate Governance Regulations and relevant regulations, specifically:

- Direct the successful organization of the 2023 Annual General Meeting and collecting shareholders' written opinions in 2023;
- Supervise the implementation of resolutions issued by the AGM and the Board of Directors;

- Supervise the implementation of the annual business plan set by the Board of Management;
- Direct a thorough and timely disclosure of information in accordance with regulations;
- Provide the right and timely directions to help the Board of Management manage business activities effectively.

In general, during the operation of the past year, the Company has strictly complied with current legal regulations and operation regulations of the Company. The Board of Management has effectively managed production and business activities with high responsibility to stakeholders.

6. Activities of the Committees of the Board of Directors

- The Committees are supporting units under the Board of Directors, accountable for strategic planning for the Board of Management and supervising the implementation of the strategy. The Committees held regular meetings with the Board of Directors to report the results of their work directly to the Board. The Committee Chairman and members of each Committee proactively and actively perform their responsibilities, making practical contributions to corporate governance as well as the overall development of the Company.

6.1 Aviation Safety and Security Committee

- The Aviation Safety and Security Committee is responsible to the Board of Directors for ensuring aviation safety and security. The Committee has coordinated with relevant departments to monitor and implement the provisions of the Company's Safety Management System and Aviation Safety Security Program.
- The Aviation Safety and Security Committee has continuously monitored aviation safety and assessed security reports periodically, always striving to ensure continuous fulfillment of the highest standards of aviation safety. In 2023, Vietjet has transported 25.3 million passengers, safely operated 133 thousand flights with technical reliability of 99.72%. Vietjet has been honored by Airline Ratings, a prestigious unit specializing in evaluating the world's aviation service and safety, in the top safest low-cost airlines in the world in 2024.
- Members of the Aviation Safety and Security Committee consist of:

No.	Full Name	Title in the Committee	Title in the BOD/BOM
1	Mdm. Nguyen Thanh Ha	Chairwoman	BOD's Vice Chairwoman
2	Mr. Dinh Viet Phuong	Member	BOD's Member/CEO
3	Mr. To Viet Thang	Member	Vice President

6.2 Strategy and Investment Committee

- The Strategy and Investment Committee is responsible to the Board of Directors and is the key point for strategic orientation and investment plans. The Committee has worked closely with relevant divisions and departments to develop business proposals to the AGM, direct and approve investment transactions including financial investment and fleet investment to ensure

business operation plans and develop the aviation - tourism ecosystem, optimizing the cash flow.

- The Strategy and Investment Committee carries out investment strategies to direct aircraft planning, arrange capital sources, increase the proportion of asset ownership, reduce cash flow pressure to pay aircraft leasing and maintenance costs.
- Members of the Strategy and Investment Committee consist of:

No.	Full Name	Title in the Committee	Title in the BOD/BOM
1	Mr. Nguyen Thanh Hung	Chairman	BOD's Member
2	Mdm. Nguyen Thi Phuong Thao	Member	BOD's Chairwoman
3	Mdm. Nguyen Thanh Ha	Member	BOD's Vice Chairwoman
4	Mr. Dinh Viet Phuong	Member	BOD's Member/CEO

6.3 Organisation and Human Resource Committee

- The Organisation and Human Resource Committee is responsible to the Board of Directors for the work regarding the organization of human resources of the Company, including but not limited to the contents of reviewing and adjusting matters of organizational structure, salary, etc. to be suitable for the Company's development situation. In 2023, Vietjet has 5,972 employees, of which the total number of pilots and flight attendants reach more than 2,800.
- With the strategy of building and developing international standard aviation human resources, Vietjet has constantly invested, upgraded infrastructure and developed the teaching staff of Vietjet Aviation Academy (VJAA). In 2023, Vietjet Aviation Academy (VJAA) has trained nearly 100,000 trainees with more than 6,000 training courses. The Academy has improved the quality of training by cooperating with IATA to provide IATA's international standard courses with the most cutting-edge equipment in the field of aviation.
- Members of the Organisation and Human Resource Committee consist of:

No.	Full Name	Title in the Committee	Title in the BOD/BOM
1	Mdm. Nguyen Thanh Ha	Chairwoman	BOD's Vice Chairwoman
2	Mdm. Nguyen Thi Phuong Thao	Member	BOD's Chairwoman
3	Mr. Nguyen Thanh Hung	Member	BOD's Member
4	Mr. Dinh Viet Phuong	Member	BOD's Member/CEO

In 2023, the Organisation and Human Resource Committee has continuously monitored the fluctuations in the Company's human resources and labor market situation to promptly make

decisions on adjusting policies on salary, bonus, employee promotion, incentive programs and other welfare programs. In the context that the aviation industry is still confronting many difficulties and is in the recovery phase for international routes, Vietjet is actively training and fostering human resources to prepare for expansion and growth plans in 2024.

7. The Board of Directors' operating budget in 2023:

No.	Item	Plan 2023	Actual 2023	Plan 2024
1	The BOD's remuneration	5,000,000,000	4,900,000,000	5,000,000,000
2	The BOD's operating budget	5,000,000,000	2,500,000,000	5,000,000,000
3	Social charity and community funds	5,000,000,000	5,000,000,000	5,000,000,000
Total		15,000,000,000	12,400,000,000	15,000,000,000

In the past year, the Board of Directors has carried out the assigned tasks with the highest responsibility, and these activities have brought practical benefits to the Company. With the total operating fund approved by the General Meeting of Shareholders during the year, the Board of Directors has used it for specific tasks.

8. Independent member evaluation of the Board of Directors and activities of independent members:

8.1 Independent member evaluation of the Board of Directors:

- Attend all meetings of the Board of Directors, related Committees, approve matters raised at the meeting in the form of online or in-person meetings.
- According to the operation plan of the Board of Directors, the work of the Board of Directors has been carried out in 2023 conforms to the Resolution of the AGM set out and in compliance with the company's charter, governance regulations and corporate governance standard practices.
- All members of the Board of Directors have a high sense of responsibility, high professionalism, clarity of assigned responsibilities in protecting the interests of the Company and prudent in performing their roles.
- The Board of Directors has proposed many effective and timely solutions to help the Board of Management overcome a number of challenges in operating the Company, effectively supervised and controlled, ensuring that that legal compliance criteria are absolutely met by the Company.
- The Board of Directors has led the Company to fulfill the growth and profit targets of 2023, fulfill its obligations to the State budget, bring high efficiency to shareholders and stable income for employees. The Board of Directors and the Board of Management have implemented sustainable cultural activities of the enterprise. Through effective and innovative operating methods, the Board of Directors has performed well the role of accompanying the construction of sustainable values for the business in the development strategy of the Company.
- Review the Company's Audited Financial Statements, provide professional opinions and receive the implementing units' fully explanations as required.

8.2 Independent Members' Activities:

- With other members of the Board of Directors, review and approve the promulgation of internal regulations, related to the organization, administration and professional activities of Vietjet under the competence of the Board of Directors.
- Give opinions and suggestions on Vietjet's annual development plan.
- Contribute greatly to important decisions of the company, especially in evaluating the company's operating performance, setting remuneration for members of Board of Management and Board of Directors, reviewing financial statements, and resolving conflicts in the company.
- Supervise, evaluate and propose opinions on management activities of the Board of Management and the Board of Directors. Provide analysis, evaluation, critical opinions on ideas, strategies, plans and implementation resolutions of the Board of Management and the Board of Directors.

II. 2024 PLAN AND ACTION DIRECTION:

1. ESG (Environmental-Social-Governance) Program:

- Currently, the aviation industry is urgently preparing for IATA's plan to reduce net zero emissions by 2050, Vietjet is one of the pioneering airlines in implementing solutions to achieve this goal.
- Vietjet is continuing to pursue its long-term sustainable development (ESG) strategy, with continuous investment in new generations of modern, safe and environmentally friendly aircraft. As of December 31, 2023, Vietjet's fleet includes 105 aircraft, including wide-body A330s, contributing to optimizing resources, saving fuel by 15-20%, reducing CO2 emissions, protecting the environment, and sustainable development.
- Develop and implement a global research and integration plan on CO2 emission reduction programs, using clean fuels and products meeting ESG standards, enhancing environmental friendliness, initiating journeys on green flights.

2. Service:

- Expanding the domestic route network. Maintain the leading position in the domestic market and gradually maximize the international market. Solid and efficient development of international roads. Securing profitable flight routes.
- Maintain a strong brand policy on the basis of excellence in service quality on board; Enhance business class services; Emphasis on ground and cabin services.
- Expand service and supply companies to develop revenue - profit bringing high value.

3. Safety:

- Putting safety as a top priority, Vietjet has organized many conferences, training courses, drills on safety and security such as the Quality Safety Conference; ground mining safety training course according to ISAGO international standards; Emergency response drills to proactively respond, ensure absolute security and safety for flight operations. Vietjet continues to be honored by Airline Ratings in the group of the safest low-cost airlines in the world.

- Ensure the operation of absolutely safe flights reaching 7/7 star safety standards.

4. Human Resource:

- Sustainable corporate governance, Vietjet focuses on management, close cooperation between the senior management team and all employees. Forming a strong Vietjet family, accompanying and looking forward to the future together. Solid and efficient development of international roads. Securing profitable flight routes.
- Investing in training and training activities, human resources are focused on developing in order to share and develop knowledge, skills and experience, contributing positively to the rapid and sustainable development of the Airline.

5. Technology:

- Develop and promote innovations, scientific and technical improvements, digital transformation applications in all aspects of management.
- Continue to improve, standardize and automate operational processes. 100% of operation activities are based on advanced processes. Optimizing operating costs.
- Continue to invest in platforms, solutions, advanced technologies, develop and promote innovations, science and technology, build common databases, digitize data, automate processes by applying the most advanced technology in the world as well as using AI technology for the Company to optimize cost, better serve the customer care.

Respectfully propose to the AGM 2024!

CHAIRWOMAN

[Signed]

NGUYEN THI PHUONG THAO

Ho Chi Minh City, April 05, 2024

REPORT OF THE BOARD OF MANAGEMENT**I. BUSINESS REPORT OF VIETJET****1. Aviation market in 2023 and prospects in 2024:**

After the impact of the pandemic, by 2023, the demand of air travel has recovered and strongly grew, with revenue passenger kilometers (RPK) of the entire industry growth by 36.9% over the same period in 2022 and reach 94.1% compared to 2019. It could be said that the world's aviation industry has almost recovered from the pandemic. The global load factor stands at 82.3%, slightly lower than in 2019.

The forecast for the world in 2024, except for the Asia-Pacific region, is basically recovering from the pre-epidemic phase. Asia-Pacific is more likely to recover by 2024 and global traffic is forecasted to be 9.4 billion, an increase of 2.5 per cent compared to 2019. Specifically:

- The Asia-Pacific region is expected to reach approximately 3.4 billion passengers, equivalent to 99.5% as of 2019.
- The European region is expected to slow down by 2024, as opposed to a sharp increase in the summer of 2022. The number of passengers will continue to grow in 2024 at a slower rate, to about 2.5 billion, an increase of 1.4% compared to 2019.
- The North American region despite showing a strong recovery in 2021 and 2022 thanks to domestic tourism, but the region's growth rate in the next few years is expected to continue to slow. In 2024, passenger traffic in the region is projected to reach 2.1 billion passengers, an equivalent of growth rate at 3.7% compared to 2019.

The aviation industry continues to be a major driver of growth, providing jobs, social benefits and economic development for the community around the world, continuing to be the strong driver of the global economic recovery, a bridge among people, culture and the economy.

For the Vietnamese market, the total number of domestic and international visitors in 2023 is approximately 72 million, 9% less than in 2019 (78.8 million). However, the domestic market reached 40.1 million and exceeded 7% compared to 2019. The international market has 31.7 million visitors and remains 23% lower than 2019 mainly due to the slower recovery of Japan, South Korea and China in particular.

2. Business results in 2023:

In the context of the recovery of global aviation market after the pandemic, Vietjet has made a confident comeback and pioneered the expansion of international flight networks, promoting tourism, investment, domestic and regional trade, and achieving strong growth in business results in 2023.

a. Commercial activities:

With a strong contribution to the development of tourism, investment, trade, cultural exchanges in 2023, Vietjet has achieved the record results in international aviation network development and air transport revenue has also reached its highest level. In 2023, Vietjet safely operated 133 thousand flights, transported 25.3 million passengers, growth 183% compared to 2022. Vietjet continues to focus on its flight network with opening 33 new international and domestic routes,

elevating the total number to 125 routes, including 80 international and 45 domestic. In 2023, Vietjet became the first airline to connect Vietnam to Australia's five largest cities: Sydney, Melbourne, Perth, Adelaide, and Brisbane. Vietjet also operates the largest number of flights between Vietnam and India, including flights from Vietnam to Delhi, Mumbai, Ahmedabad, Kochi and Tiruchirappalli.

Outstanding commercial activities:

- Successfully operating wide-body fleet.
- Promoting class C ticket products, highly appreciated by customers.
- Maintaining a strong brand policy based on superior service quality such as food, beverages, and wireless; enhancing business class services; focusing on ground services and passenger cabins
- Transforming, standardizing, and centralizing the sales system, enhancing access to the direct needs of customers applied in all sales points, partners, and operations.
- Strong brand development of Vietjet through programs and marketing campaigns in domestic and international markets.
- Marketing and communication programs for new routes, new products and services, development of modern sales channels (online) Facebook, Tiktok...
- Successfully launched the SkyJoy loyalty program, allowing rewards to be redeemed with over 250 brands, reaching 10 million members in 2023.
- Making the connecting products from regions through HUB Vietnam (HCMC/Hanoi) to/from domestic destinations and acting as a bridge for markets in South Asia, Southeast Asia, Northeast Asia and Australia, by multilateral/bilateral cooperation with international airlines such as interline/codeshare in order to expand flight network products, customer base and service provision for passengers.

b. Operation - Engineering activities:

With the aim of meeting the demands of operations, Vietjet continuously invests in a new age fleet with modern, safe, and environmentally friendly aircraft. As of December 31, 2023, Vietjet's fleet consisted of 105 aircraft, including wide-body A330 aircraft. The Vietjet's flights achieved an average load factor of 87% and a technical reliability rate of 99.72%. The total cargo volume reached 81.5 thousand tons, an increase of 73% compared to the same period. Additionally, Vietjet passengers find it more convenient to check-in online from 18 domestic airports.

Vietjet's ground services operation efficiently improved the quality of ground service operations and reduced operating costs at Noi Bai International Airport. In 2023, Vietjet inaugurated a maintenance and repair center for aircraft that met international standards, in cooperation with Lao Airlines in Vientiane (Laos). Hence, in addition to being proactive in ground services, Vietjet has also started to be proactive in aircraft maintenance and repair activities.

Vietjet ensured efficient maintenance and engineering works for safety flight operation, continuing to apply advanced technology in aircraft technical management such as the AMOS and AIMS systems in maintenance management for technical defects and data transmission from aircraft. To meet the increasing demand for high-quality services and optimal products for passengers, the technical team always focused on capacity fostering through self-training to enhance expertise.

Setting out the journey to reduce CO2 emissions over 10 years ago, when Vietjet only had 03 aircraft, the fleet has grown significantly by 2023, contributing significantly to the success of the airline by optimizing resources, saving 15 - 20% fuel, and especially protecting the environment, promoting sustainable development, and implementing research and development activities for green technologies. Recent years, Vietjet has published the ESG report along with the journey of Vietnam Net Zero Carbon Commitment

c. Safety - Security, Quality Assurance

Prioritizing in safety and security, in 2023, Vietjet organized numerous conferences, training courses, and drills on safety and security, such as the Safety – Quality Assurance Conference, ground operations safety training according to the international ISAGO standard, and emergency response drills to proactively ensure absolute security and safety for flight operations. Vietjet also participated in global Aviation Safety and Operations forums organized by reputable organizations such as the International Air Transport Association (IATA) to engage in in-depth discussions on aviation safety. Vietjet continues to be recognized by AirlineRatings as a reputable entity specializing in evaluating airline services and safety worldwide, as one of the safest low-cost airlines in the world.

Vietjet proactively enhances its capacity to ensure quality, safety, and security through effective resource organization, utilizing quality management systems, data analysis systems, and safety management to achieve proactive safety levels. Over the years, Vietjet has prided itself on being at the pioneer of applying flight data analysis systems and actively collaborating with Airbus to implement Safety Management Systems (SMS) compliant with ICAO regulations, aviation authorities, aviation associations, aviation alliance which Vietjet participates in as a member in order to minimize potential risks and preventing incidents in flight operations. Vietjet always prioritizes safety, security, and quality assurance, particularly in managing the flight operation. Vietjet continues to maintain the ISO:27001 information security system and has received high evaluations from IATA for certification renewal assessment. Vietjet has also effectively implemented the CORUSON system in safety and quality management, electronic document management to enhance the effectiveness of safety reporting and risk management.

d. Training and human resource development:

With a strategy, vision statements and develop internationally standardized aviation human resources, Vietjet Aviation Academy (VJAA) has become a training partner of the International Air Transport Association (IATA). In 2023, VJAA trained over 97,000 students with 6,300 courses; providing 8,727 hours of training for pilots, 21,025 hours for flight attendants, 9,948 hours for technical staff, and 388 hours for other employees. Vietjet continues to expand and upgrade its online training methods, which are evaluated as effective, time-saving, and cost-efficient, with 2,213 courses, training 95,870 students, achieving a completion rate of 54%.

By the end of 2022 and the beginning of 2023, Vietjet continued to invest in and receive the third flight simulator cockpit same type with A320/A321 aircraft, in addition to the existing two simulators for pilot/engineer training. According to the plan, Vietjet will receive two more flight simulator cockpits for the A330 and B737 aircraft, bringing the total number of simulators to five, affirming Vietjet's position in providing high-quality pilot/engineer training, not only in domestic aviation but also in the region.

The total number of Vietjet employees as of December 31, 2023, was 5,729, an increase of 0.5% compared to 2022, including 820 pilots and 1,944 cabin crews. The foreign labor ratio accounts for over 12% of Vietjet's total workforce, with over 60% of the flight crew being foreign pilots. This is a team of experienced pilots, flight attendants, and specialists from various fields, working, collaborating, and learning in the Vietjet environment, creating diversity in nationality and culture, while also being a workforce focused on development to share and develop knowledge, skills, and experiences, contributing positively to the rapid and sustainable development of Vietjet.

e. Applying Technology and Digital Transformation:

Vietjet is the pioneer in applying technology in the aviation industry, aiming for a "Digital Airline" model on a platform of modern information technology system development. In 2023, Vietjet successfully developed the tablet check-in project, allowing ground staff to flexibly assist customers with check-in, while integrating systems such as HD Insurance, Movi e-wallet, etc., providing customers with more options in service products. Additionally, Vietjet implemented the Web/App Agency system for agencies, enabling them to access a fast and convenient booking system.

To optimize the management in the operational activities, Vietjet deployed the SAP system with the goal of connecting and integrating flight operation data from various Vietjet systems such as AIMS, AMOS, Airphase, Jeppesen, etc., to form a unified data system, saving costs, ensuring transparency, improving efficiency, enhancing security capabilities, and facilitating customization to suit specific operational activities.

To streamline administrative procedures, through the paperless project, Vietjet successfully implemented the Base system, reducing up to 90% of complex document usage, saving 80% on office supplies costs, while also deploying the People App system, centralizing all internal services into the system, allowing employees to actively clock in, request leave, etc., and leaders to approve online, facilitating seamless operations, saving time and costs.

f. Thai Vietjet activities (VZ)

Thai Vietjet recovered and developed strongly in 2023, accelerating efficient aircraft utilization in the context of limited global aircraft supply chains. Operating the fleet of 18 A320-321 aircraft, Thai VietJet maintained the top position of market share, ranked number 2 in Thailand, with 12 domestic routes, and expanded international operations to 22 routes, focusing quickly on operating and dominating the number 1 market share of load factor to China with 13 routes to big cities right after this country reopened. In addition, Thai Vietjet was also a pioneer in effectively operation the 5th franchise between Taiwan and Japan, creating momentum for expanding the flight network between these two leading destinations.

Thailand is the most popular destination in Southeast Asia for tourist, catching the booming market of traveling demand, as revenue and commercial activities grew significantly in 2023, and total passenger carried reached 6.2 million from the whole flight network. Further enhancing the extensive regional flight network, Thai Vietjet launched ‘Sky ConX’, a fly-through network that is convenient connections and offers many options for passengers from and to various destinations via its Bangkok Suvarnabhumi base without multiple check-in procedures. In 2023, Thai Vietjet successfully launched Sky café, serving passengers on board, and stepped into a higher development period to create signature products under the Thai Vietjet brand to enhance brand awareness and contribute to increasing ancillary revenue. Besides, the cargo activities of Thai Vietjet were maintained and developed between Thailand and countries such as Vietnam, China, and Singapore, with the total transported goods to 10,600 tons.

2023 is the year of digital transformation for Thai Vietjet. Successfully deployed e-commerce and digital applications in operations management, Website upgrade, new mobile App, Agent auto-top-up, AI Chatbot, Live Chat in Vietnamese and Chinese languages, and coin conversion function to optimize the experience for customers, continuously bringing innovative, safe, reasonable products and services to passenger; Using new technology applications in human resource management, office, finance and accounting, flight operations, and the Loyalty program “Skyfun” reaching 370,000 members in a short time.

In 2023, Thai Vietjet had been proactively implementing cost-saving measures and started the self-service ground operation at Suvarnabhumi Airport to be more active in operation, reduce costs, improve On-time performance, and especially improve passenger quality services. Thai Vietjet won global recognition as the ‘Fastest Growing Airline Brand Thailand’, conferred by Global Brand Awards 2023. The award highlights Thai Vietjet’s achievements in the fleet and growth of its new destination; Thai Vietjet has been honored with ‘Most Innovative Aviation Marketing Campaigns in Thailand’ from the International Finance Awards 2023; and the Bronze Award at “Excellence in Communication / Public relations” by Marketing Excellence Award 2023. In addition, Thai Vietjet won three awards at the Employee Experience Awards Thailand: Best Crisis Management and Leadership award, Best Post-Pandemic Strategy award, and ‘Best In-House Career Website’ award.

3. The business result of 2023 (after audited) and The Plan 2024

Content	2022	2023	% Growth 2023 vs 2022	KPI 2023	% Actual /KPI 2023	KPI 2024	% KPI 2024 vs Actual 2023
Fleet	75	87	16.0%	87 (*)	0.0%	95	9.2%
Aircraft Operated	56.3	72.2	28.2%	77.1	-6.4%	75.1	4.0%
Operational flights	116,261	132,942	14.3%	139,513	-4.7%	141,998	6.8%
Passenger (mil Pax)	20.6	25.3	22.8%	25.7	-1.6%	27.4	8.3%
RPK (mil Km)	22,634	38,566	70.4%	32,389	19.1%	50,848	31.8%
Average Load Factor	85.0%	87.0%	2.4%	87.0%	0.0%	87.0%	0.0%
Air Transport Revenue (billion vnd)	33,077	53,691	62.3%	41,347	29.9%	59,066	10.0%
Net Revenue (billion vnd)	40,142	58,341	45.3%	50,178	16.3%	65,566	12.4%
Company Profit before tax (billion vnd)	(2,982)	471	115.8%	n.a	n.a	831	76.4%
Profit before tax (billion vnd)	(2,649)	606	122.9%	n.a	n.a	1,081	78.38%
Loan/Equity	1.27	2.02	0.75	1.30	0.72	2.04	0.02

** Not including 18 aircraft of Thai Vietjet*

The business results report for the year 2023 of Vietjet recorded a separated revenue of 53.7 trillion VND and a consolidated revenue of 58.3 trillion VND, increasing by 62% and 45% respectively compared to 2022. Profit for aviation transportation before tax and consolidated profits for 2023 reached 471 billion VND and 606 billion VND respectively. In the fourth quarter of 2023 alone, separated and consolidated revenues reached 14.9 trillion VND and 18.8 trillion VND respectively, increasing by 89% and 49% respectively compared to 2022, with separated and consolidated after-tax profits reaching 70 billion VND and 152 billion VND respectively. Ancillary revenue and cargo transportation reached nearly 21 trillion VND, increasing compared to self-reported results and increased by more than 60% compared to 2022, contributing 39% of total air transportation revenue. In 2023, Vietjet contributed approximately 5.2 trillion VND in direct and indirect taxes and fees to the budget.

Up to December 31, 2023, Vietjet's total assets reached over 86.9 trillion VND, an increase of nearly 25% compared to the beginning of the year, due to Vietjet's investment in aircraft with 3 new-generation Airbus A321NEO aircraft. The company's debt-to-equity ratio is only 2 times, lower than the global average of 3-5 times, and the liquidity ratio is 1.24 times, which is at a good level in the aviation industry. The balance of cash and cash equivalents as of December 31, 2023 reached 5.051 trillion VND, more than 2.7 times compared to the same period last year, ensuring financial capacity for the airline. Vietjet also leads in credit ratings according to the direction of the Ministry of Finance. The company achieved a credit rating of VnBBB-, the highest rating among Vietnamese airlines. Vietjet has implemented the "Fly first, Pay later" service to financially support passengers for their flights, and Vietjet's Galaxy Pay payment gateway has ensured safe and convenient payments through various payment methods. Vietjet is also a pioneer in payments via Apple Pay.

4. Rewards:

Vietjet has received numerous prestigious international awards in 2023:

- Best Ultra Low-Cost Airline
- Asia's Leading Airline for Customer Experience
- World's Best Low-Cost Airline Onboard Hospitality
- The airline maintains the highest safety rating of 7/7 stars, an absolute safety rating which is the highest in the world and has been consistently maintained since 2018.
- Consumer Satisfaction Brand Awards in South Korea in 2023
- 2023 Korea Consumer Best Brand Awards
- Best Sustainable Airline in Vietnam 2023
- Top the Most Valuable Brands in Vietnam

- 10 Best Brands - Sustainable Development
- Vietjet SkyJoy - Newly Launched Products with Innovative Imprints
- Best Company to Work for in Asia
- Vietjet Thailand - Fastest Growing Low-Cost Carrier

5. The Objectives of 2024

In 2024, under the theme "The whole new world – The whole new me", Vietjet will continue with a journey of flying high and further, toward to a multi-national aviation group with an extensive flight routing network expanding the region and the world, becoming a beloved and trusted brand by customers. The Company's Management Board reports to the Shareholders' General Meeting the specific plans and directions for operations as follows:

- Sustainable company management, Vietjet focuses on strong management and close collaboration between the leadership team and all employees. Forming a strong Vietjet family, accompanying and looking towards the future together. Steady and effective development of international routes while ensuring profitable flight routes.
- Investing strongly in training activities, focusing on the development of human resources to share and enhance knowledge, skills, and experiences, contributing positively to the rapid and sustainable development of the company.
- Making sure to operate all flights safely, meeting the highest safety standards of 7/7 stars.
- Maintaining a strong brand policy on the basis of the outstanding inflight service quality; Enhancing Business Class services; Focusing on ground services and inflight service.
- Developing and implementing a global research and integration plan on CO2 emission reduction programs, using clean fuels and ESG products, enhancing environmental friendliness, and creating the itineraries on the green flights.
- Continuing to invest in advanced platforms, solutions and technologies, leveraging and promoting initiatives, scientific and technical improvements, establishing shared databases, digitizing data, and automating some simple processes by applying the world's most advanced technologies, as well as utilizing AI technology to optimize costs and the best service for customer care.
- Developing auxiliary services, technical services, ground services, and cargo transportation... Expanding service and supply companies to develop revenue and profit, reaching high value.
- Expanding wide-body fleet, new and modern.

II. CONCLUSION:

Under very close directions from the Board of Directors and the determined efforts of the Board of Managements in managing the operation, a long with the relentless efforts of all employees, Vietjet is not complacent with its achievements but constantly aims for higher goals and strives for outstanding success. The results of 2023 serve as a solid foundation and conquer new heights in safe, cost-effective, fuel-efficient, environmentally friendly flights, providing passengers with the best services so that every passenger can experience the happiness when flying with Vietjet. Vietjet understands that new technology solutions and the power of artificial intelligence will pave the way for the company to become stronger and more successful.

CHIEF EXECUTIVE OFFICER

[Signed]

DINH VIET PHUONG

*Ho Chi Minh City, April 26, 2024***AUDIT COMMITTEE REPORT****To: THE GENERAL MEETING OF SHAREHOLDERS 2024**

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and came into effect on 01/01/2021;
- Pursuant to the Audit Committee's function and duties as stipulated in the Company's Charter and internal regulations of Vietjet Aviation Joint Stock Company;
- Pursuant to the operation of Vietjet Aviation Joint Stock Company, the report of the Board of Directors, the Board of Management and the results of the Audit Committee's activities in 2023.

The Audit Committee would like to present our report activities in 2023:

I. THE AUDIT COMMITTEE'S ORGANIZATIONAL STRUCTURE

The Audit Committee (AC) was established by Decision No. 24-21/QĐ-VJC-HĐQT dated 20/07/2021 as below details:

No.	Members	Position	Qualification
1.	Mr. Nguyen Anh Tuan	Chairman	Master of Economic, Master of Business Administrations
2.	Mr. Luu Duc Khanh	Member	Master of Business Administrations Master of Banking and Finance
3.	Mr. Chu Viet Cuong	Member	Master of Economic, Master of Business Administrations

II. THE AUDIT COMMITTEE'S MEETINGS AND ATTENDANCE OF MEMBERS

No.	Members	Number of meetings attended	Attendance rate	Reasons for absence
1.	Mr. Nguyen Anh Tuan	3/3	100%	
2.	Mr. Luu Duc Khanh	3/3	100%	
3.	Mr. Chu Viet Cuong	3/3	100%	

III. THE AUDIT COMMITTEE'S REMUNERATION AND OPERATING COSTS IN 2023

The AC's remuneration in 2023 are paid based on the BOD's Resolution.

The AC's operating costs in 2023 are in compliance with the Company internal regulations on corporate governance.

IV. THE AUDIT COMMITTEE'S SUPERVISORY RESULTS

The AC's supervisory results are reported as follows:

1. Monitoring compliances:

The AC supervises the BOD's activities through meetings, discussions, review policies and implementation of BOD resolutions; monitors BOM's operation to execute BOD resolutions.

During performing the supervisory duties, the AC has coordinated well with BOD and BOM, the BOM's members and related senior leaders.

1.1 Monitoring of BOD activities:

Strictly comply with Vietnamese laws, especially the Business Law 2020, the Securities Law 2019 and the decrees and circulars promulgating guidelines for the implementation of the law.

Strictly comply with the, the Company's Charter, the Regulation on organization and operation the Board of Directors, Resolutions of the AGSM, the Company internal regulations on corporate governance.

All issues under the authority of the Board of Directors are discussed openly and democratically in the meetings of the Board of Directors.

All resolutions and decisions of the Board of Directors are issued in accordance with the law the Company's Charter, corporate governance principles and are closely monitored during the implementation process.

Closely monitor the activities of the BOM through plans, budgets and KPI.

The members of the Board of Directors, especially the Chairwoman and the Chairman of the Audit Committee, regularly attend BOM Weekly Meeting.

1.2 Monitoring of BOM activities:

BOM closely follows and strictly implements the BOD resolutions.

BOM strictly adheres to the management of the airline's operations in accordance with domestic laws and international standards on aviation.

In 2023, the Audit Committee did not record any unusual evidences in the corporate governance and administration of the Board of Management and the management positions of the Company.

1.3 Transactions with Related Persons

The Audit Committee reviews transactions with related persons under the approval authority of the Board of Directors or the AGSM and makes recommendations on transactions that require approval from the BOD or the AGSM, no conflicts of interest were detected in transactions with related parties.

2. Financial report 2023:

The AC has reviewed the quarter, semi-annual and annual financial statements of 2023 based on the independent auditor's audit reports. The 2023 financial statements have been prepared and presented in accordance with Vietnamese accounting standards (VAS) and current regulations, honestly reflecting the Company's financial, operation and business situation.

3. Internal control system and internal audit activities:

The internal control and risk management system is strictly established through regularly updated processes and regulations and periodic supervision of management, business and operational activities. In 2023, procedures and processes have been automated on software applications to help increase management efficiency.

Audit Committee regularly discusses with Internal Audit on a monthly and quarterly basis to review internal audit reports, focusing on recommendations and plans to overcome related risks and issues. Critical risks and controls, fraud risks, governance issues and other issues necessary or requested by the Executive Board and the Board of Directors;

4. Services provided by independent auditor:

The auditing company PWC conducted auditing 2023 financial statements and completed the task well, fully fulfilling obligations under the audit contract; complied with professional regulations and deadlines, ensured independence and objectivity.

V. COORDINATION ACTIVITIES BETWEEN THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS, BOARD OF MANAGEMENT

Throughout its activities, the Audit Committee has coordinated with and received support from the Board of Directors, Board of Management, and departments within the Company, has received documents and information as requested in a timely and complete manner.

The Audit Committee also regularly provides feedback to the Board of Directors and Board of Management on corporate governance and management.

Above mentioned is the Audit Committee's activity report for 2023. We respectfully submit it to the Annual General Shareholders' Meeting for consideration and approval.

The Audit Committee sincerely thanks the shareholders, Board of Directors, and Board of Management for their trust, support, and cooperation that allowed us to fulfill our duties. We wish the shareholders, members of the Board of Directors, and members of the Board of Management good health, success and happiness. We wish Vietjet Air continued growth and development.

Recipients:

- BOD, BOM;
- Archives: AC.

**ON BEHALF OF THE AC
CHAIRMAN**

[Signed]

Nguyen Anh Tuan



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VIETJET AVIATION JOINT STOCK COMPANY

We have audited the accompanying consolidated financial statements of VietJet Aviation Joint Stock Company ("the Company") and its subsidiaries (together referred to as "the Group") which were prepared on 31 December 2023, and approved by the Board of Management of the Company on 31 March 2024. The consolidated financial statements comprise the consolidated balance sheet as at 31 December 2023, the consolidated income statement and the consolidated cash flow statement for the year then ended, and explanatory notes to the consolidated financial statements including significant accounting policies, as set out on pages 6 to 84.

Responsibility of the Board of Management

The Board of Management of the Company is responsible for the preparation and the true and fair presentation of these consolidated financial statements of the Group in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of consolidated financial statements; and for such internal control which the Board of Management determines is necessary to enable the preparation and presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements and plan and perform the audit in order to obtain reasonable assurance as to whether the consolidated financial statements of the Group are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Auditor's Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2023, its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of consolidated financial statements.

Other Matter

The independent auditor's report is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

For and on behalf of PwC (Vietnam) Limited



Luong Thi Anh Tuyen
Audit Practising Licence No.
3048-2024-006-1
Authorised signatory

Tram Tu Mai Anh
Audit Practising Licence No.
3546-2021-006-1

Report reference number: HCM15416
Ho Chi Minh City, 1 April 2024

**VIETJET AVIATION JOINT
STOCK COMPANY**

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No.: 01 - 24/VJC-HĐQT-TT

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness**

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Ho Chi Minh City, April 05, 2024

PROPOSAL

Re: Approval on the Reports

To: THE GENERAL MEETING OF SHAREHOLDERS 2024

We have listened to the reports of the Board of Directors, the Board of Managements, the Audit Committee, and the Audited Financial Statements for the year 2023.

For the AGM to consider and approve the stated above reports.

Respectfully propose.

Recipient:

- *As above;*
- *Archive: BOD.*

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]

NGUYEN ANH TUAN

No.: 02 - 24/VJC-HĐQT-TT

Ho Chi Minh City, 05 April 2024

PROPOSAL

Re: Profit distribution plan

To: THE GENERAL MEETING OF SHAREHOLDERS 2024

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and related documents;*
- *Law on securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*
- *Charter of Vietjet Aviation Joint Stock Company ("Company");*
- *The Company's 2023 audited business results.*

The Board of Directors ("BOD") proposes to the 2024 General Meeting of Shareholders ("AGM") to approve:

I. Report on the implementation

Pursuant to the Resolution of the AGM No. 01-23/VJC-ĐHĐCĐ-NQ dated April 26, 2023 approving the share issuance plan to pay dividends and the Resolution of the AGM No. 02-23/VJC-ĐHĐCĐ-NQ approving the temporary postponement of the share issuance plan to pay dividends in order to prioritize the private placement plan, Vietjet Aviation Joint Stock Company ("Vietjet") did not pay dividends in 2023 to focus on supplementing the Company's equity capital to improve Vietjet's financial capacity, operating scale and competitiveness; creating a basis for Vietjet's sustainable, safe and effective development after the pandemic and enabling Vietjet to successfully implement sustainable development strategies.

II. Profit distribution plan

The Board of Directors proposes to the 2024 AGM to authorize the Board of Directors, depending on the business situation and market conditions, to implement the 2024 Profit Distribution Plan with payment and (or) advance dividends in shares and (or) cash at a maximum rate of 25% from accumulated undistributed consolidated profits until 2024:

- | | |
|---------------------------------|--------------------|
| - Type of Share: | Common Shares |
| - Denomination: | VND 10,000/share |
| - Number of shares outstanding: | 541,611,334 Shares |
| - Number of treasury shares: | 0 Shares |

- Maximum number of newly issued shares:
(Maximum issuance rate of 20%) 108,322,266 Shares
- Total number of outstanding shares after new share issuance: 649,933,600 shares
- Charter capital after new share issuance: 6.499.336.000.000 VND
- The maximum number of shares after share dividend payment:
(25% share dividend issuance rate) 162,483,400 shares
- Total number of outstanding shares after share dividend payment: 812,417,000 shares
- Charter capital after share dividend payment: 8.124.170.0000.000 VND

III. Proposals to the General Meeting of Shareholders in 2024 for approval the following contents:

1. Approve the 2024 Profit Distribution Plan.
2. Approve the authorization to the Board of Directors, depending on the operation, business situation and market conditions in 2024-2025, to decide all the matters related to the 2024 profit distribution plan, including the time, order of implementation of issuance plans and other related matters.
3. Approve the registration of supplemental charter capital with the competent authorities and the modification of the charter capital in the Company's charter corresponding to actual number of shares issued.
4. Approve supplemental securities registration at Vietnam Securities Depository and Clearing Corporation ("VSDC") and registration of change in company listing at Ho Chi Minh City Stock Exchange ("HSX") to record the entire number of newly issued shares under the above options.
5. By authorizing the Board of Directors and/or the Legal Representative to perform tasks related to the issuance of shares, including but not limited to, the following tasks:
 - a. Carry out necessary procedures to implement the issuance plans, including the modification or supplement (when necessary) of the share issuance plan at the request of the Board of Directors, HSX and other relevant state agencies;
 - b. Carry out procedures and select an appropriate time to register the change in listing at HSX and register supplemental depository at VSDC on the actual number of shares issued under the above options;
 - c. Make adjustments to business registration certificates; and amend relevant provisions in the Company's Charter after the completion of the share issuance to conform to the results of the issuance;
 - d. Other related works so that the Board of Directors can complete the issuance plan.

To submit to the General Meeting of Shareholders for approval of the above-mentioned contents.

Recipients:

- *As above;*
- *Archive: BOD.*

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]

NGUYEN ANH TUAN

**VIETJET AVIATION
JOINT STOCK COMPANY**

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No.: 03 - 24/VJC-HDQT-TT

**SOCIALIST REPUBLIC OF VIETNAM
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Ho Chi Minh City, 05 April 2024

PROPOSAL

Re: The extension of the Employee Stock Ownership Plan - ESOP

To: THE GENERAL MEETING OF SHAREHOLDERS 2024

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam dated 17/06/2020 and related documents;*
- *Law on securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam dated 26/11/2019;*
- *Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of Articles of the Law on securities;*
- *Circular No. 118/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance providing guidance on offering and issuance of securities, tender offer, share repurchase, registration and delisting of public companies;*
- *Charter of Vietjet Aviation Joint Stock Company.*

The Board of Directors ("the BOD") proposes to the General Meeting of Shareholders ("AGM") as follows:

1. Report on the implementation:

Resolution of the General Meeting of Shareholders No. 01-23/VJC-AGM-NQ dated April 26, 2023 approved the employee stock ownership plan of Vietjet Aviation Joint Stock Company with the implementation period in 2023 until the end of 2025. However, in 2022 - 2023, the business situation has not met expectations, the Board of Directors has decided not to implement employee stock ownership plan.

2. Extension on Employee Stock Ownership Plan (ESOP):

2024 is an important milestone for Vietjet's development with the full opening of international routes, including China, India, Kazakhstan and routes expansion projects to Europe and the US,...In the context of a serious shortage of high-quality human resources in the global aviation industry, the Board of Directors deems it necessary to implement the Employee Stock Ownership Plan (ESOP) to recognize the contribution of Vietjet's senior management and employees and promote initiatives, innovation, creativity, high science and technology, digitalization in operation, management, encouraging the working spirit and long-term commitment of Vietjet's employees to contribute to improving business efficiency and sustainable growth of Vietjet.

The Board of Directors would like to propose to the 2024 AGM for approval on the extension of the employee stock ownership plan in 2021 from 2024 to 2026, as follows:

2.1. Employee Stock Ownership Plan

Total number of shares issued to employees: 10,000,000 (Ten million) shares.

- a) Issue price: VND10,000/share
- b) Total issuance value: VND 100,000,000,000 (In words: One hundred billion VND)
- c) Subjects of issue: Vietjet's personnels according to the list approved by the Board of Directors.

- d) Implementation period: from 2024 to 2026 and to issue in several tranches
- e) Number of shares of each issuance: to be decided by The Board of Directors.
- f) Restriction period for transferring shares purchased in each tranche: up to 03 years from the date of completion of each issuance decided by the Board of Directors.
- g) The proceeds received from the number of shares purchased by the employee will not be subject to transfer restrictions.
- h) Method of handling shares if not fully distributed: to be decided by The Board of Directors.
- i) The plan to use the proceeds from the issuance of shares to employees: additional capital for the Company's general operation activities.

2.2. Authorization

To propose to the AGM to authorize the Board of Directors to decide on matters, necessary procedures and works related to the implementation of the plan approved by the AGM until completion, including but not limited to the following tasks:

- a) Decide on the time and order of implementation before or after the implementation of offering/issuance plans;
- b) Adjust and decide on the issuance plan (including the number of shares issued in each tranche, issue price, etc.) to ensure compliance with relevant provisions stipulated in Clause 2.1 in accordance with the actual situation, interests of shareholders, employees and the best value of Vietjet;
- c) Proactively prepare and explain offering dossiers submitted to the State Securities Commission and other authorities. At the same time, adjust the issuance plan, supplement, correct and complete dossiers at the request of the State Securities Commission and other authorities to ensure compliance with relevant provisions in Clause 2.1;
- d) Select an appropriate time to implement the issuance plan to ensure that the issuance is legally carried out, in accordance with regulations, actual situation and Vietjet's plans;
- e) Select a securities company as an agent to conduct employee stock ownership plan according to regulations;
- f) Decide on regulations, criteria, list of personnels entitled to buy shares, the specific number of shares each individual may buy and handling of undistributed shares;
- g) Determine the supplemental charter capital, carry out procedures to amend and supplement Vietjet's enterprise business registration with the new charter capital after completing the share issuance;
- h) Amend the terms and contents related to charter capital and shares in the Charter of the company after completing the share issuance;
- i) Carry out procedures for registration of charter capital with the Hanoi Department of Planning and Investment after completing each share issuance;
- j) Carry out supplemental depository registration of the number of shares issued at Vietnam Securities Depository and Clearing Corporation ("VSDC") and supplemental listing at the Ho Chi Minh Stock Exchange (HOSE) according to the actual results of each issuance;
- k) Decide and implement all necessary matters and procedures related to the issuance of shares of Vietjet to employees.

Respectfully propose to the AGM for consideration and approval.

Recipients:

- *As above;*
- *Save: BOD.*

**ON BEHALF OF BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]

NGUYEN ANH TUAN

**VIETJET AVIATION JOINT
STOCK COMPANY**

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No.: 04-24/VJC-HĐQT-TT

SOCIALIST REPUBLIC OF VIETNAM**Independence - Freedom – Happiness**

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*Ho Chi Minh City, April 5, 2024***PROPOSAL***Re: Plan for the new share offering***To: THE GENERAL MEETING OF SHAREHOLDERS 2024*****Pursuant to:***

- *Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and related documents;*
- *Law on Securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of contents on securities offering, issuance, public bid, share repurchase, and company registration public and cancel the status of a public company;*
- *Charter of Vietjet Aviation Joint Stock Company;*
- *Vietjet's capital needs according to 2024 business plan.*

The Board of Directors (“BOD”) would like to propose to the 2024 Annual General Meeting of Shareholders (“GMS 2023”) to approve the Plan for the new share offering as follows:

To approve the Company's offering of new shares with the type of ordinary shares and/or dividend preference shares with the total number of shares arising not exceeding 20% of outstanding shares at the time of offering and in accordance with the plan of offering each type of Share and depending on the Company's capital demand and the most favorable market conditions.

1. Method of offering dividend preference shares

- (i) Method of offering: Private placement of shares
- (ii) Plan to use capital from the proceeds from the offering: To structure debts, supplement liquidity and working capital for Vietjet's business activities.

Use of proceeds	Proportion (%)
Strengthening of liquidity and working capital for business operations	50%
Payment of due principal and interest	50%
Total	100%

- (iii) Type of shares offered: Dividend preference shares
- (iv) Par value of shares: 10,000 VND per share

- (v) Number of offering: once or many times
- (vi) Time of offering: Expected in 2024 to before the 2025 Annual General Meeting of Shareholders, after being approved by the Securities Commission
- (vii) The offering price and the principle of determining the offering price: The offering price is not lower than the Market Price at the date of issue. To authorize the Board of Directors to decide the specific offering price.
- (viii) Investor selection criteria: Professional securities investors who meet the conditions prescribed by law.
- (ix) Number of Investors: No more than 5 Professional Securities Investors.
- (x) Number of shares to be offered for sale: It is expected not to exceed 20% of the total number of shares outstanding at the time of offering. Authorize the Board of Directors to decide on the total number of specific shares to be offered and the quantity for each Strategic Investor, Professional Securities Investor.
- (xi) Transfer Restriction: Dividend preference shares are restricted from being transferred within 1 year to Professional Securities Investors from the date of completion of the offering.
- (xii) Fixed dividend of Preference Shares:
From 6% - 8%/year on the issuance value decided by the Board of Directors.
Term of Preferred Shares: no more than 5 years.
Fixed Dividends of Dividend Preference Shares will be canceled after such Dividend Preference Shares are converted into Ordinary Shares.
- (xiii) Voting rights: Preference Share Investors do not have voting rights
- (xiv) Conversion right: Investors Non-voting dividend preference shares Conversion right
Preference Shares are convertible into Common Shares at the discretion of the Preferred Shareholder after 2 years from the date of completion of the Preference Share offering and before 5 years is the maximum term by which Investors in Preference Shares must be converted into Common Shares.
- (xv) Redemption right: The issuer has the right to redeem part or all of the preferred shares after 12 months from the date of completion of the offering at a repurchase price determined by the Board of Directors at the time of redemption and the redemption price.
- (xvi) Conversion price from Dividend Preferred Shares to Common Shares: Authorizing the Board of Directors to decide at a price higher than the market at the conversion date.
- (xvii) Plan to use capital from the offering: To authorize the Board of Directors to decide specifically each item according to item (ii) above and specifically the amount of each offering.
- (xviii) Plan to ensure the offering meets the foreign ownership ratio: The General Meeting of Shareholders authorizes the Board of Directors to develop a plan to offer preference shares to meet the foreign ownership ratio and to ensure the conversion of Preferred shares into ordinary shares to meet the foreign ownership ratio.
- (xix) Commitment to put securities into trading on the organized stock market: After completing the offering, the General Meeting of Shareholders approved and authorized the Board of Directors to carry out the procedures. To register additional securities at Vietnam Securities Depository and Clearing Corporation or a competent authority equivalent to the entire number of Convertible Dividend Preferred Shares according to the actual results of the offering and the number of Ordinary Shares converted from Preferred Shares at the request of shareholders;

Register to list additional securities at the Ho Chi Minh City Stock Exchange with the number of Ordinary Shares converted from Preferred Shares at the request of shareholders.

- (xx) Approving the change of charter capital: To approve the procedures for adjusting the Certificate of Business Registration related to the change of charter capital according to the actual results of the offering at the Hanoi Department of Planning and Investment after the official dispatch of the State Securities Commission on the receipt of the Report on full release.

2. Plan for offering Ordinary Shares

- (i) Method of offering: Private placement of shares
- (ii) Plan to use capital from the proceeds from the offering: To structure debts, supplement liquidity and working capital for Vietjet's business activities.

Use of proceeds	Proportion (%)
Strengthening of liquidity and working capital for business operations	50%
Payment of due principal and interest	50%
Total	100%

- (iii) Type of shares to be offered: Ordinary shares
- (iv) Par value of shares: 10,000 VND per share
- (v) Number of offers: once or many times
- (vi) Time of offering: Expected in 2024 to before the 2025 Annual General Meeting of Shareholders and after being approved by the Securities Commission.
- (vii) The offering price and the principle of determining the offering price: The offering price is not lower than the Book value per share according to the most recent audited consolidated financial statements of the Company. To authorize the Board of Directors to decide the specific offering price.
- (viii) Investor selection criteria: (i) Strategic investors are domestic and foreign organizations or individuals with financial potential and/or specialized capacity in air transport and/or experience in the field of trade and finance of aircraft and/or have solutions for applying science and technology; (ii) Professional securities investors.
- (ix) Number of offering shares: Be expected not to exceed 20% of the total amount in circulation at the time of the equivalent offering. To authorize the Board of Directors to decide on the total number of specific shares to be offered and the quantity for each Strategic Investor, Professional Securities Investor.
- (x) Transfer Restriction: New issued common shares are subject to transfer restriction within 3 years for Strategic Investors, and/or within 1 year for Professional Securities Investors from the date of completion of the offering.
- (xi) After completing the offering, the General Meeting of Shareholders approves and authorizes the Board of Directors to carry out the procedures. Register additional securities at Vietnam Securities Depository and Clearing Corporation according to the actual results of the offering of ordinary shares. Register to list additional securities at the Ho Chi Minh City Stock Exchange with the number of ordinary shares converted from preferred shares at the request of shareholders.

- (xii) Approval of the change of charter capital: Approving the procedures for adjusting the Certificate of Business Registration related to the change of charter capital according to the actual results of the offering at the Hanoi Department of Planning and Investment after receiving the official letter of the State Securities Commission on the full receipt of the Report on issuance result.

3. To propose the General Meeting of Shareholders in 2024 for approval the following contents

To propose to the General Meeting of Shareholders in 2023 to authorize the Board of Directors of the Company and approve the Board of Directors to re-authorize the Chairman of the Board of Directors or the legal representative to perform the work related to the offering as follows:

- (i) To decide on the time of the offering, order of implementation before or after the implementation of offering/issuance plans, the offering/issuance plan, the offering price, the number of offers, the detailed capital use plan ,and/or the signing, delivery and execution of translation documents, contracts and agree to implement plans for offering/issuing new shares, ensuring timely mobilization of capital for the company's business activities according to; (02) Plans approved by the General Meeting of Shareholders;
- (ii) To supplement or amend the plan to offer new shares and the plan to use capital at the request of the State Securities Commission and/or for the purpose of complying with the provisions of the Laws;
- (iii) To approve the application file for offering Ordinary Shares and/or Dividend Preferred Shares to Investors;
- (iv) To negotiate and decide on the specific transaction conditions and terms of the issuance of new shares and sign and execute relevant agreements, contracts and documents;
- (v) To develop and implement a plan to convert dividend preference shares into ordinary shares according to the principles approved by the General Meeting of Shareholders;
- (vi) To approve and carry out necessary tasks and procedures to ensure that the foreign investor ownership ratio is consistent with the provisions of the Laws;
- (vii) To decide on the settlement plan for shares of the offering that are not fully distributed (if any);
- (viii) To carry out the procedures to change the content of the Company's business registration related to the change of charter capital according to the actual results of the offering of Ordinary Shares or Dividend preference shares offered for sale with the Hanoi Department of Planning and Investment after the State Securities Commission has notified in writing of the receipt of the report on the results of the offering;
- (ix) To carry out the procedures, work and choose an appropriate time to register for additional securities listing at the Ho Chi Minh City Stock Exchange for the number of ordinary shares to be issued and or converting from dividend preference shares at the request of shareholders;
- (x) To decide and perform other matters related to private placement of Ordinary Shares and/or Dividend Preferred Shares, plans to convert and/or redeem Dividend Preferred Shares on the basis of implementing relevant contents on the basis of conformity with the provisions of Laws.

The Board of Directors proposes to the General Meeting of Shareholders to approve.

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

Recipient:

- *As above;*
- *Archive: BOD.*

[Signed]

NGUYEN ANH TUAN

**VIETJET AVIATION JOINT
STOCK COMPANY**

--- ☸ ---

No.: 05- 24/VJC-HĐQT-TT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

--- ☸ ---

Ho Chi Minh City, April 05, 2024

PROPOSAL

Re: Authorization to the BOD in appointing independent auditing firm for 2024

To: THE GENERAL MEETING OF SHAREHOLDERS 2024

The Board of Directors (BOD) hereby would like to seek for the AGM's approval on the AGM's authorization to the BOD in appointing the Auditor for Half-year audited Financial statements and Year-end audited Financial statements 2024 with the below proposed list:

- KPMG Vietnam Company Limited (KPMG);
- Deloitte Vietnam Audit Company Limited (Deloitte);
- PricewaterhouseCoopers Vietnam Company Limited (PwC);
- Ernst & Young Vietnam Company Limited (E&Y).

The 04 above companies are the top-tier four Auditing firms and have been approved by the State Securities Commission of Vietnam to perform auditing service for publicly-listed companies, they are independent with the Company as well as Company's key personnels.

For the AGM's consideration and approval.

Respectfully propose.

Recipients:

- *As above;*
- *Archive: BOD.*

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]

NGUYEN ANH TUAN

PROPOSAL

Re: Total remuneration and budget for the Board of Directors in 2024

To: THE GENERAL MEETING OF SHAREHOLDERS 2024

Based on the company's actual business operations, the Board of Directors ("BOD") hereby respectfully proposes to the AGM to approve on the remuneration, allowance and expenses for the BOD in the year of 2024 as follows:

- Remuneration, allowance and expenses for BOD in 2024:

Unit: VND

No.	Contents	Amount
1	The BOD's remuneration	5.000.000.000
2	The BOD's operating expenses	5.000.000.000
3	Social charity and community funds	5.000.000.000
Total		15.000.000.000

- The AGM authorizes the BOD's Chairwoman to decide on details of payment, and amount for each member of the BOD.

For AGM's consideration and approval.

Respectfully propose.

Recipients:

- *As above;*
- *Archive: BOD.*

ON BEHALF OF THE BOARD OF DIRECTORS

AUTHORIZED BY CHAIRWOMAN

VICE CHAIRMAN

[Signed]

NGUYEN ANH TUAN

PROPOSAL

*Re: Authorization of the Board of Directors to decide on a number of issues within the
General Meeting of Shareholders' authorities*

To: THE GENERAL MEETING OF SHAREHOLDERS 2024

In order to ensure the flexibility, efficiency in the Board of Directors ("**BOD**")'s governance towards business, investment activities of Vietjet Aviation Joint Stock Company ("**the Company**") in between the two General Meetings of Shareholders ("**AGM**"), the Board of Directors now respectfully proposes to the AGM to consider to assign to the BOD the right to decide and implement a number of tasks under the authorities of the AGM which is in accordance with the laws and the Company's current Charter, including specifically:

1. The decision to invest or sell assets with a value equal or greater than 50% (fifty percent) of the total asset value being published in the Company's most recent Financial statements at the time of investing or selling assets;
2. The decision to participate in a transaction or group of transactions with the total transactional value incurred within 12 (twelve) months, starting from the first day of the initial transactions with the Related Person of at least 30% (thirty percent) of the total assets value being published in the Company's latest Financial statements;
3. The decision to enter into borrowing contracts, transactions, loans, guarantees and sale of assets that has a value greater than 10% (ten percent) of the Company's total assets value being published in the most recent Financial statements ***between the Company and Shareholders owning at least 51% (fifty-one percent) of the total number of Voting Shares or Related Persons of that Shareholder;***

The Board of Directors has an obligation to carefully perform the assigned scopes of work for the benefits of the Shareholders and the Company, to take accountability for completing the work and reporting all the works performed in details to the Shareholders in the latest AGM.

Respectfully proposes.

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]

NGUYEN ANH TUAN

**VIETJET AVIATION
JOINT STOCK COMPANY**

--- --- ๐๐๐๐

No.: 08 - 24/VJC-HDQT-TT

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

--- --- ๐๐๐๐

Ho Chi Minh City, April 05, 2024

PROPOSAL

Re: Approval of the Operation Regulation of the Board of Directors

To: THE GENERAL MEETING OF SHAREHOLDERS 2024

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam dated 17/06/2020 and related documents;*
- *Law on securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam dated 26/11/2019;*
- *Decree No. 155/2020/ND-CP dated 31/12/2020 of elaboration on some articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC guiding the implementation of some articles on administration of public companies the Decree No. 155/2020/ND-CP;*
- *The current charter of Vietjet Aviation Joint Stock Company.*

The Board of Directors of Vietjet Aviation Joint Stock Company would like to propose to the General Meeting of Shareholders 2024 to approve the Operation Regulations of the Board of Directors with the content of the Draft Regulation attached to this proposal.

Respectfully propose to the General Meeting of Shareholders for approval.


Recipients:

- *As above;*
- *Archive: BOD.*

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]


NGUYEN ANH TUAN

 Hội đồng Quản trị <i>Board of Directors</i>	QUY CHẾ TỔ CHỨC VÀ HOẠT ĐỘNG <i>ORGANIZATION & OPERATIONS REGULATION</i>	Số:.....-24/VJC-HĐQT-QC <i>No:.....-24/ VJC-HĐQT-QC</i>
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KIỂM TRA VÀ PHÊ DUYỆT <i>CHECK AND APPROVAL</i>

Cấp trình/ Phê duyệt <i>Issued/ Approval</i>	Chức danh và Họ tên <i>Position and Name</i>	Chữ ký <i>Signature</i>	Ngày <i>Date</i>
Đơn vị Ban hành <i>Issuing Division</i>	Hội đồng Quản trị <i>BOD</i>		
Phê duyệt của Lãnh đạo <i>Approval of BOD</i>	Chủ tịch Hội đồng Quản trị <i>BOD Chairwoman</i>		
	Nguyễn Thị Phương Thảo		

 Hội đồng Quản trị <i>Board of Directors</i>	QUY CHẾ TỔ CHỨC VÀ HOẠT ĐỘNG ORGANIZATION & OPERATIONS REGULATION	Số: ...-24/VJC-HĐQT-QC <i>No: ...-24/ VJC-HĐQT-QC</i>
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XÁC NHẬN CỦA ĐƠN VỊ THAM GIA XÂY DỰNG TÀI LIỆU CONFIRMATION OF CONTRIBUTORS


STT <i>No.</i>	Đơn vị <i>Department</i>	Họ tên <i>Name</i>	Chữ ký <i>Signature</i>	Thời gian <i>Date</i>

CHỈNH SỬA TÀI LIỆU RECORD OF REVISIONS

STT <i>No.</i>	Ngày hiệu lực <i>Effective date</i>	Vị trí <i>Position</i>	Nội dung chỉnh sửa <i>Contents revised</i>

DANH SÁCH PHÂN PHỐI LIST OF DISTRIBUTIONS

STT <i>No.</i>	Nơi nhận <i>Receiver</i>	Ghi chú <i>Notes</i>
1	Văn phòng Hội đồng Quản trị / <i>BOD Office</i>	
2	Ban Điều hành / <i>BOM</i>	


 Hội đồng Quản trị <i>Board of Directors</i>	QUY CHẾ TỔ CHỨC VÀ HOẠT ĐỘNG ORGANIZATION & OPERATIONS REGULATION	Số:.....-24/VJC-HĐQT-QC No:.....-24/ VJC-HĐQT-QC
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- Căn cứ Luật Chứng khoán ngày 26 tháng 11 năm 2019;
Pursuant to the Law on Securities dated November 26, 2019
- Căn cứ Luật Doanh nghiệp ngày 17 tháng 6 năm 2020;
Pursuant to the Law on Enterprises dated June 17, 2020;
- Căn cứ Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán;
Pursuant to the Decree No. 155/2020/ND-CP dated December 31, 2020 issued by the Government on elaboration of some articles of the Law on securities
- Căn cứ Thông tư số 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ trưởng Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán;
Pursuant to the Dispatch No. 116/2020/TT-BTC dated December 31, 2020 issued by the Ministry of Finance on guidelines for implementation of some articles on administration of public companies in the government's decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the Law on securities;
- Căn cứ Điều lệ Công ty cổ phần Hàng không Vietjet;
Pursuant to the current Charter of Vietjet Aviation Joint Stock Company;
- Căn cứ Nghị quyết Đại hội đồng cổ đông số ...-24/VJC-ĐHĐCĐ-NQ ngày ... tháng ... năm 2024.
Pursuant to the Resolution No. ...-24/VJC-ĐHĐCĐ-NQ dated ..., issued by the General Meeting of Shareholder.

Hội đồng Quản trị ban hành Quy chế hoạt động của Hội đồng Quản trị của Công ty cổ phần Hàng không Vietjet, bao gồm các nội dung sau:
The Board of Directors promulgates the Internal Regulations On Company Administration of Vietjet Aviation Joint Stock Company, including the following contents:

CHƯƠNG I. QUY ĐỊNH CHUNG **CHAPTER I. GENERAL PROVISIONS**

Điều 1. Mục đích và phạm vi điều chỉnh **Article 1. Purpose and scope of regulation**

1. Quy chế hoạt động của Hội đồng Quản trị (“**Quy chế**”) được xây dựng và ban hành theo quy định của pháp luật doanh nghiệp, pháp luật chứng khoán, Điều lệ và các quy định pháp luật có liên quan đến việc tổ chức và hoạt động của Hội đồng Quản trị của Công ty.
*Regulations on operation of the Board of Directors (BOD) (“**Regulation**”) are formulated and issued in accordance with the Laws on Enterprises, the Law on*

 Hội đồng Quản trị Board of Directors	QUY CHẾ TỔ CHỨC VÀ HOẠT ĐỘNG ORGANIZATION & OPERATIONS REGULATION	SỐ:.....-24/VJC-HĐQT-QC No:.....-24/ VJC-HĐQT-QC
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Securities, the Charter and relevant regulations on organization and operation of the Board of Directors of the Company.

- Quy chế này quy định cụ thể hóa (i) chức năng, nhiệm vụ, quyền hạn và trách nhiệm của Hội đồng Quản trị, quy trình, thủ tục, phương thức phối hợp hoạt động trong Hội đồng Quản trị; (ii) Quyền, nghĩa vụ và những chuẩn mực về hành vi, đạo đức nghề nghiệp của các thành viên Hội đồng Quản trị.
This Regulation stipulates (i) the fuctions, right and responsibilities, process, procedure and method for coordination within the Board of Directors (“BOD”); (iii) Rights and responsibilities, standards of conduct, professional ethics of the members of the BOD.
- Quy chế này áp dụng với Hội đồng Quản trị, thành viên Hội đồng quản trị.
This regulation is applied to the Board of Directors, members of the Board of Directors.
- Quy chế này được áp dụng trên nguyên tắc tuân thủ pháp luật và Điều lệ Công ty. Trong trường hợp có sự mâu thuẫn giữa Quy chế này với pháp luật, Điều lệ Công ty thì quy định của pháp luật được ưu tiên áp dụng, sau đó đến Điều lệ Công ty.
This Regulation is applied in compliance with the Law and the Company Charter. If there is any conflict between this Regulation and the Law, the Company Charter, the provisions of the Law shall first prevail and then the Company Charter.

Điều 2. Giải thích thuật ngữ

Article 2. Definitions

- Trừ trường hợp Quy chế rõ ràng quy định khác, Các thuật ngữ sử dụng trong Quy chế này sẽ được hiểu theo nghĩa thông nhất đã được pháp luật hoặc Điều lệ Công ty định nghĩa.
Unless the Regulation clearly stated otherwise, the terms in this Regulation shall have the same meaning as defined by Law and by the Company Charter.
- Nhằm mục đích giải thích cho Quy chế này, các thuật ngữ sau đây có nghĩa như sau:
In order to clarify this Regulation, the following terms shall have their respect meaning as follows:
 - “**Quản trị công ty**” là tổng hợp cách thức tổ chức, điều hành và kiểm soát các hoạt động diễn ra trong Công ty thông qua hệ thống các luật lệ, nguyên tắc, quy trình nội bộ và việc thực thi các quy định đó nhằm định hướng Công ty đạt được các mục tiêu kinh doanh đã được Đại hội đồng Cổ đông phê duyệt Hội đồng Quản trị.
“Corporate Governance” is a mixed method for organizing, managing and controlling all the activities happenning within the Company throughthe system of internal rules, principles, internal processes and the implementation of such provisions to direct the

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Company to achieve the business goals which have been approved by the General Meeting of Shareholders.

- b. **“Công ty”** là Công ty Cổ phần Hàng không Vietjet.
“Company” is Vietjet Aviation Joint Stock Company
- c. **“Cán bộ quản lý”** có nghĩa là Tổng Giám đốc, Giám đốc Điều hành, các Phó Tổng Giám đốc, Thành viên Ban Điều hành, Kế toán trưởng, các Giám đốc, Trưởng phòng hoặc chức danh tương đương Trưởng phòng, Người phụ trách Quản trị công ty và các vị trí quản lý khác mà Hội đồng Quản trị xác định là những vị trí quản lý trong Công ty.
“Senior Leader” include the General Director (CEO), Managing Director, Deputy General Directors (Vice Presidents), member of the BOM, Chief Accountant, Head of Department, Administrators and other managerial positions determined by the BOD.
3. Trong Quy chế này, các tham chiếu tới một quy định của pháp luật, Điều lệ sẽ bao gồm cả những sửa đổi, bổ sung hoặc thay thế quy định đó.
In this regulation, references to a provision of law or the Charter shall include its amendments, supplements, or replacement of such provision..

Điều 3. Nguyên tắc quản trị Công ty **Article 3. Principles for corporate governance**

Quản trị Công ty phải bảo đảm tuân thủ đồng thời các nguyên tắc sau đây:
Corporate governance must ensure simultaneous compliance with the following principles:

1. Tuân thủ Pháp luật và Điều lệ Công ty.
Comply with the Laws and Company Charter.
2. Làm việc tập thể và quyết định theo đa số.
Work as a team and make decisions basing on majority votes.
3. Đảm bảo hoạt động công bố thông tin và tính minh bạch.
Ensure the information disclosure and transparency.
4. Đảm bảo trách nhiệm báo cáo, giải trình và chịu trách nhiệm trước Đại hội đồng cổ đông.
Ensure the responsibility of reporting, explanation, and accountability for GMS.
5. Đảm bảo tính độc lập, trung thực, cẩn trọng, minh bạch và chịu trách nhiệm cá nhân của từng thành viên Hội đồng Quản trị.
Ensure the indenpendence, honesty, prudence, transparent and personal responsibility of each BOD members.

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- Đảm bảo Công ty có cơ cấu quản trị hợp lý.
Ensure a reasonable governance structure.
- Đảm bảo hiệu quả hoạt động của Hội đồng quản trị.
Ensure the performance of the Board of Directors.
- Đảm bảo đối xử công bằng giữa các Cổ đông.
Ensure the equal rights between the shareholders.

CHƯƠNG II. HỘI ĐỒNG QUẢN TRỊ VÀ THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ **CHAPTER II. THE BOARD OF DIRECTORS (BOD) AND MEMBERS OF THE BOD**

Điều 4. Hội đồng Quản trị **Article 4. The Board of Directors**

- Hội đồng Quản trị của Công ty sẽ có từ 5 (năm) đến 11 (mười một) thành viên. Số lượng thành viên Hội đồng Quản trị của từng nhiệm kỳ sẽ do Đại hội đồng Cổ đông quyết định.
The number of members of the BOD shall be from 5 (five) to 11 (eleven). The specific number in each Term will be decided by the GMS.
- Hội đồng Quản trị phải bảo đảm số lượng thành viên là thành viên độc lập Hội đồng Quản trị tuân thủ quy định của pháp luật chứng khoán.
The BOD shall ensure the number of independent member in the BOD in compliance with the Laws on securities.
- Đứng đầu Hội đồng Quản trị là Chủ tịch Hội đồng Quản trị. Chủ tịch Hội đồng Quản trị được các thành viên Hội đồng Quản trị bầu theo quy định tại Điều lệ Công ty. Chủ tịch Hội đồng Quản trị không được kiêm nhiệm chức danh Tổng Giám đốc của Công ty.
The BOD is headed by the Chairperon who is elected by members of the BOD in accordance with the Charter. Chairperson of the Board of Directors cannot concurrently hold the title of CEO of the Company.
- Hội đồng Quản trị thành lập các uỷ ban để hỗ trợ hoạt động của Hội đồng Quản trị, bao gồm Ủy ban Kiểm toán, Ủy ban Chiến lược và Đầu tư, Ủy ban Tổ chức và Nhân sự, Ủy ban An toàn và An ninh hàng không, và các uỷ ban đặc biệt khác theo yêu cầu của hoạt động Công ty trong từng thời kỳ.
The Board of Directors set up the committees to support the operation of the Board of Directors, including the Audit Committee, the Strategy and Investment Committee, the Organization and Personnel Committee, the Aviation Safety and Security Committee,

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and other special committees for meeting the request of Company's operation from time to time.

- Thực hiện các quyền hạn, nghĩa vụ, và trách nhiệm của Hội đồng Quản trị theo Điều 28 của Điều lệ Công ty.

Implementation of rights, obligations and responsibilities of the BOD according to Article 28 of Company Charter.

Hội đồng Quản trị phải tuân thủ đầy đủ các quy định của pháp luật, Điều lệ Công ty trong việc thực hiện các quyền hạn và trách nhiệm của Hội đồng Quản trị.

The Board of Directors must comply with the applicable law, the Charter in exercising its rights and obligations.

Điều 5. Thành viên Hội đồng Quản trị

Article 5. Members of the Board of Directors

- Thành viên Hội đồng quản trị là những người đủ điều kiện đảm nhận chức danh này theo quy định Điều lệ Công ty. Thành viên Hội đồng Quản trị có thể không phải là cổ đông của Công ty.

Member of the Board of Directors are person who is eligible to this position in accordance with the Charter. Members of the Board of Directors may not be a Shareholder of the Company.

- Thành viên Hội đồng Quản trị là người được Đại hội đồng Cổ đông bầu trên cơ sở đề cử hoặc tự ứng cử của Cổ đông theo quy định tại Điều lệ.


Members of the Board of Directors shall be elected by the GMS based on the nomination or self-nomination of Shareholders.

- Nhiệm kỳ của thành viên Hội đồng Quản trị không quá 05 (năm) năm và có thể được bầu lại với số nhiệm kỳ không hạn chế. Một cá nhân chỉ được bầu làm thành viên độc lập Hội đồng Quản trị của Công ty không quá 02 (hai) nhiệm kỳ liên tục.

The term of member the Board of Directors shall not exceed 05 (five) years and may be re-elected without limitation on the number of term. An individual can only be elected as an independent member of the Board of Directors no more than two (02) consecutive terms.

- Thành viên Hội đồng Quản trị có đầy đủ các quyền theo quy định của pháp luật và Điều lệ Công ty, trong đó có quyền được cung cấp các thông tin, tài liệu về tình hình tài chính, hoạt động kinh doanh của công ty và của các Phòng, Ban, Đơn vị trong Công ty.

Members of the Board of Directors fully have the rights according to the provisions of the applicable law and the Company Charter on requesting the information and

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documents relating to the financial situation and business operations of the Company or its Departments.

5. Thành viên Hội đồng Quản trị có nghĩa vụ theo quy định tại Điều lệ công ty và các nghĩa vụ sau:
Members of the Board of Directors shall be responsible:
 - a. Thực hiện các nhiệm vụ của mình một cách trung thực, cẩn trọng vì lợi ích cao nhất của cổ đông và của Công ty;
Perform his/her duties in an honest and prudent manner for the best interests of the Shareholders and those of the Company;
 - b. Tham dự đầy đủ các cuộc họp của Hội đồng Quản trị và có ý kiến về các vấn đề được đưa ra thảo luận;
Attend all meetings of the Board of Directors and comment on the raised issues;
 - c. Báo cáo kịp thời, đầy đủ với Hội đồng Quản trị các khoản thù lao nhận được từ các công ty con, công ty liên kết và các tổ chức khác;
Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;
 - d. Báo cáo Hội đồng Quản trị tại cuộc họp gần nhất các giao dịch giữa Công ty, công ty con, công ty khác do Công ty nắm quyền kiểm soát trên 50% trở lên vốn điều lệ với thành viên Hội đồng Quản trị và những người có liên quan của thành viên đó; giao dịch giữa Công ty với công ty trong đó thành viên Hội đồng Quản trị là thành viên sáng lập hoặc là người quản lý doanh nghiệp trong thời gian 03 năm gần nhất trước thời điểm giao dịch;
Inform the Board of Directors during the nearest meeting of transactions between the company, subsidiary companies and companies over 50% charter capital of which is held by the public company with members of the Board of Directors and their related persons; transactions between the company with companies whose founders or executive officers are members of the Board of Directors over the last 03 years from the transaction date;
 - e. Thực hiện công bố thông tin khi thực hiện giao dịch cổ phiếu của Công ty theo quy định của pháp luật.
Disclose information when trading the company's shares as prescribed by law
6. Thành viên độc lập Hội đồng Quản trị phải lập báo cáo đánh giá về hoạt động của Hội đồng Quản trị.
Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

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Điều 6. Điều kiện thành viên Hội đồng Quản trị
Article 6. General requirements for members of the BOD

1. Thành viên Hội đồng Quản trị của Công ty không được đồng thời là thành viên Hội đồng Quản trị tại quá 05 (năm) công ty khác.
Members of the Board of Directors cannot concurrently be member of the Board of Directors in more than 05 (five) companies.
2. Thành viên Hội đồng Quản trị phải đáp ứng các điều kiện và cần có các phẩm chất, năng lực sau đây:
Member of the BOD should meet requirements and own the following personal qualities:
 - a. Không thuộc những đối tượng không có quyền thành lập và quản lý doanh nghiệp.
Not to be a person banned from establishing and managing enterprises.
 - b. Hội đủ những năng lực chuyên môn hoặc kỹ năng cần thiết để thực thi các nhiệm vụ của một thành viên Hội đồng Quản trị.
Fully qualified with required knowledges and skill for carrying out all the responsibilities of a member of the Board of Directors.
 - c. Có khả năng tổ chức và điều hành hoạt động kinh doanh của Công ty.
Having the abilities to organize and manage the business of the Company.
 - d. Có sức khỏe và đạo đức tốt.
Having a good health.
 - e. Có tư chất lãnh đạo, liêm chính, có trách nhiệm, và nhận được sự tin tưởng của các cổ đông, các thành viên khác trong Hội đồng Quản trị, các Cán bộ quản lý, và nhân viên của Công ty;
Having the leadership, integrity, responsibility, owning trust of other members of the Board of Directors, Senior Leaders, and employees;
 - f. Có khả năng cân bằng lợi ích của tất cả các bên có quyền lợi liên quan và đưa ra những quyết định hợp lý;
Having ability to balance the interests of all related parties and make a reasonable decision;
 - g. Có kinh nghiệm chuyên môn và trình độ học vấn cần thiết để hoạt động một cách có hiệu quả;
Having the necessary professional experience and education to operate the Company effectively;
 - h. Có kinh nghiệm kinh doanh quốc tế, am hiểu các vấn đề địa phương, hiểu biết về thị trường, sản phẩm và đối thủ cạnh tranh;
Having international business experience, understanding local issues, market, Company's products/services and those of competitors;

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- i. Có khả năng áp dụng kiến thức và kinh nghiệm đề ra các giải pháp thực tiễn.
Having ability to transfer knowledge and experience to practical solutions;
 - j. Có kỹ năng giao tiếp tốt.
Having good communication skill.
3. Ngoài các điều kiện, yêu cầu đối với thành viên Hội đồng Quản trị, thành viên độc lập Hội đồng Quản trị phải đáp ứng thêm các yêu cầu sau:
Besides the conditions, requirements applied to the member of the BOD, the independent member of the Board of Directors shall meet the following requirements:
- a. Không phải là người đang hưởng lương, thù lao từ Công ty, trừ các khoản phụ cấp mà thành viên Hội đồng Quản trị được hưởng theo quy định;
Not to be a person benefited from Company's payment under the form of salaries and/or remuneration, except for the allowances that a members of the Board of Directors is allowed to enjoy;
 - b. Không phải là người có vợ hoặc chồng, cha đẻ, cha nuôi, mẹ đẻ, mẹ nuôi, con đẻ, con nuôi, anh ruột, chị ruột, em ruột là cổ đông lớn của Công ty hoặc là người quản lý của Công ty hoặc công ty con của Công ty;
Not to be a person whose spouse, birth father, adopted father, birth mother, adopted mother, birth child, adopted child, birth brother, sister, or brother are a Major Shareholder of the Company; a Senior Leader of the Company or its subsidiary;
 - c. Không phải là người đang làm việc cho Công ty, công ty mẹ hoặc công ty con của Công ty; không phải là người đã từng làm việc cho Công ty, công ty mẹ hoặc công ty con của Công ty ít nhất trong 03 (ba) năm liên trước đó;
Not to be an employee of the Company, its parents, or its subsidiary; not to be a person who has worked for the Company, its parents, or its subsidiary for at least 03 (three) consecutive preceding years;
 - d. Không phải là người đã từng làm thành viên Hội đồng Quản trị của công ty ít nhất trong 05 (năm) năm liên trước đó; trừ trường hợp được bổ nhiệm liên tục 02 (hai) nhiệm kỳ.
Not to be a person who has been a member of the Board of Directors for at least 05 (five) consecutive preceding years, except for the case of being appointed continuously for 02 (two) consecutive terms.
 - e. Không phải là người trực tiếp hoặc gián tiếp sở hữu ít nhất 01% (một phần trăm) tổng số Cổ phần có quyền biểu quyết của Công ty.
Not to be a person directly or indirectly owning at least 01% (one percent) of the total number of voting Shares of the Company.
4. Thành viên độc lập Hội đồng Quản trị phải thông báo với Hội đồng Quản trị về việc không còn đáp ứng đủ các tiêu chuẩn và điều kiện quy định tại khoản 3 Điều này và đương nhiên không còn là thành viên độc lập Hội đồng Quản trị kể từ ngày không đáp ứng đủ các tiêu chuẩn và điều kiện.

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The independent member of the BOD must notify the BOD when no longer meet the conditions specified in clause 3 of this Article and by default no longer being a independent member of the BOD from the date of failure to meet the conditions.


5. Hội đồng Quản trị phải thông báo trường hợp thành viên độc lập Hội đồng Quản trị không còn đáp ứng đủ các tiêu chuẩn và điều kiện tại cuộc họp Đại hội đồng Cổ đông gần nhất hoặc triệu tập họp Đại hội đồng Cổ đông để bầu bổ sung hoặc thay thế thành viên độc lập Hội đồng quản trị trong thời hạn 06 (sáu) tháng kể từ ngày nhận được thông báo của thành viên độc lập Hội đồng Quản trị có liên quan.

The BOD must notify the case that the independent members of the BOD no longer meet the conditions at the nearest General Meeting or call a GMS for additional or replacement election of independent members of the BOD within 06 (six) months from the date of receipt of notice of the independent member of the BOD concerned.

Điều 7. Đề cử, ứng cử, bầu, miễn nhiệm và bãi nhiệm thành viên Hội đồng Quản trị

Article 7. Nomination, self-nomination, election, dismissal, and removal of BOD members

1. Đề cử, ứng cử, bầu thành viên Hội đồng Quản trị:
Method of nominating the members of the Board of Directors:
 - a. Cách thức Cổ đông, nhóm Cổ đông ứng cử, đề cử người vào vị trí thành viên Hội đồng Quản trị theo quy định của pháp luật và Điều lệ Công ty.
The methods for Shareholders nominate, self-nominate a candidate for the Board of Directors shall compliance the Law and Company Charter:
 - b. Việc bầu thành viên Hội đồng Quản trị phải thực hiện theo phương thức bầu dồn phiếu, theo đó mỗi Cổ đông có tổng số phiếu biểu quyết tương ứng với tổng số cổ phần sở hữu nhân với số thành viên được bầu của Hội đồng Quản trị. Cổ đông có quyền dồn hết tổng số phiếu bầu của mình cho một hoặc một số ứng cử viên.
The voting to elect members of the Board of Directors must be conducted by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members elected by the Board of Directors. Shareholders have the right to accumulate all or part of their total votes for one or several candidates.
2. Thành viên Hội đồng Quản trị bị miễn nhiệm, bãi nhiệm trong các trường hợp sau:
A member of the Board of Directors will be dismissed or removed from his/her position in the following cases:
 - a. Thành viên này không còn đáp ứng các điều kiện để đảm nhận chức danh này theo quy định tại Điều lệ hoặc bị cấm đảm nhiệm chức danh này theo một quyết định đang có

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hiệu lực pháp luật của Cơ quan Nhà nước có thẩm quyền;

That member no longer meets the conditions applied for member of the BOD specified in the Charter is prohibited from holding the position of member of the Board of Directors in accordance with an currently effective decision of an authority;


- b. Thành viên đó bị mất hoặc bị hạn chế năng lực hành vi dân sự và có những bằng chứng chuyên môn chứng tỏ người đó không còn đầy đủ năng lực hành vi dân sự;
That member is lack of or in a limitation of legal capacity and there are professional evidences proving that member is not in full of legal capacity;
 - c. Thành viên này thông báo từ chức đến Công ty và được chấp thuận bởi các thành viên Hội đồng Quản trị;
That member submitted a written resignation letter to the headquarter of the Company and accepted by the BOD;
 - d. Thành viên đó vắng mặt, không tham dự các cuộc họp của Hội đồng Quản trị trong 06 (sáu) tháng liên tục mà không có sự cho phép của Hội đồng Quản trị và Hội đồng Quản trị đã quyết định rằng chức vụ của người này bị bỏ trống, trừ trường hợp bất khả kháng;
That member did not attend meetings of the Board of Directors for 06 (six) consecutive months without permission of the Board of Directors and the Board of Directors has decided that the position of this person is vacant, unless that member was affected by a force majeure event;
 - e. Thành viên đó vi phạm kỷ luật bị cách chức hoặc miễn nhiệm tư cách thành viên Hội đồng quản trị theo nghị quyết của Đại hội đồng Cổ đông.
That member violated the regulations of the Company to degree of being dismissed or removed from the position of member of the Board of Directors according to a GMS's Resolution.
3. Sau khi có quyết định miễn nhiệm, bãi nhiệm, bầu thành viên Hội đồng Quản trị, Công ty thực hiện việc công bố thông tin theo quy định pháp luật.
After having the decision of dismissal, removal, election of member of the Board of Directors, Company shall disclose this decision in accordance with the applicable law.

Điều 8. Thù lao của thành viên Hội đồng Quản trị

Article 8. Remuneration for members of the Board of Directors

1. Thành viên Hội đồng Quản trị được nhận thù lao cho công việc của mình dưới tư cách là thành viên Hội đồng Quản trị. Tổng mức thù lao cho thành viên Hội đồng quản trị do Đại hội đồng Cổ đông quyết định. Khoản thù lao này được chia cho các thành viên theo Nghị quyết của Hội đồng Quản trị hoặc theo Nghị quyết của Đại hội đồng Cổ đông.

Members of the Board of Directors may receive remuneration approved by the GMS for their work as members of the Board of Directors. The total amount of remuneration

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paid to the Board of Directors members shall base on resolution of the Board of Directors or the GMS.

2. Tổng số tiền trả cho từng thành viên Hội đồng Quản trị bao gồm thù lao, chi phí, hoa hồng, quyền mua cổ phần và các lợi ích khác được hưởng từ Công ty, công ty con, công ty liên kết của Công ty và các công ty khác mà thành viên Hội đồng Quản trị là đại diện phần vốn góp.

The total amount of remuneration paid to the Board of Directors members including remuneration, expense, commission, rights to buy shares, and other benefits from Company, subsidiary Company, affiliated Company, and other Company that member of the Board of Directors being a shareholder must be detailed in the annual report of the Company.

3. Trường hợp thành viên Hội đồng Quản trị kiêm nhiệm chức danh trong bộ máy điều hành của Công ty và các công ty con thì thù lao được công bố phải bao gồm các khoản lương, thưởng gắn với chức danh điều hành và các khoản thù lao khác.


In case a member of the Board of Directors holds any managerial position of Company, and its subsidiary, the announced remuneration must include salaries, bonus associated with the title and other remunerations.

4. Thành viên Hội đồng Quản trị nắm giữ chức vụ điều hành hoặc thành viên Hội đồng Quản trị làm việc tại các Ủy ban của Hội đồng Quản trị hoặc thực hiện những công việc khác mà theo Hội đồng Quản trị là nằm ngoài phạm vi nhiệm vụ thông thường của một thành viên Hội đồng quản trị, có thể được trả thêm tiền thù lao dưới dạng một khoản tiền công trọn gói theo từng lần, lương, hoa hồng, phần trăm lợi nhuận hoặc dưới hình thức khác theo quyết định của Hội đồng Quản trị.

A member of the Board of Directors holds any managerial position or a member of the committees of the Board of Directors, or others job outside the range of scope of the Board of Directors member, additional remuneration may be paid in the form of instalment payment, salary, bonus, profit percentage or otherwise as determined of the Board of Directors.

CHƯƠNG III. HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ **CHAPTER III. SCOPES OF GOVERNANCE OF THE BOD**

MỤC I. TỔ CHỨC HỌP HỘI ĐỒNG QUẢN TRỊ **SECTION I. BOD MEETING ORGANIZATION**

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Điều 9. Cuộc họp Hội đồng Quản trị và thẩm quyền triệu tập
Article 9. The meeting of the Board of Directors and right to convene

- Hội đồng Quản trị tổ chức họp theo đúng trình tự được quy định tại Điều lệ Công ty và Quy chế nội bộ về quản trị Công ty. Việc tổ chức họp Hội đồng Quản trị, chương trình họp và các tài liệu liên quan được thông báo trước cho thành viên Hội đồng Quản trị theo đúng thời hạn quy định của pháp luật và Điều lệ Công ty.
The Board of Directors held the meetings following the procedure of the Company Charter and Internal Regulations on Corporate Governance. The organization, agenda, and related documents are noticed in advance to the members of the Board of Directors by the expiry of Law, and the Company Charter.
- Biên bản họp Hội đồng Quản trị phải được lập chi tiết và rõ ràng. Chủ tọa và Thư ký phải ký tên vào biên bản cuộc họp và chịu trách nhiệm về tính chính xác, trung thực của biên bản. Biên bản họp Hội đồng Quản trị phải được lưu giữ theo quy định của pháp luật và Điều lệ Công ty.
Meeting minutes must be in detail and clear signed by the Chairperson and the Secretary. The Chairperson, the Secretary will be held accountable for its integrity and accuracy. The meeting minutes must be kept in accordance with provisions of the law and the Company Charter
- Cuộc họp đầu tiên của mỗi nhiệm kỳ Hội đồng Quản trị để bầu Chủ tịch và ra các quyết định khác thuộc thẩm quyền của Hội đồng Quản trị phải được tiến hành trong thời hạn 07 (bảy) ngày làm việc, kể từ ngày kết thúc bầu cử Hội đồng Quản trị nhiệm kỳ đó. Cuộc họp này do thành viên có số phiếu bầu cao nhất triệu tập và chủ trì. Trường hợp có nhiều hơn một thành viên có số phiếu bầu cao nhất và ngang nhau thì các thành viên này bầu một người trong số họ triệu tập họp Hội đồng Quản trị theo nguyên tắc đa số.
The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors of the term within 07 (seven) working days after the completion of the election of the Board of Directors for that term. This meeting is convened and chaired by the member who gains the highest number of votes. In case more than one member gains the same highest number of votes, the member shall elect by a majority vote a person among them to convene the meeting of the Board of Directors.
- Hội đồng Quản trị phải tổ chức họp ít nhất là mỗi quý 01 (một) lần.
The Board of Directors must organize a meeting at least 01 (one) time each quarter.
- Chủ tịch phải triệu tập họp Hội đồng Quản trị bất thường khi một trong số người giữ chức vụ sau đây đề nghị bằng văn bản trình bày mục đích cuộc họp và các vấn đề cần bàn:
The Chairperson of the Board of Directors convenes an extraordinary meeting when one of the following subjects requested in writing the purpose of the meeting and issues to discuss:

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- Tổng Giám đốc hoặc ít nhất 05 (năm) Cán bộ quản lý khác;
CEO or at least 05 (five) other Senior Managers;
- Ít nhất 02 (hai) thành viên điều hành của Hội đồng Quản trị hoặc;
At least 02 (two) members of the Board of Directors; or
- Thành viên độc lập Hội đồng Quản trị.
Independent members of the Board of Directors.

6. Các cuộc họp Hội đồng Quản trị nêu tại khoản 5 Điều này phải được Chủ tịch Hội đồng Quản trị triệu tập trong thời hạn 07 (bảy) ngày làm việc kể từ ngày nhận được đề nghị. Trường hợp Chủ tịch Hội đồng Quản trị không triệu tập họp theo đề nghị thì Chủ tịch phải chịu trách nhiệm về những thiệt hại xảy ra đối với Công ty. Những người có quyền đề nghị tổ chức cuộc họp Hội đồng Quản trị nêu tại khoản 5 Điều này có quyền triệu tập họp Hội đồng Quản trị nếu Chủ tịch Hội đồng Quản trị không thực hiện nghĩa vụ triệu tập khi được yêu cầu.

Meetings of the Board of Directors referred to in clause 5 of this Article must be conducted within 07 (seven) business days from the date of receipt of the request. If the Chairperson of the Board of Directors does not accept to convene a meeting as requested, the Chairperson shall be responsible for any damage to the Company. The person who have the right to request convening a meeting of BOD mention in Clause 5 of this Article can convene the Board of Directors meeting in case the Chairperson did not convene BOD meeting as requested.

Điều 10. Trình tự, thủ tục tổ chức họp Hội đồng Quản trị


Article 10. Order, procedures of organization of the meetings of the Board of Directors

1. Thông báo họp Hội đồng Quản trị phải được gửi trước cho các thành viên Hội đồng Quản trị ít nhất 03 (ba) ngày làm việc trước khi tổ chức họp. Tuy nhiên nếu quá nửa số Thành viên Hội đồng Quản trị đồng ý không cần thời gian thông báo trước, cuộc họp có thể được tiến hành sớm hơn vào thời gian mà các thành viên trên đã nhất trí.

Meeting notice must be sent to each member attending the Board of Directors Meeting at least 03 (three) business days before the Meeting date. However, if more than half of the members of the Board of Directors agree without prior notice, the Meeting can still be conducted earlier at the time that have been agreed upon.

2. Thông báo họp Hội đồng Quản trị phải thông tin đầy đủ về chương trình, thời gian, địa điểm họp, kèm theo những tài liệu cần thiết về những vấn đề sẽ được bàn bạc và biểu quyết tại cuộc họp.

The Board of Directors Meeting notice must clearly identify the agenda, time and place of the meeting and must be attached with necessary documents on the issues to be discussed and voted at the meeting.

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3. Thông báo mời họp được gửi bằng bưu điện, fax, thư điện tử hoặc phương tiện khác, nhưng phải bảo đảm đến được địa chỉ của từng thành viên Hội đồng Quản trị được đăng ký tại Công ty.

Meeting notices may be sent by post, fax, email or other means, but must be sure to reach the address of each member of the Board of Directors registered at the Company.

4. Điều kiện tiến hành họp Hội đồng Quản trị:

Conditions of organization the meeting of the Board of Directors:

- a. Các cuộc họp của Hội đồng Quản trị được tiến hành khi có từ 3/4 (ba phần tư) tổng số thành viên Hội đồng Quản trị trở lên dự họp có mặt trực tiếp hoặc qua người đại diện (người được ủy quyền).

The quorum of members of the Board of Directors to attend directly or through a representative for a meeting of the Board of Directors to be eligible to conduct is 3/4 (three-quarters) of the total number of members of the Board of Directors of the Company.

- b. Trường hợp không đủ số thành viên dự họp theo quy định, cuộc họp phải được triệu tập lại trong thời hạn 07 (bảy) ngày kể từ ngày dự định họp lần thứ nhất. Cuộc họp triệu tập lại được tiến hành nếu có hơn một nửa (1/2) số thành viên Hội đồng Quản trị dự họp tham gia trực tiếp hoặc thông qua người được ủy quyền.

In case the quorum of members attending the meeting is insufficient, the meeting must be re-convened within 7 (seven) days from the intended date of the first meeting. A meeting to be re-convened may be held if more than 1/2 (half) of the total number of the Board of Directors members of the Company directly attend the meeting or through the authorized representative.

Điều 11. Các hình thức tổ chức họp và thông qua Nghị quyết của Hội đồng Quản trị

Article 11. Forms of meetings and ratifying resolutions of the Board of Directors

Hội đồng Quản trị có thể tổ chức họp và thông qua Nghị quyết bằng một trong các hình thức sau:

The Board of Directors may organize meetings and ratify resolutions of the Board of Directors under one of these following forms:

- Họp trực tiếp.
On-site meeting.
- Qua các phương tiện trực tuyến khi tất cả hoặc một số thành viên đang ở những địa điểm khác nhau với điều kiện là mỗi thành viên tham gia họp đều có thể:

Meeting of the Board of Directors may be held via online platforms when all or some members are in different locations, and with the conditions that:

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- Nghe rõ và nhìn thấy từng thành viên Hội đồng Quản trị khác cùng tham gia phát biểu trong cuộc họp;
Hearing clearly and seeing each member of the Board of Directors attending the meeting;

- Có thể phát biểu đồng thời với tất cả các thành viên tham dự khác.
The participants may present simultaneously with other members.

Thành viên Hội đồng Quản trị tham gia cuộc họp như vậy được coi là “có mặt” tại cuộc họp đó. Địa điểm cuộc họp được tổ chức theo quy định này là địa điểm mà nhóm thành viên Hội đồng Quản trị đông nhất tập hợp lại, hoặc là địa điểm mà Chủ toạ cuộc họp hiện diện nếu không có một nhóm như vậy.

Members of the Board of Directors attending the online meeting are considered to be “present” at the meeting. The venue of this meeting is the place where the largest group of members of the Board of Directors gathers.

3. Các quyết định được thông qua trong một cuộc họp tổ chức theo phương thức trực tuyến được tổ chức và tiến hành một cách hợp lệ sẽ có hiệu lực ngay khi kết thúc cuộc họp.

Decisions adopted in an online meeting which is properly organized and conducted shall be effective immediately upon the conclusion of the meeting.

4. Tổ chức lấy ý kiến bằng văn bản
Organing to obtain written opinion

Nghị quyết của Hội đồng Quản trị theo hình thức lấy ý kiến bằng văn bản được thông qua nếu được sự tán thành của đa số thành viên Hội đồng Quản trị có quyền biểu quyết. Nghị quyết này có hiệu lực và giá trị thực hiện như nghị quyết được các thành viên Hội đồng Quản trị thông qua tại cuộc họp được triệu tập và tổ chức theo quy định tại khoản 1 hoặc khoản 2 Điều này.


Resolution of the Board of Directors created from the written paper is adopted if the majority of the members of the Board of Directors having the right of voting are approved. This resolution has the same effect and value as the resolution following the provisions at clause 1 or clause 2 of this article.

Điều 12. Biểu quyết tại cuộc họp Hội đồng Quản trị

Article 12. Voting at the meeting of the Board of Directors

1. Trừ quy định tại Khoản 2 điều này, mỗi thành viên Hội đồng Quản trị hoặc người được uỷ quyền trực tiếp có mặt tại cuộc họp Hội đồng quản trị sẽ có 01 (một) phiếu biểu quyết.

Except the 2nd Clause of this article, each member or authorized representative shall have 01 (one) vote.

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2. Thành viên Hội đồng Quản trị không được biểu quyết về các hợp đồng, các giao dịch hoặc đề xuất mà thành viên đó hoặc người liên quan tới thành viên đó có lợi ích và lợi ích đó mâu thuẫn hoặc có thể mâu thuẫn với lợi ích của Công ty. Thành viên Hội đồng Quản trị không có quyền biểu quyết sẽ không được tính vào số lượng thành viên tối thiểu cần thiết có mặt để có thể tổ chức một cuộc họp Hội đồng Quản trị.


A member of the Board of Directors is not allowed to vote on any contracts, transactions or proposals that such member or his related person has an interest, and such interests are contradictory or contradictory with the interests of the Company. Members of the Board of Directors with related interests are not included in the quorum of attending members necessary to be able to hold a Management Meeting to decide on the contents that such member does not have rights to voting.

3. Theo quy định tại khoản 4 Điều này, khi có vấn đề phát sinh trong một cuộc họp của Hội đồng Quản trị liên quan đến lợi ích của thành viên Hội đồng Quản trị hoặc liên quan đến quyền biểu quyết của một thành viên Hội đồng Quản trị mà những vấn đề đó không được giải quyết bằng sự tự nguyện từ bỏ quyền biểu quyết của thành viên Hội đồng Quản trị có liên quan, những vấn đề phát sinh đó sẽ được chuyển tới Chủ tọa cuộc họp và phán quyết của Chủ tọa liên quan đến vấn đề này có giá trị là quyết định cuối cùng, trừ trường hợp tính chất hoặc phạm vi lợi ích của thành viên Hội đồng Quản trị liên quan chưa được công bố đầy đủ.

As stipulated in Clause 4 of this Article, when there is a problem arising in a Management Meeting related to the interests of members of the Board of Directors or related to rights vote for a member that these issues are not resolved by voluntarily giving up the voting right of the relevant members of the Board of Directors, the arising issues are transferred to the Chairperson of the meeting to decide. Decisions of the Chairperson related to this issue are final unless the nature or scope of interests of the members of the Board of Directors concerned has not been fully disclosed.

4. Thành viên Hội đồng Quản trị hưởng lợi từ (a) một giao dịch hoặc nhóm giao dịch dẫn đến tổng giá trị giao dịch phát sinh trong vòng 12 (mười hai) tháng kể từ ngày thực hiện giao dịch đầu tiên với Người có liên quan có giá trị ít nhất bằng 30% (ba mươi phần trăm) tổng giá trị tài sản được ghi trong Báo cáo tài chính tại thời điểm công bố gần nhất của Công ty hoặc (b) hợp đồng, giao dịch vay, cho vay, bán tài sản có giá trị lớn hơn 10% tổng giá trị tài sản của Công ty ghi trong Báo cáo tài chính gần nhất giữa Công ty và Cổ đông sở hữu từ 51% tổng số Cổ phần có quyền biểu quyết trở lên hoặc Người có liên quan của Cổ đông đó sẽ được coi là có lợi ích đáng kể trong hợp đồng đó.

Members of the Board of Directors who benefit from (a) a transaction or a group of transactions within 12 (twelve) consecutive months from the date of first transaction with a Related Party and the value of such transaction/group of transactions reaches to or higher 30% (thirty percent) of the total asset of the Company reported in the latest financial statement, or (b) contract, transaction on borrowing, lending, liquidating asset, with its value higher than 10% (ten percent) of the total asset of the Company reported in the latest financial statement, between the Company and Shareholder who

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owns at least 51% (fifty one percent) of the total votes of the Company or with the related person of such Shareholder, shall be deemed owning considerable benefit from that contract or transaction/group of transaction.

- Hội đồng Quản trị thông qua các quyết định và ban hành nghị quyết trên cơ sở ý kiến tán thành của đa số (trên 50%) thành viên Hội đồng Quản trị có mặt. Trường hợp số phiếu tán thành và phản đối ngang bằng nhau, ý kiến biểu quyết của bên có Chủ tịch Hội đồng Quản trị hoặc người được Chủ tịch Hội đồng Quản trị ủy quyền sẽ được lựa chọn.

Resolutions of the BOD shall be passed basing on majority vote (over 50%). In case a subject was casted an equal vote between “agree opinion” and “disagree opinion”, the Chairperson shall have the casting vote on such subject.

- Thành viên Hội đồng Quản trị không trực tiếp tham gia họp có thể biểu quyết bằng phương thức bỏ phiếu bằng văn bản. Phiếu biểu quyết phải đựng trong phong bì kín và phải được chuyển đến Chủ tịch Hội đồng Quản trị chậm nhất 01 (một) giờ trước giờ khai mạc. Phiếu biểu quyết chỉ được mở trước sự chứng kiến của tất cả những người dự họp.

Members of the Board of Directors who don't attend the meeting can vote by sending his written opinions to the BOD. The written vote must be kept in a sealed envelop and sent to the Chairperson of the Board of Directors in at least 01 (one) hour before the starting time of the meeting. The written vote shall be opened in the presence of all attendees.

Điều 13. Biên bản họp Hội đồng Quản trị

Article 13. Meeting minutes of the Board of Directors

- Các cuộc họp của Hội đồng Quản trị phải được ghi biên bản giấy (Biên bản giấy) và có thể ghi âm, ghi hình và lưu giữ dưới hình thức điện tử khác.

All meetings of the Board of Directors must be made in minutes and may be recorded and stored in other electronic forms.

- Biên bản họp Hội đồng Quản trị được lập bằng tiếng Việt, phù hợp với quy định của pháp luật và phải có chữ ký của chủ tọa và người ghi biên bản. Trường hợp chủ tọa, người ghi biên bản từ chối ký biên bản họp nhưng nếu được tất cả thành viên khác của Hội đồng Quản trị tham dự họp ký và có đầy đủ nội dung phù hợp theo quy định thì biên bản này vẫn có hiệu lực. Chủ tọa, người ghi biên bản và những người ký tên trong biên bản phải chịu trách nhiệm về tính trung thực và chính xác của nội dung biên bản họp Hội đồng Quản trị.

The Minutes must be made in Vietnamese, comply with the regulations of the current law, have the signature of the Chairperson and the minutes maker. In case the chair or the minutes maker refuses to sign the meeting minutes, it shall be effective if signed by

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all other members of the Board of Directors attending the meeting and has all contents as prescribed at the regulations. The Chairperson, the minutes maker and those who sign the minutes must be responsible for the truthfulness and accuracy of the Minutes of the meeting of the Board of Directors.

3. Bên cạnh việc lập Biên bản giấy, Thư ký công ty lập biên bản cuộc họp Hội đồng Quản trị dưới hình thức điện tử (Biên bản điện tử). Biên bản điện tử phải thống nhất về mặt nội dung với Biên bản giấy.

Besides making the minutes in writing, the Secretary of the Company makes the minutes of the meeting in electronic form (electronic minutes). The electronic minutes must be consistent with the minutes in written form.

4. Biên bản điện tử phải được các thành viên Hội đồng Quản trị tham gia cuộc họp và Thư ký công ty ký bằng chữ ký điện tử thông qua hệ thống xác thực chữ ký điện tử do tổ chức có đủ điều kiện theo quy định của pháp luật cung cấp. Chữ ký điện tử của thành viên Hội đồng Quản trị trên Biên bản điện tử có giá trị như chữ ký của thành viên đó trên Biên bản giấy.

The electronic minutes must be signed by the members of BOD who join the meeting and the Secretary using the electronic signature via an electronic signature authentication system provided by a qualified organization as prescribed by law. The electronic signature of the members of BOD has the same validity as their signatures on the minutes in written form.

5. Công ty có trách nhiệm duy trì dịch vụ chứng thực chữ ký điện tử của các thành viên Hội đồng Quản trị và của Thư ký công ty tại tổ chức được phép cung cấp dịch vụ này để phục vụ cho việc lập Biên bản điện tử.

Company is responsible for maintaining the electronic signature authentication service for the members of BOD and the Secretary at a qualified organization to create the electronic minutes.

6. Biên bản họp Hội đồng quản trị phải được chuyển cho các thành viên Hội đồng Quản trị để làm bằng chứng xác thực về công việc đã được tiến hành trong các cuộc họp đó. Thành viên Hội đồng Quản trị được quyền bảo lưu ý kiến của mình về các nội dung trong Biên bản họp Hội đồng Quản trị. Biên bản gốc (bao gồm Biên bản giấy có chữ ký sòng và Biên bản điện tử được ký bằng chữ ký điện tử) sẽ được lưu giữ trong Sổ biên bản và phải luôn sẵn sàng để các thành viên Hội đồng Quản trị kiểm tra.

The meeting minutes must be sent to the member of BOD as authentic evidence of the issues conducted in the meetings. Members of BOD are entitled to reserve their opinions on the contents of the meeting. The original minutes (including the minutes in writing and in electronic form) will be kept in Minutes Book and always ready to be check by any members of BOD.

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MỤC II. TRIỂN KHAI THỰC HIỆN NGHỊ QUYẾT CỦA HỘI ĐỒNG QUẢN TRỊ

SECTION II. BOD RESOLUTION IMPLEMENTATION

Điều 14. Trách nhiệm thực hiện các nghị quyết của Hội đồng Quản trị

Article 14. Responsibility for implementing resolutions of the Board of Directors

1. Tổng Giám đốc chịu trách nhiệm lãnh đạo Ban Điều hành tổ chức thực hiện các nghị quyết, quyết định của Hội đồng Quản trị, cụ thể:
The CEO is responsible for leading the Board of Managements to implementing the resolutions, decisions of the Board of Directors, specifically:
 - a. Trường hợp khi thực hiện các nghị quyết, quyết định của Hội đồng Quản trị, phát hiện vấn đề không có lợi cho Công ty thì Tổng Giám đốc phải báo cáo ngay với Hội đồng Quản trị để xem xét điều chỉnh lại nghị quyết, quyết định.
In case of detecting any issue that is not beneficial to the Company when executing the Resolutions, and decisions of the Board of Directors, CEO must report immediately to the Board of Directors for consideration and adjustment of Resolutions, and Decisions.
 - b. Ngoài những công việc phải trình Hội đồng Quản trị, Tổng Giám đốc có quyền chủ động điều hành hoạt động của Công ty theo quy định phân cấp; quyết định các biện pháp vượt thẩm quyền của mình trong trường hợp khẩn cấp (thiên tai, chiến tranh, hỏa hoạn, sự cố...).
2. Tổng Giám đốc chịu trách nhiệm chỉ đạo lập báo cáo cho Hội đồng Quản trị định kỳ hàng quý, sáu tháng, hàng năm về tình hình hoạt động và phương hướng thực hiện các mục tiêu của Công ty trong kỳ tới. Tổng Giám đốc chịu trách nhiệm báo cáo nhanh cho Hội đồng Quản trị về tình hình hoạt động của Công ty để có cơ sở cho các thành viên Hội đồng Quản trị kiểm tra và giám sát các hoạt động của Công ty hàng tháng và đột xuất theo yêu cầu của Hội đồng Quản trị.
CEO is responsible for directing the preparation of quarterly, semi-annual, and annual reports to the Board of Directors on the operation situation, and implementation direction for obtaining purposes of the Company in the upcoming period. CEO is responsible for briefly reporting to the Board of Directors on the operation situation to have a basis for the Board of Directors to review and supervise the monthly and extraordinary operation following the request of the Board of Directors.
3. Thành viên Hội đồng quản trị không phải là thành viên Ban điều hành nếu thấy cần thiết có quyền tham dự các cuộc họp của Ban Điều hành. Thành viên Hội đồng quản trị

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tham gia cuộc họp của Ban Điều hành có quyền phát biểu ý kiến nhưng không có quyền biểu quyết tại cuộc họp.

Members of the Board of Directors, who is not a member of the BOM, may attend the meetings of the Board of Managements. The members of the Board of Directors attending the meeting of the Board of Management may raise their opinions, but may not have voting right at the meetings.

4. Trong trường hợp cấp thiết vì những mục đích liên quan đến nhiệm vụ của mình, thành viên Hội đồng Quản trị có quyền yêu cầu Tổng Giám đốc, Cán bộ quản lý khác trong Công ty cung cấp các thông tin về hoạt động của Công ty. Yêu cầu phải được gửi bằng thư điện tử trước ít nhất 24 (hai mươi bốn) giờ. Thành viên Hội đồng Quản trị không được sử dụng các thông tin chưa được phép công bố của Công ty để làm lợi cho bản thân hoặc tiết lộ cho người khác để thực hiện các giao dịch có liên quan.

In urgent cases related to their duties, the members of the Board of Directors may request CEO, the other Senior Leaders of the Company to provide the information about Company's operation. The request must be made in writing, and sent to the CEO at least 24 (twenty-four) hours in advance. Members of the Board of Directors is not allowed to use information that is not authorized to disclose by the Company or disclosed to others to perform related transactions.

5. Trong các vấn đề quan trọng của Công ty như tham gia khảo sát, mở rộng thị trường trong và ngoài nước hoặc đàm phán, ký các hợp đồng vượt quá quyền hạn của Tổng Giám đốc, Chủ tịch Hội đồng Quản trị có quyền đề cử Tổng Giám đốc tham dự với tư cách là tư vấn cho Chủ tịch Hội đồng Quản trị.


In relation to important matters of the Company such as making the survey, expanding domestic, and foreign markets, or negotiating, signing contracts beyond the authority of CEO, the Chairperson of the Board of Directors has the right to nominate CEO attending as an advisor to the Chairperson of the Board of Directors.

6. Đối với các cuộc họp của tổ chức, cá nhân bên ngoài mời Công ty tham dự, trừ những trường hợp mời đích danh, tùy theo tính chất cuộc họp để Hội đồng Quản trị phân công cụ thể như sau:

For the meetings with external organizations, individuals who invite the Company to attend, except the the invitation indicated a specific member, the BOD assignment will depend on the nature of the meetings, including:

- a. Những cuộc họp quan trọng có liên quan đến đổi mới tổ chức, cơ chế, chính sách, hướng phát triển chung, dài hạn hoặc xử lý những vấn đề đang vướng mắc lớn của Công ty thì Chủ tịch Hội đồng Quản trị và Tổng Giám đốc cùng dự hoặc một trong hai chức danh trên tham dự, sau đó thông báo lại cho cá nhân, bộ phận liên quan (nếu cần thiết).

For important meetings related to the innovation of organization, structure, policies, general and long-term development direction, or solving the major problem of the

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Company, the Chairperson of the Board of Directors and CEO will attend together or one of them will attend the meetings, then notify the obtained information to the relevant individual, departments (if necessary).

- b. Những cuộc họp liên quan đến chủ trương chính sách trước mắt hoặc điều hành thì Tổng Giám đốc hoặc Phó Tổng Giám đốc tham dự, sau đó thông báo lại cho Hội đồng Quản trị, nếu Tổng Giám đốc hoặc Phó Tổng Giám đốc không tham dự thì thành viên khác của Hội đồng Quản trị tham dự sau đó thông báo lại cho Hội đồng Quản trị và Tổng Giám đốc.

For the meetings related to the current policies or operation, CEO or a Vice President will attend and then report to the Board of Directors, if the CEO, and Vice President can not attend, the other members of the Board of Directors will attend and report to the Board of Directors and CEO.

- c. Các cuộc họp khác do Tổng Giám đốc quyết định cử người tham dự.
Attendees for other meetings will be assigned by the CEO.

MỤC III. PHỐI HỢP CÔNG TÁC VỚI BAN ĐIỀU HÀNH **SECTION III. COORDINATION WITH THE BOARD OF MANAGEMENT (BOM)**

Điều 15. Giải quyết các kiến nghị, đề xuất của Ban Điều hành

Article 15. Implementation of recommendations, and proposals of BOM

1. Các vấn đề thuộc thẩm quyền Hội đồng Quản trị phê duyệt theo quy định của pháp luật và Điều lệ Công ty mà được Tổng Giám đốc đề xuất phải được Hội đồng Quản trị phản hồi trong vòng 07 (bảy) ngày làm việc.


The issues belonging to the rights and obligations of the Board of Directors are stipulated by the law, the Company's Charter, proposed by CEO must be replied within 07 (seven) working days.

2. Hội đồng Quản trị có trách nhiệm phản hồi các kiến nghị về các đề xuất sửa đổi, bổ sung Điều lệ Công ty và các Quy chế của Công ty trong thời hạn 15 (mười lăm) ngày làm việc, tính từ ngày nhận được kiến nghị từ Ban Điều hành.

The Board of Directors is responsible for the request about the recommendation of revision, and addition of the Company Charter and the Company's regulation within 15 (fifteen) working days from the date of receiving the request of the Board of Managements.

3. Các nội dung khác cần ý kiến của Tổng Giám đốc, Tổng Giám đốc phải có trách nhiệm phản hồi trong vòng 05 (năm) ngày làm việc kể từ ngày nhận được yêu cầu.


The other issues that need the opinions of CEO, CEO is responsible for replying within 05 (five) working days from the date of receiving the request.

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Điều 16. Phối hợp hoạt động giữa Hội đồng Quản trị và Ban Điều hành

Article 16. Coordination between the Board of Directors and the Board of Managements

1. Phạm vi phối hợp hoạt động giữa Hội đồng Quản trị và Ban Điều hành trong quá trình quản trị, điều hành Công ty bao gồm nhưng không giới hạn trong các công việc sau:
Scope of coordination between the Board of Directors and the Board of Managements in the course of company governance and administration, including without limitation of the followings:
 - a. Triệu tập, thông báo mời họp, thông báo kết quả họp giữa Hội đồng Quản trị và Ban Điều hành.
Convene, notice the invitation of the meetings, announce the result of meetings between the Board of Directors and the Board of Managements.
 - b. Thông báo Nghị quyết của Hội đồng Quản trị cho Ban Điều hành.
Announce the Resolutions of the Board of Directors to the Board of Managements.
 - c. Các trường hợp yêu cầu triệu tập họp Hội đồng Quản trị và những vấn đề cần xin ý kiến Hội đồng quản trị.
Situations that require to convene the Meeting of the Board of Directors and issues that need to be approved by the Board of Directors.
 - d. Báo cáo của Ban Điều hành với Hội đồng Quản trị về việc thực hiện nhiệm vụ và quyền hạn được giao.
Reports of the Board of Directors about the execution of assigned duties and powers.
 - e. Kiểm điểm việc thực hiện nghị quyết và các vấn đề uỷ quyền khác của Hội đồng Quản trị đối với Ban Điều hành.
Review the execution of resolutions and other authorized issues of the Board of Directors to the Board of Managements.
 - f. Các vấn đề Ban Điều hành phải báo cáo, cung cấp thông tin và cách thức thông báo cho Hội đồng Quản trị.
Issues that the Board of Managements must report, provide the information, and the manner to notify the Board of Directors.
 - g. Phối hợp hoạt động kiểm soát, điều hành, giám sát giữa các thành viên Hội đồng Quản trị và các thành viên Ban Điều hành theo các nhiệm vụ cụ thể của các thành viên nói trên.
Coordinate in the control, management, and supervision activities between members of the Board of Directors, and The Board of Managements according to the specific responsibilities of the members mentioned above.

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MỤC IV. BỔ NHIỆM, MIỄN NHIỆM, CÁCH CHỨC CÁN BỘ QUẢN LÝ SECTION IV. APPOINTMENT, DISMISSAL, REMOVAL OF SENIOR LEADERS


Điều 17. Thủ tục lựa chọn, bổ nhiệm, miễn nhiệm Tổng Giám đốc, thành viên Ban Điều hành và Cán bộ quản lý
Article 17. Procedures for selection, appointment, dismissal, removal of the CEO, the members of the Board of Management, and Senior Leaders

1. Hội đồng Quản trị xây dựng và ban hành Quy trình lựa chọn, bổ nhiệm, miễn nhiệm, cách chức Tổng Giám đốc, thành viên Ban Điều hành và Cán bộ quản lý. Quy trình này gồm có các nội dung sau:
The Board of Directors develops and promulgates the procedure for appointment, removal, dismissal of the CEO, the members of the Board of Directors and the Senior Leaders. This procedure includes the following content:
 - a. Các tiêu chuẩn để lựa chọn Tổng Giám đốc, thành viên Ban Điều hành và Cán bộ quản lý;
Criterion to select the CEO, the members of The Board of Managements, and the Senior Leaders;
 - b. Trình tự, thủ tục lựa chọn, bổ nhiệm, Tổng Giám đốc, thành viên Ban Điều hành và Cán bộ quản lý;
Order, procedure for selection, and appointment of the CEO, the members of The Board of Managements, and the Senior Leaders;
 - c. Thẩm quyền ký hợp đồng lao động với Tổng Giám đốc, thành viên Ban Điều hành và Cán bộ quản lý;
The right to sign on the labor contract with the CEO, the members of The Board of Managements, and the Senior Leaders;
 - d. Các trường hợp miễn nhiệm, bãi nhiệm, cách chức Tổng Giám đốc, thành viên Ban Điều hành và Cán bộ quản lý;
Cases of removal, dismissal of the CEO, the members of The Board of Managements, and the Senior Leaders;
 - e. Quy trình thông báo việc bổ nhiệm, miễn nhiệm, bãi nhiệm, cách chức Tổng Giám đốc, thành viên Ban Điều hành và Cán bộ quản lý.
Procedure for announcing the appointment, dismissal, and removal of the CEO, the members of The Board of Managements, and the Senior Leaders.

Điều 18. Người phụ trách quản trị Công ty
Article 18. The person in charge of corporate governance (Administrator)

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1. Trong nhiệm kỳ, Hội đồng Quản trị sẽ bổ nhiệm một người đảm nhận công việc của Người phụ trách quản trị Công ty với nhiệm kỳ bằng với nhiệm kỳ của Hội đồng quản trị.
The Board of Directors appoints the Person in charge of corporate governance (Administrator) with an equal term to those of BOD.
2. Người phụ trách quản trị Công ty phải có các điều kiện và tiêu chuẩn sau:
The Administrator must satisfy the following standards and conditions:
 - a. Phải là người có hiểu biết về pháp luật;
Having knowledge about the law;
 - b. Không được đồng thời làm việc cho công ty kiểm toán độc lập đang thực hiện kiểm toán các báo cáo tài chính của Công ty.
Not concurrently working for an independent auditing company handling the audit of the Company's financial statements.
3. Người phụ trách quản trị Công ty có quyền và nghĩa vụ sau:
The Administrator has the following rights and obligations:
 - a. Tư vấn Hội đồng Quản trị trong việc tổ chức họp Đại hội đồng Cổ đông theo quy định và các công việc liên quan giữa Công ty và Cổ đông;
Provide consultancy for the Board of Directors in organizing the GMS and performance of relevant tasks between the Company and Shareholders;
 - b. Chuẩn bị các cuộc họp Hội đồng Quản trị, cuộc họp Đại hội đồng Cổ đông theo yêu cầu của Hội đồng Quản trị;
Prepare for meetings of the Board of Directors, the GMS as requested by the Board of Directors;
 - c. Tư vấn về thủ tục của các cuộc họp;
Provide consultancy on meeting procedures;
 - d. Tham dự các cuộc họp;
Participate in the meetings;
 - e. Tư vấn thủ tục lập các nghị quyết của Hội đồng quản trị phù hợp với quy định của pháp luật;
Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;
 - f. Cung cấp các thông tin tài chính, biên bản họp Hội đồng Quản trị và các thông tin khác cho thành viên Hội đồng Quản trị;
Provide financial information, minutes of meetings of the Board of Directors and other information for members of the Board of Directors;
 - g. Giám sát và báo cáo Hội đồng Quản trị về hoạt động công bố thông tin của Công ty;
Supervise and report to the Board of Directors on the company's information

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disclosure;

- h. Là đầu mối liên lạc với các bên có quyền lợi liên quan;
Assist in contact between parties with relevant interests;
 - i. Bảo mật thông tin theo các quy định của pháp luật và Điều lệ Công ty;
Protect confidentiality of in accordance with regulations of law and the Charter;
 - j. Các quyền và nghĩa vụ khác theo quy định của pháp luật và Điều lệ Công ty.
Other rights and obligations prescribed by law and the Charter.
4. Người phụ trách quản trị Công ty bị miễn nhiệm, bãi nhiệm trong các trường hợp sau:
The person in charge of Corporate Governance is dismissed, removed in the following circumstances:
 - a. Thuộc trường hợp bị pháp luật cấm đảm nhiệm chức vụ này;
Being prohibited by law from holding this position;
 - b. Không còn đủ năng lực hành vi dân sự;
Having limited civil capacity;
 - c. Không còn đáp ứng đủ điều kiện và tiêu chuẩn theo quy định của pháp luật, Điều lệ Công ty và Quy chế nội bộ về quản trị Công ty;
Being fails to satisfy criteria and requirements in accordance with the Laws and the Charter, and the Corporate governance;
 - d. Đa số thành viên Hội đồng Quản trị tán thành việc miễn nhiệm Người phụ trách quản trị Công ty và bổ nhiệm nhân sự mới thay thế.
The majority of the members of the Board of Directors agree on the dismissal, dismissal of the Administrator and designate a new person to replace.

MỤC V. NGĂN NGỪA XUNG ĐỘT LỢI ÍCH *SECTION V. CONFLICT OF INTERESTS PREVENTION*

Điều 19. Trách nhiệm trung thực và tránh các xung đột lợi ích ***Article 19. Honesty responsibility and prevention the conflict of interest***

1. Thành viên Hội đồng Quản trị, Tổng Giám đốc, Cán bộ quản lý khác phải công khai các lợi ích liên quan theo quy định của Luật Doanh nghiệp, các văn bản pháp luật liên quan.
Members of the Board of Directors, CEO, Senior Leaders are responsible for publicizing related interests in accordance with the Business Law and legal documents.
2. Thành viên Hội đồng Quản trị, Tổng Giám đốc, Cán bộ quản lý và những người liên quan tới các thành viên này không được phép sử dụng những cơ hội kinh doanh có thể mang lại lợi ích cho Công ty vì mục đích cá nhân; không được sử dụng những thông

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tin có được nhờ chức vụ của mình để tư lợi cá nhân hay để phục vụ lợi ích của tổ chức hoặc cá nhân khác.

The members of the Board of Directors, CEO, Senior Leaders and other person related to these members are not allowed to take the business opportunities of the company as individual purpose; not use the information obtained through their position for personal use or serve the interests of other organizations or individuals.

- Thành viên Hội đồng Quản trị, thành viên Ban Điều hành và Người giữ chức vụ quản lý khác có nghĩa vụ thông báo cho Hội đồng Quản trị về các giao dịch giữa Công ty, công ty con, công ty do Công ty nắm quyền kiểm soát trên 50% trở lên vốn điều lệ với chính thành viên đó hoặc với những người có liên quan tới thành viên đó theo quy định của pháp luật. Đối với các giao dịch của các đối tượng nêu trên do Đại hội đồng cổ đông hoặc Hội đồng quản trị chấp thuận, Công ty phải thực hiện công bố thông tin về các Nghị quyết này theo quy định của pháp luật chứng khoán về công bố thông tin.


Members of the Board of Directors, member of the Board of Managements, and other Senior Leaders are obliged to notify the BOD about the transactions between the Company, its subsidiaries, or other companies with over 50% or more of the charter capital with those members or their related persons in accordance with the Law. For transactions of above subjects approved by the GMS, or the Board of Directors, the Company must publish the information related to this resolution in accordance with the Securities Law about publishing the information.

- Thành viên Hội đồng Quản trị không được biểu quyết đối với các giao dịch mà thành viên đó hoặc người có liên quan đến thành viên đó tham gia, bao gồm các giao dịch mà lợi ích vật chất hay phi vật chất của thành viên Hội đồng Quản trị đó chưa được xác định. Các giao dịch nêu trên phải được công bố trong báo cáo thường niên của Công ty.

The members of the Board of Directors is not allowed to vote on any transactions that such member or his related person attends, including the transactions which the material and immaterial benefits are not determined. The transactions above must be published in the annual report of the Company.

- Các thành viên Hội đồng Quản trị, Tổng Giám đốc, Cán bộ quản lý khác và những người có liên quan tới các thành viên nêu trên không được sử dụng các thông tin chưa được phép công bố của Công ty hoặc tiết lộ cho người khác hay để thực hiện các giao dịch có liên quan.

Members of the Board of Directors, CEO, other people related to the above members are not allowed to use information that is not authorized to disclose by the Company or disclosed to others to perform related transactions

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Điều 20. Kiểm soát giao dịch với Người có liên quan
Article 20. Controlling transactions with the Related Person

- Khi tiến hành giao dịch với những người có liên quan, Công ty ký kết hợp đồng bằng văn bản theo nguyên tắc bình đẳng, tự nguyện. Nội dung hợp đồng phải rõ ràng, cụ thể, phải được cấp có thẩm quyền phê duyệt và công bố thông tin theo quy định của pháp luật và Điều lệ Công ty.

When conducting transactions with related person, the Company signs the written contract basing on the principles of equality, and voluntariness. The content of contract must be clear, approved by the competent authority and disclosing information in accordance with applicable law, and Company Charter.
- Công ty áp dụng các biện pháp cần thiết để ngăn ngừa những người có liên quan can thiệp vào hoạt động của Công ty và gây tổn hại cho lợi ích của Công ty thông qua việc kiểm soát các kênh mua bán hàng hóa của Công ty hay lũng đoạn giá cả.

The Company applies necessary measures to prevent the related person from interfering in the Company's operation and harming the Company's interests by controlling the sale and purchase channels of the Company, or price manipulation.
- Công ty áp dụng các biện pháp cần thiết để ngăn ngừa Cổ đông và/hoặc những người có liên quan tiến hành các giao dịch làm thất thoát vốn, tài sản hoặc các nguồn lực khác của Công ty.


The Company applies necessary measures to prevent shareholders and/or the related person conduct transaction that lead to the loss of capital, assets, or other resources of the Company.

MỤC VI. KIỂM SOÁT HOẠT ĐỘNG CÔNG BỐ THÔNG TIN
SECTION VI. INFORMATION DISCLOSURE CONTROL

Điều 21. Quy định chung về công bố thông tin
Article 21. General provisions on information disclosure

- Công ty có nghĩa vụ công bố đầy đủ, chính xác và kịp thời thông tin định kỳ và bất thường về tình hình hoạt động sản xuất kinh doanh, tài chính và tình hình quản trị Công ty cho Cổ đông và công chúng. Thông tin và cách thức công bố thông tin được thực hiện theo quy định của pháp luật và Điều lệ Công ty. Ngoài ra, Công ty phải công bố kịp thời và đầy đủ các thông tin khác nếu các thông tin đó có khả năng ảnh hưởng đến giá chứng khoán và ảnh hưởng đến quyết định của Cổ đông và nhà đầu tư.

Company is obliged to disclose the periodic information fully, accurately, and promptly on business performance, finance, and corporate governance of the Company to shareholders and public. The information and the manner of disclosure follow the

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regulation of the law and Company Charter. Besides, the Company must promptly and fully disclose the other information if such information is likely to affect the price of securities and the decision of shareholders and investors.

- Việc công bố thông tin được thực hiện theo những phương thức nhằm đảm bảo Cổ đông và công chúng đầu tư có thể tiếp cận một cách công bằng và đồng thời. Ngôn ngữ trong công bố thông tin cần rõ ràng, dễ hiểu và tránh gây hiểu lầm cho Cổ đông và nhà đầu tư.

The information is disclosed by the method which ensures the equal and simultaneous approach of shareholders, and investors. The language used in the disclosure should be clear, easy to understand and avoid misleading Shareholders and investors.

Điều 22. Công bố thông tin về mô hình tổ chức quản lý Công ty

Article 22. Information disclosure of Company organization structure

- Công ty phải báo cáo Ủy ban Chứng khoán Nhà nước, Sở Giao dịch chứng khoán TP.HCM và công bố thông tin về mô hình tổ chức quản lý và hoạt động của Công ty.

The Company is obliged to issue reports required by the State Securities Commission of Vietnam and the Ho Chi Minh city Stock Exchange; and publish the information on organization structure, and operation of the Company.

- Trong trường hợp Công ty thay đổi mô hình tổ chức quản lý và hoạt động, Công ty phải báo cáo Ủy ban Chứng khoán Nhà nước, Sở Giao dịch chứng khoán TP.HCM và công bố thông tin trong vòng 24 giờ kể từ khi Đại hội đồng cổ đông có quyết định thay đổi.

In case the Company changes its organizational and operational structure, the Company has to report to the State Securities Commission of Vietnam, the Ho Chi Minh City Stock Exchange within 24 (twenty-four) hours from the time that the General Shareholders Meeting making decision on such change.

Điều 23. Công bố thông tin về quản trị Công ty

Article 23. Information disclosure of corporate governance

- Công ty phải công bố thông tin về tình hình quản trị Công ty tại các kỳ Đại hội đồng cổ đông thường niên và trong Báo cáo thường niên của Công ty theo quy định của pháp luật về chứng khoán và thị trường chứng khoán.

The company must disclose the information on the corporate governance of the Company at the General Meetings of Shareholders, and the annual report of the company in accordance with the Securities Law and stock market.

 Hội đồng Quản trị Board of Directors	QUY CHẾ TỔ CHỨC VÀ HOẠT ĐỘNG ORGANIZATION & OPERATIONS REGULATION	Số: ...-24/VJC-HĐQT-QC No: ...-24/ VJC-HĐQT-QC
		Ban hành/Sửa đổi: 01/00 Issue/Rev: 01/00
		Ngày hiệu lực: .../2024 Effective date .../2024
		Trang: 33/34 Page: 33/34

- Công ty có nghĩa vụ báo cáo định kỳ 06 (sáu) tháng và công bố thông tin về tình hình quản trị Công ty theo quy định của pháp luật về chứng khoán và thị trường chứng khoán.

The Company is obliged to report every 06 (six) months and disclose the information of corporate governance as specified by Securities Law and stock market

Điều 24. Trách nhiệm báo cáo và công bố thông tin về lợi ích liên quan của thành viên Hội đồng Quản trị, Tổng Giám đốc

Article 24. Responsibilities to report and disclose the information on related benefits of members of the Board of Directors, the CEO

- Ngoài các trách nhiệm theo quy định tại Quy chế này, thành viên Hội đồng Quản trị, Tổng Giám đốc có trách nhiệm báo cáo và công bố thông tin về giao dịch trong các trường hợp sau:

In addition to the responsibilities specified in this regulation, the members of the Board of Directors, CEO must report and disclose their transactions, including:

- Các giao dịch giữa Công ty với công ty mà các thành viên nêu trên là thành viên sáng lập hoặc là thành viên Hội đồng Quản trị, Tổng Giám đốc trong thời gian 03 (ba) năm gần nhất trước thời điểm giao dịch.

Transactions between the Company in which the members mentioned above are the founding members or members of the Board of Directors, CEO within the latest 03 (three) years prior to the transaction time;

- Các giao dịch giữa Công ty với công ty trong đó người liên quan của các thành viên nêu trên là thành viên Hội đồng Quản trị, Tổng Giám đốc, hoặc Cổ đông lớn.

Transactions between the Company and another company in which the related persons of the above members are members of the Board of Directors, CEO or Major Shareholders.

Điều 25. Công bố thông tin về thu nhập của Tổng Giám đốc

Article 25. Disclosure information about remuneration of CEO

- Tiền lương của Tổng Giám đốc và người quản lý khác phải được thể hiện thành mục riêng trong Báo cáo tài chính hàng năm của Công ty và phải báo cáo Đại hội đồng cổ đông tại cuộc họp thường niên.

The salary of CEO and other senior leaders must be shown in a separate section in the annual financial statement of the Company, and be reported at the GMS.

 Hội đồng Quản trị <i>Board of Directors</i>	QUY CHẾ TỔ CHỨC VÀ HOẠT ĐỘNG ORGANIZATION & OPERATIONS REGULATION	Số:.....-24/VJC-HĐQT-QC No:.....-24/ VJC-HĐQT-QC
		Ban hành/Sửa đổi: 01/00 Issue/Rev: 01/00
		Ngày hiệu lực: /2024 Effective date /2024
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Điều 26. Tổ chức công bố thông tin
Article 26. Organization of information disclosure

- Các vấn đề liên quan đến việc công bố thông tin được quy định cụ thể tại Quy chế công bố thông tin của Công ty.
The issues related to the information disclosure are specified in the Company's Information Disclosure Regulations.
- Công ty phải có ít nhất 01 (một) người phụ trách việc công bố thông tin là thành viên Ban Điều hành.
The Company shall appoint at least 01 (one) person in the BOM who is responsible for disclosing information of the Company.

CHƯƠNG IV. ĐIỀU KHOẢN THI HÀNH
CHAPTER IV. IMPLEMENTATION

Điều 27. Hiệu lực thi hành
Article 27. Effect

- Quy chế này Hội đồng Quản trị có hiệu lực từ ngày tháng năm 2024.
This Regulation takes effect on , 2024.
- Quy chế này được Đại hội đồng Cổ đông Công ty cổ phần Hàng không Vietjet thông qua tại cuộc họp Đại hội đồng Cổ đông thường niên năm 2024.
This Regulation has been ratified by the General Meetings of Shareholders of Vietjet Aviation Joint Stock Company at the Annual General Meeting of Shareholders of the year 2024.

Ho Chi Minh City, April 05, 2024

REGULATIONS
ON ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS 2024

Article 1. Scopes and applicable objects

1. This Regulations prescribes the rules on:
 - a. Organizing the General Meeting of Shareholders (annual or ad hoc) virtually (online) or in person method;
 - b. Electronic voting may be applied to:
 - i. Virtual General Meeting of Shareholders, in person General Meeting of Shareholders;
 - ii. Collecting Shareholders' opinions in written form.
 - c. Working scheme at the General Meeting of Shareholders (specified in Appendix 1 of this Regulations).
2. This Regulations is applied to all Shareholders of Vietjet.

Article 2. Legal foundations

1. The Law on Securities No. 54/2019/QH14 dated November 26, 2019.
2. The Law on Enterprises No. 59/2020/QH14 dated Jun 17, 2020.
3. Decree 155/2020/ND-CP dated December 31, 2020, Elaborates of some articles of The Law on Securities.
4. The Circular 116/2020/TT-BTC by the Ministry of Finance dated December 31, 2020, provides Guidance on public company governance as prescribed in Decree No. 155/2020/ND-CP.
5. The current Charter of Vietjet.

Article 3. Interpretation and abbreviations

1. Interpretation:

In this Regulations, the following terms shall be interpreted and understood as follows:

- a. The “**General Meeting**” or “**Meeting**” means a special meeting where the General

Meeting of Shareholders of the Company (including all the current Shareholder of the Company) organized in accordance with the applicable laws and the Charter. Such meeting can be organized virtually or in-person upon a decision of the BOD.

- b. The **“Charter”** means the current Charter of Vietjet.
- c. **“Delegate”** means a person who attends the General Meeting as a Shareholder or a representative of a Shareholder.
- d. **“Virtual General Meeting of Shareholders” or “Virtual General Meeting”** is a type of General Meeting of Shareholders organized by using electronic means to connect and transmit images and sounds via the internet, allowing Delegates from different locations to attend, observe discuss and vote on the meeting’s issues.
- e. **“Digital device”** means a device that can create, generate, send, receive, store, share, display, or process digital information, including computer, smartphones, tablets, laptops ...
- f. **“Traditional voting method”** means a way of voting where Delegate casts his votes by, elect through ballot papers distributed directly at the Meeting.
- g. **“Distance voting”** means a way of voting where Delegate cast his votes by sending their votes via mail/fax/email or other means stipulated in the Rules of voting passed by the General Meeting of Shareholders at the Meeting.
- h. **“Submitting ballot papers via traditional means”** means a way of voting when Shareholder sends the casted ballot to Vietjet by post, fax or email.
- i. **“Electronic Voting”** means a way of voting when Delegate votes through the System on the issues discussed in the Meeting, or in a Questionnaire Survey.
- j. **“Electronic Election”** means a way of election when Delegates elect members of the Board of Directors through the System.
- k. **“Questionnaire Survey”** means a method of collecting Shareholder’s votes conducted by the BOD without organizing the General Meeting, in compliance with the Law on Enterprises and the Charter. Result of Questionnaire Survey will be applied to ratify a resolution of the General Meeting of Shareholders
- l. **“Online System” or “System”** means a collection of technical infrastructure used for organizing and holding the General Meeting selected by the BOD in order to provide Delegates tools to exercise their right of attending the Virtual General Meeting, voting, electing through their Digital devices.
- m. **“System Opening Time”** means the time when the System starts its operation for Delegates to access, read documents of the Meeting and register to attend the Virtual General Meeting, vote, and/or elect electronically.
- n. **“Registration to attend the Virtual Meeting”** means the completion of registration process and log-in to the System by Delegates for attending the Virtual General Meeting in accordance with this Regulations and/or other meeting instructions.
- o. **“Account”** includes the username/login number and password provided uniquely to each Delegate by Vietjet.

- p. **“One-time password (OTP)”** means the password/code that the System messaged to the mobile phone number/email of the Delegate provided according to this Regulations in order for Delegate to give his confirmation when attending the Virtual General Meeting, voting, electing electronically.
- q. **“Online identification” or “key”**: means a method of identifying personal information of Delegates online through digital devices. With this method of identification, the Delegate Checking Board will use the identification technology to collect, check, compare personal information to ensure that the user is eligible to attend the Virtual General Meeting as a Delegate...
- r. **“Cumulative Voting”** means a method of voting to elect members of the Board of Directors specified in clause 3, Article 148 of the Enterprise Law and Article 23.2.(c) of the current VietJet’s Charter. Delegate performs Cumulative Voting when choosing candidates within the number of votes belong to them.
- s. **“Equal Cumulative Voting”** means a Cumulative Voting in which Delegate equally divide their votes among candidates.
- t. **“All Cumulative Voting”** means a Cumulative Voting in which Delegate cashes all their votes into one candidate.
- u. **“Distributed Voting”** means a Cumulative Voting in which Delegate shall specify the number of their votes given to each candidate.
- v. **“Force Majeure”** means events that occur beyond the control of the convenor, the chairperson of the Meeting, and cannot be foreseen and remedied despite the application of necessary and tolerable measures.
- w. **“Last date of registration”** means a working day fixed by Vietjet or by the Viet Nam Securities Depository and Clearing Corporation according to Vietjet's authorization in order to determine the List of shareholders who have the right to attend the Meeting.
- x. **“Main venue”** means the place where the Chairperson attends and chairs the General Meeting of Shareholders.

2. Abbreviations:

- a. **The “Company” or “Vietjet”**: Vietjet Aviation Joint Stock Company.
- b. **GMS**: The General Meeting of Shareholders of Vietjet.
- c. **BOD**: Board of Directors of Vietjet.
- d. **VSDC**: Viet Nam Securities Depository and Clearing Corporation.

Article 4. Holding a Virtual General Meeting, Electronic Voting, and Electronic Election

- 1. Basing on practical situations, the BOD may decide to:
 - a. Organize the Virtual General Meeting of Shareholders, In-person General Meeting of Shareholders or a mixed between them;
 - b. Conduct Electronic Voting, Electronic Election at the General Meeting;

- c. Solicit Shareholders' opinions in written form in accordance with the Charter, and implement the collection of Electronic Voting from Shareholders
2. The BOD establishes the Organizing Committee for the General Meeting in order to carrying out the procedures and tasks stipulated in this Regulations when organizing the General Meeting, collecting Electronic Voting, Electronic Election.
3. The Virtual General Meeting of Shareholders has the same legal validity as the in-person meeting of the General Meeting of Shareholders. Voting, and balloting by electronic methods has the same legal validity as voting, balloting, and sending the casted ballot for solicitation of Shareholders' opinions by the traditional method.
4. The BOD/GMS' Organization Committee is responsible for issuing necessary guidance for the organization of the Virtual General Meeting, collection of Electronic Voting, Electronic Election.
5. Sending of invitations/meeting notices and related documents to organize the Virtual General Meeting; or conducting a Questionnaire Survey by mail, fax, email, or other means shall be guaranteed and to ensure that Shareholders receive information and documents; and simultaneously publishing them on the website of the Company.
6. Basing on actual situation and conditions, when decided to organize Virtual General Meeting, The GMS assigns the BOD to select a provider to provide the System services for supporting the organization of the Meeting, sending notification to Shareholders, and collecting Electronic Voting, Electronic Election.
7. Rules for Electronic Voting, Electronic Election:
 - a. Notwithstanding the way of holding the General Meeting (virtually or in-person), and/or the ways of solicitation of Shareholders' opinions in written form; basing on the capability of the System and actual condition, the BOD shall decide to apply the suitable method of voting such as electronic, traditional, remote, or other voting method permitted by law; or a combination of these.
 - b. In case election of members of the BOD, the election can be conducted at the Virtual General Meeting and can be done through Electronic Voting, cannot be limited at the in-person General Meeting and the Traditional voting method, Distance voting.

Article 5. Conditions for organizing the Virtual General Meeting and implementation of Electronic Voting, Electronic Election.

1. The number of Delegates attending the Meeting meets the ratio specified in Vietjet's Charter.
2. The System is required to meet these following conditions:
 - a. The transmission line at the main location must be continuous and stable. If there is an interruption at the main location, the Organizing Committee of the meeting must summarize the progress of the part which is interrupted.
 - b. The sound, light, power, digital devices, and other equipment at the main location have to meet the Meeting's requirements.
 - c. Information security, confidentiality of Accounts shall be kept confidential. Electronic data

of the Virtual General Meeting, voting and election programs and other information must be kept confidential, and can be fully extracted from the System for generating the Minutes.

Article 6. The sequence, procedures to hold Virtual General Meeting and cast Electronic Voting, Electronic Election

Holding a Virtual General Meeting shall follow the same procedures of holding an in-person General Meeting as prescribed in the Charter, this Regulations, and applicable laws, including but not limited to finalizing the List of Shareholders; sending the meeting invitation notice and meeting agenda and documents; registering Shareholders/registering authorization to attend the meeting; electing the Chairperson of the Meeting, approving the agenda and contents of the Meeting and appointing Secretary, electing the Ballot Checking Board; discussing and voting; making and approving the Minutes and Resolutions of the GMS; disclosing relevant information...).

Article 7. Conditions for attendance, authorization to attend the Virtual Shareholders' General Meeting, and authorization to cast Electronic Voting, Electronic Election.

1. All shareholders listed in the List of Shareholders identified by VSDC on the last date of registration in accordance with Vietjet's notice (the List of Shareholder) shall have the right to attend and cast their votes to the General Meeting of Vietjet, send their ballots in a Questionnaire Survey for ratifying resolutions of the GMS in accordance with this Regulations.
2. Shareholders can directly attend or authorize their proxy to attend the Virtual General Meeting and cast votes.
3. Authorization to attend the Virtual General Meeting and to cast votes shall follow the following requirements:

- a. With individual Shareholder:

Individual Shareholder owning less than 01% of the total number of outstanding ordinary shares: They may authorize entirely or partly of their right to another individual to attend the Meeting.

Individual Shareholder owning from 01% of the total number of ordinary shares: They may authorize entirely or partly of their right to up to three (03) other individuals to attend the Meeting.

- b. Organization Shareholder owning at least 10% of the total number of outstanding ordinary shares: They may authorize entirely or partly of their right to up to 03 proxies to attend the General Meeting. Organization Shareholder owning less than 10% of the total number of outstanding ordinary shares, they may authorize their right to only one (01) proxy.
- c. The Power of Attorney shall clearly indicate the number of authorized shares and the number of authorized votes of each proxy.
- d. The Power of Attorney shall clearly identify the personal information of each proxy, including full name, identification number, business code, mobile phone number, email address. This information is requisite for proxy to receive OTP, and other information to log in to the System to attend the Meeting and cast the votes.

- e. The validity of authorization: the power of attorney is valid only if meeting all the following conditions:
 - i. Must be in the form provided by Vietjet with all required information filled in.
 - ii. Fully executed with signatures, full names, seals (if any) by both the principal and the proxy. Digital signatures can be accepted if comply with the law.
 - iii. Vietjet receives the printed original of the Power of Attorney within the period of time specified. Organization Shareholders, Foreign Shareholders may send a scanned copy of this document in advance and send the printed original later.
 - iv. In case Shareholders only authorize to cast their votes, the Power of Attorney shall be sent to the Meeting Organization Committee/Vietjet before the closing time of voting.
- f. When the authorization is valid in accordance with this sub-article 7.3 the proxy will be provided with log-in information via their mobile phone number or email to attend the Virtual General Meeting.
- g. Cancellation/termination of authorization: Shareholders shall send to Vietjet an official letter clearly requests to cancel/terminate the authorization mentioned. This cancellation/termination is only effective when Vietjet receives the cancellation/termination letter before the starting time of the General Meeting; or 01 day before the closing date of solicitation in case of collecting shareholder's opinions in written form.
- h. Votes casted by proxy shall be valid. Shareholders are only allowed to cast their remaining votes on issues that have not been from the time Vietjet receives the cancellation/termination letter. Vietjet is exempt from updating the cancellation/termination to 'the System if it affects voting rights of other Shareholders.
- i. Proxy who is authorized by more than one Shareholder can cast their votes in one of following forms (I) unifying casting all the votes he represents for into one vote; (ii) flexibly voting according to the authorization of each Shareholder.

Article 8. Providing information and log-in method to attend the Virtual General Meeting and casting vote electronically.

1. Delegates shall receive an online meeting invitation/Questionnaire Survey to collect shareholder's opinions which includes instructions and a links to register to attend the Virtual General Meeting, voting electronically as well as accessing to the documents of the Meeting.
2. Delegate who registered to attend the Virtual General Meeting / received ballots for soliciting opinion can login to the System and cast their votes by fill up the following registered information when accessing to the link provided:
 - a. Full name of Delegate;
 - b. Mobile telephone number;
 - c. Ownership registration number (*Identity Code/Citizen identification Number; Business code; Foreign investor code and/or other documents as prescribed by VSDC*);

d. Email address (if any).

(These required information can be varied at the time of convening the General Meeting/
soliciting Shareholders' opinion in writing, and will be notified to Shareholders)

3. The System shall send to the mobile phone or email of Delegate an OTP and/or other login information after successful registration. Delegates fill in OTP/given information to start attending the Meeting and voting electronically.
4. Shareholders who did not register their phone number or email to VSDC/The Meeting Organization Board will not be able to attend the Virtual General Meeting, but still have the right to attend the General Meeting in person (if the General Meeting is held online partly), voting by traditional method, by distance method or by sending the casted ballot to Vietjet through traditional method.
5. In case Shareholders want to make a new registration/change their phone number or email, or change identification information that is different from the registered information, they have to contact the Depository Member where they opened their account in order to update information before the last date of registration as prescribed by VSDC, or contact the Meeting Organization Board to update, or update by eye method before attending the Virtual Meeting or voting. Vietjet shall not be responsible for updating Shareholders' information to VSDC and shall not be responsible for Shareholders' failure to timely update their personal information which causes failures in sending information/instruction to Shareholders so they cannot attend the Virtual General Meeting.

Article 9. Method of recording Delegates who attend the Virtual General Meeting

1. Delegate will be recognized by the System as attending the Virtual General Meeting when they successfully access the System. Delegate attending ratio recorded by the System shall be the basis for determining the condition to organize the Meeting.
2. Attending the Virtual General Meeting, voting, and electing online through the System are legally equitable to attending, voting, electing at the in-person Meeting. Electronic Voting, Electronic Election results shall be valid and will be applied to ratify the resolution of GMS. Delegate is responsible for their voting result.
3. The System shall open to record the Delegates' registration to attend the Virtual General Meeting 60 minutes sooner than the scheduled opening time of the Meeting or another longer period of time notified by Vietjet to Shareholders.
4. With the Virtual General Meeting, the Quorum is the number of Delegates registered to attend the Meeting through the System according to the registration method specified in Article 8 of this Regulation. With the Combined General Meeting, the Quorum is the aggregate number of Delegates registered to attend the Meeting through the System and the Delegates registered to attend the Meeting in-person. In case all the Delegates attending the meeting in person register to vote, elect electronically as guided by the Meeting Organization Board, the Quorum shall be the number of Delegates registered in the System.

Article 10. Method of voting, electing electronically

1. Electronic Voting:
 - a. Delegates shall select one in three options of voting “approve,” “disapprove,” “no opinion” for each issue to be voted.
 - b. Delegates then confirm their vote so that the System then records the results.
2. Electronic Election:
 - a. Delegates choose the type of cumulative voting to conduct their election for the candidates of the Board of Directors. Accordingly, Delegates conduct their election by clicking on the voting forms that appeared.
 - i. In case choosing **Distributed Voting**, Delegate inputs the number of votes they wish to cast to each candidate on the Election Ballot within their total number of votes. Delegate may input a total number of votes which is lower than the number of votes they have.
 - ii. In case Delegate chooses to vote by cumulative voting in the type of “**Equal Cumulative Voting**,” the System shall automatically fill in the preset number of votes corresponding to the candidates.
 - iii. In case Delegate chooses “**All Cumulative Voting**”, Delegate selects 01 candidate then the System will automatically fill in all the preset votes for the selected candidate.
 - iv. In case there is changes made to the support function of the System, Delegate shall conduct their election according to the guidance/instruction stipulated in the Voting Regulations which complies with the principles and forms of election as stipulated in the Charter.
 - b. Delegates then confirm their vote, election so that the System could record the results.
3. Additional rules when voting, electing electronically:
 - a. Voting, electing electronically can only be conducted after Delegate complete his registration to attend the Virtual General Meeting.

In case of soliciting shareholders’ opinions in written form, Delegate can cast their ballot after successfully logging in the System.
 - b. Delegate votes on the issues discussed at the Meeting during the opening time of the System notified.
 - c. In case Delegate did not vote on all the discussion issues, the issues that have not been voted on shall be considered as no opinion. In the case of solicitation of Shareholders’ opinions in writing, this case is considered as Delegate did not participate in voting.
 - d. When the System is available, the Delegate can change their votes, the form of voting during the voting period, cancel ballots (but cannot cancel the voting results). At that time, the System only records the last voting and balloting.
 - e. In case the connection between Delegate device and the System is interrupted before the end of voting or electing and they did not complete their voting or electing, content that has been confirmed by Delegate shall be recognized by the System, recorded and counted when counting votes. In case Delegate reconnects to the System before the end of voting,

electing section, Delegate may continue to vote and/or elect on the issues which have not yet been done.

Article 11. Duration of Electronic Voting, Electronic Election

1. The duration of time for Electronic Voting, Electronic Election shall comply with the direct notice of the Chairperson of the General Meeting or in accordance with the regulations stipulated in documents of the Meeting.
2. The duration time for Electronic Voting in the case of collecting shareholders' opinions in written form shall comply with the notice in the ballot or document sent to Shareholders.
3. When the duration of Electronic Voting, Electronic Election ended, the System will not record any further voting, election results.

Article 12. Method of counting ballots

1. When Delegate casts their votes in the form of Electronic Voting, the votes recorded on the System will be classified into affirmative votes, negative votes, and abstentions; and the System will output the vote counting minutes for the issues that Delegates voted on.
2. When Delegate conducts an Electronic Election, the System will record their conduct and then output an election minute reflecting the election result on each candidate.
3. In case Delegate conducts Electronic Voting in a Questionnaire Survey, the voting results will be kept confidential until the time of counting. The System will send the login code and password to the members of the Board of Directors/other members of the Vote Counting Committee to log in and output voting results. The BOD may establish other principles and methods when conducting Electronic Voting in a Questionnaire Survey unless such principles, method could ensure the confidentiality of voting results as prescribed.

The organization of vote counting and the making of minutes of the vote counting shall be conducted under the witness and supervision of the Audit Committee or of Shareholders who do not hold managerial positions at Vietjet.

Article 13. Announcement of ballot counting results, election results

1. Based on the minutes of vote counting recorded as prescribed in Article 12 of this Regulation, the Vote Counting Committee will check, summarize, and report to the Chairperson the results of the vote counting of each issue according to the contents of the agenda of the General Meeting, election results for each candidate. The results of the vote counting, and election results will be announced by the Chairperson right before the closing of the General Meeting.
2. In the case of conducting Questionnaire Survey, the minutes of vote counting, and resolutions will be published on Vietjet's website within fifteen (15) days from the date closing the counting.

Article 14. The required rate of approval to ratify a decision of the General Meeting of

Shareholders

1. The required rate of approval to ratify a decision at the Virtual General Meeting of Shareholders on each discussed issue is similar to the required rate of approval to ratify a decision at the in-person General Meeting of Shareholders as specified in the Charter.
2. Required rate of approval to ratify a decision of the General Meeting of Shareholders when conducting Questionnaire Survey shall comply with the provisions of the Charter.

Article 15. Venue, Meeting Minutes and Resolutions of the General Meeting of Shareholders

1. The venue of the Virtual General Meeting of Shareholders is the location where the Chairperson of the General Meeting presented to control the Meeting. This location must be in Vietnam.
2. The minutes of the meeting and resolution of the Virtual General Meeting of Shareholders are made and ratified in the same way as the minutes of the meeting and the resolution of the in-person General Meeting of Shareholders stipulated in the Charter.
3. The vote counting minutes and the Resolution of the General Meeting of Shareholders when conducting a Questionnaire Survey and voting electronically shall have the same contents as stipulated in the Charter.

Article 16. Rights and obligations of Delegates when attending the Virtual General Meeting and conducting Electronic Voting, Electronic Election.

In addition to the rights and obligations stipulated in the Charter, Delegates shall have the following rights and obligations:

1. Prepare and use appropriate devices with stable internet connection to continuously attend the Virtual General Meeting of Shareholders; conduct Electronic Voting, Electronic Election when required.
2. Secure login information, OTP, and other identifiers (if any) to ensure that only Delegate have the right to attend the Virtual General Meeting of Shareholders, the right to conduct voting and/or election. All voting and election results are considered the final decision of Delegate.
3. Immediately notify Vietjet when any lost, stolen, revealed, or suspension of exposure happened to login information, OTP, and other identifiers. VietJet will lock the reported Account to protect the System and the Virtual General Meeting. Delegate shall be responsible for all damages, losses and other risks occurring before Vietjet receives the Delegate's notice.
4. Register identification information such as ID/Passport number, establishment/operation/business registration number, mobile phone number, email address and give timely feedback to any questions from Vietjet so that for the Meeting Organization Board could correctly send the meeting invitation, Questionnaire Survey, related documents and/or instructions so that Delegate could attend the Virtual Meeting, conduct Electronic Voting, Electronic Election. Delegate shall be responsible for accuracy of the provision of identification information.
5. Follow the guidance in the documents of the Meeting Organizing Committee when conducting Electronic Voting, Electronic Election.
6. Give consent to allow Vietjet to provide Delegates' personal data to a third party which are

providing services to support the organization of the Virtual General Meeting of Shareholders and conduct Electronic Voting, Electronic Election.

Article 17. Discussion at the Virtual General Meeting of Shareholders

1. Principles:
 - a. The discussion is conducted within the period of time specified by the Chairperson and within the scope of discussion stated in the agenda of the Virtual General Meeting of Shareholders.
 - b. Only Delegates are allowed to participate in the discussion.
 - c. Delegates are allowed to directly deliver their opinions and contributions to the General Meeting of Shareholders through their digital devices connected to the System or through other opinion receiving systems.
 - d. The Secretariat of the General Meeting shall arrange the discussion collected from Delegates and forward them to the Chairperson.
2. Responding to Delegates' concerns:
 - a. Based on the concerns raised by the Delegate, the Chairperson of the General Meeting or a member appointed by the Chairperson shall clarify such concerns.
 - b. In case of time constraint, questions that have not been answered at the General Meeting will be answered later.

Article 18. Force majeure events

1. Force Majeure related the organization of Virtual General Meeting of Shareholders shall be the events happened outside the reasonable control of the Chairperson (disruptions happened to one or several Delegates shall not be counted) causing a disruption to the Meeting, such as: natural disaster, fire, power outage or disruption of internet connection, technical problems at the venue where the Chairperson administers the General Meeting, requests or directives of the Government and other competent State agencies...
2. In case Force Majeure happened and lasted over sixty (60) minutes, the Chairperson will announce the suspension of the General Meeting. Voting results which have been recorded to the System before suspension will be valid and will be notified to Delegates decided by the Chairperson. Issues that have not been voted on or do not meet the conditions to ratify will be discussed in the nearest Meeting or collected Shareholders' opinions in a Questionnaire Survey.
3. In case of Force Majeure happened when collecting Shareholders' opinions in a Questionnaire Survey, Delegates shall re-login to the System to continue voting during the voting period or follow instructions provided in the meeting documents.

Article 19. Keep records of the Virtual General Meeting of Shareholders and the results of Electronic Voting, Electronic Election

The Company shall keep all relevant recording and documents collected from the General Meeting of Shareholders, Electronic Voting, Electronic Election in accordance with applicable laws and current regulations of VietJet.

Article 20. Implementation

1. This Regulation takes effect from the date of ratification by the General Meeting of Shareholders.
2. Issues regarding the organization of the Virtual General Meeting of Shareholders, Electronic Voting, and Electronic Election which have not been mentioned in this Regulation, shall be implemented in accordance with relevant provisions of applicable laws, the Charter, Internal regulations, and other guidance documents of Vietjet.
3. Assign the Board of Directors to implement the followings:
 - a. Coordinating with the Board of Management to implement this Regulation and informing such implementation to Shareholders.
 - b. Coordinating with the Board of Management in promulgating specific and detailed guidance to implement this Regulation if necessary.
 - c. Make required amendment, supplement to this Regulation so that the organization of the General Meeting of Shareholders could harmonize with the actual conditions of Vietjet, or changes of applicable laws.
 - d. Choosing the System service provider as well as technology systems, to support the organization of Virtual General Meeting of Shareholders, conducting of Electronic Voting, Electronic Election.
4. All Vietjet Shareholders, Members of the Board of Directors, Board of Management, Departments, and employees of Vietjet are responsible for the implementation of this Regulation.

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]

NGUYEN ANH TUAN

APPENDIX
WORKING REGULATIONS AT ANNUAL GENERAL MEETING OF
SHAREHOLDERS 2024 ORGANIZED ONLINE
(Issued together with the Regulation on Organization of the General Meeting of Shareholders)

CHAPTER I
GENERAL RULES

Article 1. Scope of application

1. Appendix on working regulations at the General Meeting of Shareholders is applied for the organization and administration of the virtual Annual General Meeting of Shareholders conducted online (“**AGM**”) of the Vietjet Aviation Joint Stock Company (“**Appendix**”).
2. This Appendix specifies the rights and obligations of Shareholders, representatives of Shareholders and parties attending the AGM, conditions, and procedures for conducting the AGM and voting on approval within the competence of the AGM.

Article 2. Implementation principles

1. Create favorable conditions for the successful implementation of the AGM, in accordance with the provisions of the Charter, the applicable laws and ensure the legitimate rights and interests of all Shareholders of the Company.
2. Ensure the principles of publicity and transparency.

CHAPTER II
RIGHTS AND OBLIGATIONS OF PARTICIPANTS

Article 3. Conditions for Shareholders to attend the AGM

Individual shareholders, authorized representatives of organization shareholders named in the List of Shareholders shall have the right to directly attend the AGM or authorize in writing to other person (Proxy) to attend the AGM in accordance with the provisions of this Appendix and the applicable laws.

Article 4. Rights and obligations of Shareholders when attending the AGM

1. Rights of Shareholders, authorized representatives of Shareholders when attending the General Meeting:
 - a. To discuss and vote on all issues which are under the authority of the AGM in accordance with the provisions of the Law on Enterprises, other relevant applicable laws and the Company's Charter;
 - b. To be informed by the Meeting Organization Committee about the agenda and schedule of the AGM.
2. Obligations of Shareholders, authorized representatives of Shareholders when attending the AGM:

- a. Shareholders or authorized representatives attending the AGM must comply with the process and procedures for registration to attend the Virtual AGM as prescribed in the Regulations on Organization of the General Meeting of Shareholders.
 - b. Shareholders are responsible for keeping confidential the account information provided to register to attend the Virtual AGM. The Online System will grant the right to attend and vote for individuals who register to attend the meeting according to the process and procedures for identifying Shareholders.
 - c. Shareholders are obliged to equip themselves with equipment and transmission lines to access the Online System. The Company is not responsible if Shareholders cannot successfully register to attend the Virtual AGM due to their conditions.
 - d. Shareholders are obliged to provide valid personal information of Shareholders or their proxy to attend the AGM before the deadline announced in the invitation to attend the AGM. The Company is not responsible for the event that a Shareholder cannot successfully register to attend due to not providing complete and valid personal information.
 - e. Shareholders are only allowed to officially attend and vote at the AGM after successfully completing the registration procedures according to the Appendix and Regulations on Organization of the General Meeting of Shareholders.
3. The person authorized to attend the AGM may not re-authorize a third party.
 4. During the time of the AGM, Shareholders and their representatives must strictly abide by this Regulation, comply with the instructions and control of the Chairperson, respect the working results of the AGM, behave civilly, politely, not causing disorder. Including but not limited to:
 - Formal clothes;
 - Register to speak at the AGM according to regulations, comply with the time of speech and the content of the speech within the Agenda of the AGM;
 - Speak and vote in accordance with the instructions of the Organizing Committee of the AGM and comply with the direction of the Chairperson;
 - There must be no acts of obstructing or disrupting order so that the meeting cannot be conducted in a fair and lawful manner;
 - Not to interfere with the normal course of the AGM;
 - Comply with the executive authority of the Chairperson;
 - Strictly abide by the regulations and respect the working results at the AGM.
 5. Shareholders and authorized representatives attending the AGM must strictly abide by this Appendix. If violations, depending on the degree of severity, the Chairperson may decide to apply a restriction measure on such Delegate according to the provisions of applicable laws and the Charter.
 6. Shareholders can leave the AGM and cast their votes before the voting time of the AGM. In case a shareholder leaves the meeting without casting a vote, it is considered that the Shareholder has not given any opinion to all issues on the agenda of the Meeting.

Article 5. The Presidium of the AGM, the Chairman and the Secretariat of the AGM

1. The Presidium of the AGM is nominated by the Board of Directors and approved by the AGM. The Chairman is the person who presides over the AGM. In the absence of the Chairman, the Vice Chairman of the Board of Directors shall chair the AGM. If neither the Chairman nor the Vice Chairman of the Board of Directors are present within forty-five (45) minutes after the starting time as scheduled, the other present members of the Board of Directors will elect one of them to be the Chairperson if he wishes to take over or, if only one member of the Board of Directors is present, this member shall act as the Chairperson if he or she wishes to take over. In other cases, the person signing to convene the AGM controls the AGM to elect the Chairperson. The person with the highest number of votes shall be appointed as the Chairperson of the AGM.
2. The Chairperson's decision on the order, procedures or events arising outside the Agenda of the AGM shall immediately take effect and be implemented.
3. The Chairperson implement the necessary work to conduct the AGM in a valid and orderly manner and to ensure that the results of the AGM reflect the expectations of the majority of attending Shareholders.
4. The Chairperson, without consulting the GMS, may at any time delay the AGM to another time (in accordance with the provisions of the Law on Enterprises and the Company's Charter) and at another location as determined by the Chairperson if it is found that:
 - a. Attendees are not able to get a convenient seat at the AGM venue;
 - b. The meeting place is no longer eligible to conduct the AGM;
 - c. There are people attending the AGM who obstruct or disrupt order, and threaten to make the AGM not conducted smoothly; or
 - d. The delay is necessary for the work of the AGM to proceed properly.
5. The Chairperson has the right to not answer or only record the opinions of Shareholders if the contents of contributions and recommendations are outside the content of the AGM's opinion.
6. The Chairperson has the right to interrupt the statements of shareholders and other participants when there is a long, unfocused speech or the time limit is over or the opinion is outside the Agenda of the AGM, the duplicate opinions.
7. Have the right to request the online meeting technical support service provider to disconnect those who show signs of disturbance, do not comply with the Chairperson's executive authority, and prevent the normal course of the AGM.
8. The Secretariat of the AGM is nominated by the Board of Directors and approved by the General Meeting of Shareholders at the meeting.
9. The Secretariat performs the supporting tasks as assigned by the Chairperson, including:
 - a. To fully and honestly record the contents of the meeting;
 - b. Assist the Presidium in publishing the draft Minutes and Resolutions of the AGM and the notice of the Presidium to the Shareholders upon request;
 - c. Receive questions and opinions of Shareholders.

Article 6. Rights and obligations of the shareholder status examination board

1. The Board of Examination of Shareholders' eligibility to attend the AGM (hereinafter referred to as "the Board of Examination of Shareholders' eligibility"), appointed by the Organizing Committee of the General Meeting, has the following functions and duties:
 - a. Check the eligibility to register/ attend the meeting of Shareholders and their authorized representatives according to the process and procedures detailed in the Regulation on Organization of the AGM and this Appendix;
 - b. Through the Online System to distribute/issue to Shareholders or their authorized representatives Voting votes and documents of the AGM;
 - c. Summarize and/or extract the inspection results and report to the AGM on the results of the examination of the eligibility of Shareholders to attend the AGM.
2. The Board of Examination of Shareholders' eligibility has the right to set up an assistance department to complete the tasks of the Board.
3. If the person registering to attend the meeting is not fully qualified to attend the General Meeting, the Board of Examination of Shareholders' eligibility has the right to refuse that person's right to attend the meeting.

Article 7. Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee has at least three (03) members, including one (01) Head and two (02) members proposed by the Chairperson and approved by the AGM.
2. The Vote Counting Committee is responsible for guiding the election, voting and counting of votes, calculating and excluding relevant Shareholders who do not have the right to vote (if any) for each voting issue.
3. The Head of the Vote Counting Committee shall report to AGM on the results of the vote counting.
4. The Vote Counting Committee has the right to establish an assisting section to fulfill its tasks.
5. The Vote Counting Committee is responsible for the accuracy and truthfulness of the announced vote counting results.
6. The Vote Counting Committee is responsible for keeping, preserving and handing over all the minutes of vote counting to the Board of Directors of the Company right after the end of the AGM.

CHAPTER III FORM TO CONDUCT AGM

Article 8. Conditions for conducting the AGM

1. The AGM is conducted when there are valid online registration of Shareholders representing more than fifty percent (50%) of the total number of votes according to the list of Shareholders issued by the Viet Nam Securities Depository and Clearing Corporation ("VSDC") confirms closing the list of Shareholders attending the AGM. If the minimum number of delegates required at the AGM

- is not present within sixty (60) minutes after the scheduled meeting, or if during the AGM, the number of delegates present is less than the minimum, the meeting is not eligible to proceed.
2. In case the AGM fails to meet the conditions prescribed above, the convening and conducting of the next AGM will be conducted in accordance with the provisions of the Company's Charter and the Law on Enterprises.

Article 9. Approval of decisions of the AGM

1. Except for the issues mentioned in Clause 2 of this Article, the issues at the meeting are approved by the AGM when the number of Shareholders represents more than fifty percent (50%) of the total votes of all shareholders. Shareholders attending and voting at the meeting approved;
2. Issues must be approved by Shareholders representing at least sixty-five percent (65%) of the total number of votes or more of all Shareholders attending and voting at the meeting, specifically as follows:
 - a. Class of Shares and total number of Shares of each class;
 - b. Amending and supplementing the Charter;
 - c. Change of the company's business lines;
 - d. Change of the organizational and management structure of the Company;
 - e. Investment or sale of assets with a value equal to or greater than fifty percent (50%) of the total assets written in the Company's latest financial statements;
 - f. Reorganization and dissolution of the Company;
 - g. Transactions with Related Persons in accordance with the Charter and the law.
3. Voting to elect members of the Board of Directors is carried out by cumulative voting method, prescribed in Regulations on Organization of the General Meeting of Shareholders.

Article 10. Ballots

1. Ballots are issued by the Online System to Shareholders or their authorized representatives attending the Meeting. Ballots are recorded with code, full name, signature of Shareholders or authorized representatives of Shareholders and other technical factors to help count votes accurately and conveniently.
2. Voting power of a ballot is determined by the number of shares with voting rights that such Shareholder owns.

Article 11. Voting to ratify decisions of the GMS at the AGM

1. Voting on issues at the Virtual AGM shall be conducted online.
2. Electronic Voting: Shareholders can vote and/or elect when the Online System allows, as specified in this Appendix and the Regulation on Organization of the General Meeting of Shareholders.
3. Voting, election results will be announced by the Chairperson before the end of the AGM.

Article 12. Expressing opinions at the General Meeting

Shareholders or Proxies attending the Meeting wish to express their opinions must register in advance according to the instructions on the Online System. Through the Online System, Shareholders need to clearly state their questions or their opinions. Shareholders or authorized representatives of Shareholders delivery their opinions when invited by the Chairperson. When giving a speech, the content of the speech should be concise and consistent with the content being discussed at the AGM and its Agenda. The speaking time shall not exceed five (05) minutes. If this time limit is exceeded, the Chairperson of the AGM may request Shareholders to send questions and recommendations to the Organizing Committee. The Secretariat of the AGM must record and the Board of Directors within its competence will reply in writing to Shareholders within five (05) working days from the time of receipt of Shareholders' recommendations. Shareholders do not repeat the opinions expressed by other Shareholders. Only opinions expressed in accordance with the Agenda of the AGM will be recorded in the Minutes of the AGM.

Article 13. Minutes of the AGM

1. The contents and progress of the AGM shall be recorded in the Minutes. The Chairperson of the and the Secretary of the AGM are responsible for the accuracy and truthfulness of the Minutes of the AGM.
2. Minutes of the AGM must be announced at the AGM and approved by the AGM before the closing of the AGM.
3. Minutes of the AGM, Minutes of examination of Shareholders' eligibility, Minutes of vote counting and other documents recording progress and results of the AGM must be archived by the Company.
4. Minutes of the AGM must be posted on the website of the Company within fifteen (15) days from the closing date of the AGM.
5. Minutes of the AGM are the basis for making the Resolution of the GMS.

Article 14. Resolutions of the General Assembly

Based on the results at the AGM, the Chairperson prepares the Resolution of the AGM on the issues approved by the AGM. Resolutions of the AGM must be read at the AGM for Shareholders to vote for approval and must be posted on the website of the Company within fifteen (15) days from the closing date of the AGM.

Article 15. Terms of implementation

1. This Appendix includes three (03) chapters and fifteen (15) Articles and is approved by the AGM at the Meeting.
2. This Appendix may be amended and supplemented upon proposals of the Board of Directors and must be voted on and approved by the GMS.
3. This Appendix takes effect immediately after it is approved by the GMS.

QR code

**INVITATION TO
ANNUAL GENERAL SHAREHOLDERS MEETING 2024**

Dear Valued Shareholder,

Name :

Address :
.....

Telephone No. : **Shareholder's ID:**

The Board of Directors of Vietjet Aviation Joint Stock Company ("The Company") are cordially invite you to attend the Annual General Shareholder Meeting 2024 ("The AGM") with the following details:

1. **Time:** From 15:00 on Wednesday, April 26, 2024.
2. **Venue:** Vietjet Aviation Joint Stock Company, 60A Truong Son Street, Ward 2, Tan Binh District, Ho Chi Minh City, Vietnam.
3. **Type of meeting:** Online. All valued shareholders should complete registering the virtual AGM from 00:00 – 15:25 on April 26, 2024.
4. **Materials:** The meeting agenda, AGM materials and virtual AGM's user manual are uploaded on the Company's website at the following link: <https://ir.vietjetair.com/Home/Menu/annual-general-meetings> starting from **April 5, 2024**.
5. **Contact information:** Should value shareholders have any inquiry on the AGM, please contact the Investor Relations division of the Company at:
 - Address: Vietjet Aviation Joint Stock Company, 8th floor, 60A Truong Son Street, Ward 2, Tan Binh District, Ho Chi Minh City, Vietnam.
 - Hotline: (+84) 19001886 - press 9
 - Email: ir@vietjetair.com

6. ***Receiving period of the POA to serve as a proxy for attending and voting at the virtual AGM 2024:*** from the date of this invitation to April 19, 2024 by 17:00.
7. ***Testing time of virtual AGM registration:*** The valued shareholders should conduct a login test for the virtual AGM application on April 24 – 25, 2024 from 9:00 – 12:00 and from 14:00 – 17:00. During this testing period, the help desk will provide necessary assistance to all valued shareholders. The virtual AGM user's manual is provided at the link in section 4 above.
8. ***The address of the virtual AGM login page:*** The valued shareholders scan the QR code provided at the top of this invitation or click to the following link (effective starting on April 24, 2024): Agm.vietjetair.com

Best regards.

Ho Chi Minh City, April 04, 2024

**ON BEHALF OF THE BOARD OF DIRECTORS
AUTHORIZED BY CHAIRWOMAN
VICE CHAIRMAN**

[Signed]

NGUYEN ANH TUAN

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

**AUTHORIZATION LETTER FOR ATTENDING AND VOTING AT THE ANNUAL
GENERAL MEETING OF SHAREHOLDERS 2024 ON APRIL 26th, 2024**

To: Vietjet Aviation Joint Stock Company

Shareholder's full name:.....

Shareholder's registration No.:

(ID/Passport/Enterprise registration No.)

Issued byDated:

Address:

Phone number:Email:

As a Shareholder that owns: shares of Vietjet Aviation Joint Stock
Company, par value of VND 10,000/share.

To authorize the person with the following details (mark an "X" in the checkbox):

☐ Madam Nguyen Thi Phuong Thao - Position: Chairwoman of the Board of Directors

☐ Madam Nguyen Thanh Ha - Position: Vice Chairwoman of the Board of Directors

☐ Mr. Nguyen Anh Tuan – Position: Vice Chairman of the Board of Directors

☐ Mr/Ms. :with the following details:

ID/Passport No.:

Issued by:Dated:

Address

Phone number:Email:

(The phone number and email are required to register for the AGM online Meeting)

For and on Shareholder 's behalf to attend and vote for all the issues at the 2024 Annual General
Shareholder Meeting of Vietjet Aviation Joint Stock Company ("the AGM").

The Shareholder guarantees to take full responsibility for this authorization and agree with the
decisions of the authorized person.

This authorization letter takes effect from the date of signing and expires when the AGM
concludes.

Ho Chi Minh City, , 2024

PRINCIPAL ⁽¹⁾

AUTHORIZED PERSON

(Signature and Full name)

⁽¹⁾ In case the Shareholder is an organization, the legal representative shall sign, state clearly the full name, title and include the seal of the organization. In case the Shareholder is an individual, please sign, state clearly the Shareholder's full name.

**VIETJET AVIATION
JOINT STOCK COMPANY**---  ---

No.: ... - 24/VJC-DHĐCĐ-BB

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**---  ---*Ho Chi Minh City, 26 April, 2024***MEETING MINUTES
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024***Pursuant to:*

- *Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its implementation guiding documents; and*
- *The current charter of Vietjet Aviation Joint Stock Company ("**Charter**").*

A. BUSINESS INFORMATIONCompany name: Vietjet Aviation Joint Stock Company ("**Vietjet**")

Head office address: 302/3 Kim Ma Street, Ngoc Khanh Ward, Ba Dinh District, Hanoi City, Vietnam

Business registration code: 0102325399

B. TIME AND PLACEThe 2024 Annual General Meeting of Shareholders ("**the Meeting**") is held online:

- **Time:** 15:00, April 26, 2024.
- **Venue:** online from Vietjet Aviation Joint Stock Company, 60A Truong Son, Ward 2, Tan Binh District, Ho Chi Minh City.

C. PARTICIPANTS

- **Shareholders:** At the opening of the Meeting at 15:00, the total number of participating Vietjet Shareholders (including Shareholders and authorized persons) is _____/_____ Shareholders, representing _____% of the total number of voting shares.
- Member of the Board of Directors ("**BOD**") of Vietjet.
- **Guests:** Representatives of the State Securities Commission, members of the Executive Board, Senior Leaders, Directors/ Leaders of departments and representatives of Vietjet employees.

D. CONTENTS OF THE MEETING

After hearing the quorum inspection report and the qualification of delegates to the Meeting, voting to approve the Meeting and Voting Regulations of the Meeting, voting through the

Chairperson, Secretary, the Vote Counting Committee, the Meeting discusses the following contents:

1. Mdm. Nguyen Thi Phuong Thao – Chairwoman of the Board of Directors delivered the opening speech of the Meeting;
2. Mr. To Viet Thang – Vice President introduced Mdm. Nguyen Thi Phuong Thao – Chairwoman of the Board of Directors as the Chairperson of the Meeting ("Chairwoman"), the Meeting voted to approve the Presidium of the Meeting including:
 - Mdm. Nguyen Thi Phuong Thao – Chairwoman;
 - Mdm. Nguyen Thanh Ha – Vice Chairwoman;
 - Mr. Nguyen Anh Tuan – Vice Chairman, Independent Member of the Board of Directors;
 - Mr. Dinh Viet Phuong – Member of the Board of Directors, CEO.
3. Mr. Dinh Viet Phuong – Member of the Board of Directors, CEO introduced and voted through: Composition of the Vote Counting Committee, Secretariat of the Meeting, Program of the Meeting, Regulations and Voting Regulations of the Meeting;
4. Mdm. Nguyen Thanh Ha – Vice Chairwoman of the Board of Directors presented the 2023 Summary Report and 2024 Orientation of the Board of Directors;
5. Mr. Dinh Viet Phuong – Member of the Board of Directors, CEO presented the Report of the Board of Directors on the operation situation in 2023 and the company's business operation plan in 2024;
6. Mr. Nguyen Anh Tuan – Vice Chairman of the Board of Directors, Independent Member of the Board of Directors presented the Report of the Audit Committee in 2023, the Audited Financial Statements in 2023 and the following proposals:
 - Proposal No. 01-24/VJC-HĐQT-TT: Proposal on approving the reports of the Board of Directors, Audit Committee, Board of Management and Vietjet's 2023 audited financial statements.
 - Proposal No. 02-24/VJC-HĐQT-TT: Proposal on profit distribution plan;
 - Proposal No. 03-24/VJC-HĐQT-TT: Proposal on extension of the Employee Stock Ownership Plan – ESOP;
 - Proposal No. 04-24/VJC-HĐQT-TT: Proposal on a plan for new share offering;
 - Proposal No. 05-24/VJC-HĐQT-TT: Proposal on authorization by the General Meeting of Shareholders to the Board of Directors to appoint an independent auditing company in 2024;
 - Proposal No. 06-24/VJC-HĐQT-TT: Proposal on total remuneration and budget for the Board of Directors in 2024;
 - Proposal No. 07-24/VJC-HĐQT-TT: Proposal on authorization of the Board of Directors to decide on a number of issues within the General Meeting of Shareholders' authorities;

- Proposal No. 08-24/VJC-HĐQT-TT: Proposal on approval of the Operation Regulation of the Board of Directors.

7. Mdm. Nguyen Thi Phuong Thao – Chairwoman of the Board of Directors moderated the discussion. Shareholders ask questions through online mailing and participate in asking questions through online screens and Mdm. Nguyen Thi Phuong Thao and Members of the Board of Directors and the Board of Management answer questions via online screens.
8. Mdm. Nguyen Thi Phuong Thao – Chairwoman of the Board of Directors said that due to limited time, questions that shareholders have not been answered at the Meeting, Vietjet's Board of Directors will continue to answer questions of shareholders via email of Vietjet - Investor Relations Department (IR).
9. Ms. Tran Duong Ngoc Thao – Head of the Internal Audit Department under the Audit Committee of the Board of Directors reported the second quorum inspection at 16:50, the total number of participating Vietjet Shareholders (including Shareholders and authorized persons) is Shareholders, representing% of the total number of voting shares.
10. The Conference shall vote to approve the contents with the following voting percentage:
- 11.

STT	CONTENT	Approve		Disapproval		No comments	
		Number of CPs	Rate (%)	Number of CPs	Rate (%)	Number of CPs	Rate (%)
1	Proposal No. 01-24/VJC-HĐQT-TT: Proposal on approving the reports of the Board of Directors, Audit Committee, Board of Management and Vietjet's 2023 audited financial statements						
2	Proposal No. 02-24/VJC-HĐQT-TT: Proposal on profit distribution plan.						
3	Proposal No. 03-24/VJC-HĐQT-TT: Proposal on extension of the Employee Stock Ownership Plan – ESOP.						
4	Proposal No. 04-24/VJC-HĐQT-TT: Proposal on a plan for new share offering.						
5	Proposal No. 05-24/VJC-HĐQT-TT: Proposal on authorization by the General						

	Meeting of Shareholders to the Board of Directors to appoint an independent auditing company in 2024.						
6	Proposal No. 06-24/VJC-HDQT-TT: Proposal on total remuneration and budget for the Board of Directors in 2024.						
7	Proposal No. 07-24/VJC-HDQT-TT: Proposal on authorization of the Board of Directors to decide on a number of issues within the General Meeting of Shareholders' authorities.						
8	Proposal No. 08-24/VJC-HDQT-TT: Proposal on approval of the Operation Regulation of the Board of Directors.						

12. Mr. Dinh Viet Phuong – Member of the Board of Directors, CEO invited representatives of the State Securities Commission to speak;

13. Mr. Nguyen Anh Tuan – Vice Chairman of the Board of Directors, Independent Member of the Board of Directors presented the Draft Meeting Minutes and Resolutions of the Annual General Meeting of Shareholders 2024;

14. Mr. Nguyen Anh Tuan – Vice Chairman of the Board of Directors, independent member of the Board of Directors, moderated the vote No. 4 and announced the vote counting results, approved the full text of the draft Meeting Minutes and Resolutions of the 2024 Annual General Meeting of Shareholders;

The Meeting voted to approve the meeting minutes and resolutions of the General Meeting of Shareholders at the rate of ...%.

15. Mdm. Nguyen Thi Phuong Thao – Chairwoman of the Board of Directors delivered the closing speech of the Meeting.

The minutes were approved at the 2024 Annual General Meeting of Shareholders of Vietjet Aviation Joint Stock Company on April 26, 2024.

The Meeting concludes attime... minutes the same day.

Recipients:

- *Shareholders;*
- *Board of Directors;*
- *Board of Management;*
- *Secretariat.*

**ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON**

NGUYEN THI PHUONG THAO

REPRESENTATIVE OF THE SECRETARIAT

HOANG THI MAI NGUYEN

VIETJET AVIATION
JOINT STOCK COMPANY

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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

--- 𐄂𐄂 ---

No.: ...- 24/VJC- ĐHĐCĐ -NQ

Ho Chi Minh City, 26 April 2024

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its implementation guiding documents;*
- *The current charter of Vietjet Aviation Joint Stock Company;*
- *Minutes of the 2024 Annual General Meeting of Shareholders No.-24/VJC-ĐHĐCĐ-BB dated April 26, 2024.*

RESOLVES

Article 1. Approving all contents of attached Proposals of the Board of Directors ("**BOD**") including:

- Proposal No. 01-24/VJC-HĐQT-TT: Proposal on approving the reports of the Board of Directors, Audit Committee, Board of Management and Vietjet's 2023 audited financial statements.
- Proposal No. 02-24/VJC-HĐQT-TT: Proposal on profit distribution plan.
- Proposal No. 03-24/VJC-HĐQT-TT: Proposal on extension of the Employee Stock Ownership Plan – ESOP.
 - Approving the extension of the plan to issue shares to employees from 2024 to 2026 with the total number of shares issued to employees: 10,000,000 (Ten million) shares.
- Proposal No. 04-24/VJC-HĐQT-TT: Proposal on a plan for new share offering.
- Proposal No. 05-24/VJC-HĐQT-TT: Proposal on authorization by the General Meeting of Shareholders to the Board of Directors to appoint an independent auditing company in 2024:
 - KPMG Vietnam Company Limited (KPMG);
 - Deloitte Vietnam Company Limited;
 - PricewaterhouseCoopers Vietnam Company Limited (PwC);
 - Ernst & Young Vietnam Co., Ltd. (E&Y).
- Proposal No. 06-24/VJC-HĐQT-TT: Proposal on total remuneration and budget for the Board of Directors in 2024.
- Proposal No. 07-24/VJC-HĐQT-TT: Proposal on authorization of the Board of Directors to decide on a number of issues within the General Meeting of Shareholders' authorities.
- Proposal No. 08-24/VJC-HĐQT-TT: Proposal on approval of the Operation Regulation of the Board of Directors.

Article 2. The resolution takes effect from the date of signing. The Board of Directors of Vietjet Aviation Joint Stock Company is responsible for organizing and leading the Company to implement the contents of this Resolution.

Recipients:

- *Shareholders;*
- *Board of Directors;*
- *Board of Management;*
- *Secretariat.*

**ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON**

NGUYEN THI PHUONG THAO