

**PROPOSAL**

Re: Approval of Amendments to the Charter of DRH Holdings Joint Stock Company.

To: The General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending, supplementing and guiding documents;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amending and supplementing documents;

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of 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;

Pursuant to the Charter of DRH Holdings Joint Stock Company.

Based on the review of the current Charter of the Company, the Board of Directors considers it necessary to update and amend a number of provisions in order to ensure compliance with prevailing legal regulations.

The contents of the amendments and supplements to the Charter are attached to this Proposal.

The draft amended Charter has been published in the “Meeting Documents” section on the Company’s website at <https://drh.vn/quan-he-co-dong.html>.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**PHAN TAN DAT**

**APPENDIX OF AMENDMENTS AND SUPPLEMENTS TO THE COMPANY CHARTER 2026**  
 (Attached to Proposal No 05/2026/DRH/TT-DHDCD submitted to the General Meeting of Shareholders on June 23, 2026)

\*\*\* Note: Amendments and supplements of a technical nature, including corrections of technical errors, typographical errors, reference errors, and/or adjustments for consistency among provisions of the Charter that do not arise from the updating, amendment, or supplementation of prevailing legal regulations shall not be listed or presented in this Appendix.

No.	Current Charter	Current Charter	Reason/Basis
1	TABLE OF CONTENTS	TABLE OF CONTENTS	Adjusted in accordance with the new contents

2	<p><b>PREAMBLE</b></p> <p>The Charter of DRH Holdings Joint Stock Company was approved under Resolution No. 01/2024/NQ-DHDCD dated November 05, 2024 of the General Meeting of Shareholders.</p>	<p><b>PREAMBLE</b></p> <p>The Charter of DRH Holdings Joint Stock Company was approved under Resolution No. [__]/[__]/NQ-DHDCD dated [__][__][__] of the General Meeting of Shareholders.</p>	<p>Adjusted in accordance with the new legal basis</p>
3	<p><b>Article 1. Interpretation of Terms</b></p> <p>In this Charter, the following terms shall be construed as follows:</p> <p>a. “Charter Capital” means the total par value of shares sold or registered for subscription upon establishment of the enterprise and specified in Article 6 of this Charter</p> <p>b. “Voting Capital” means share capital under which the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;</p> <p>c. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p> <p>d. “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the</p>	<p><b>Article 1. Interpretation of Terms</b></p> <p>1. In this Charter, the following terms shall be construed as follows:</p> <p>a. “<i>Charter Capital</i>” means the total par value of shares sold or registered for subscription upon establishment of the enterprise and specified in Article 6 of this Charter;</p> <p>b. “<i>Voting Capital</i>” means share capital under which the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;</p> <p>c. “<i>Law on Enterprises</i>” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and implementing regulations</p>	<p>Renumbered to align with the revised numbering format.</p>

<p>National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</p> <p>e. “Civil Code” means the Civil Code No. 91/2015/QH13 passed by the National Assembly on November 24, 2015;</p> <p>f. “Decree No. 155” means Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>g. “Vietnam” means the Socialist Republic of Vietnam;</p> <p>h. “Date of Establishment” means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent legal documents) (“ERC”);</p> <p>i. “Executive” means the General Director, Deputy General Director, Chief Accountant, and other executive officers appointed by the Board of Directors upon proposal of the General Director;</p> <p>j. “Manager” means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managerial positions as stipulated in the Company Charter;</p> <p>k. “Person in charge of Corporate Governance” means the person having responsibilities and rights prescribed in Article 33 of this Charter;</p> <p>l. “Affiliated persons” means an individual or organization having relationships in the</p>	<p>from time to time;</p> <p>d. “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements and implementing regulations from time to time;</p> <p>e. “Civil Code” means the Civil Code No. 91/2015/QH13 passed by the National Assembly on November 24, 2015;</p> <p>f. “Decree No. 155” means Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>g. “Decree No. 245” means Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p> <p>h. “Vietnam” means the Socialist Republic of Vietnam;</p> <p>i. “Date of Establishment” means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent legal documents) (“ERC”);</p> <p>j. “Executive” means the General Director, Deputy General Director, Chief Accountant,</p>	
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<p>following cases:</p> <ul style="list-style-type: none"> <li>• The Company and its internal persons;</li> <li>• The Company and organizations or individuals owning more than 10% of the voting shares of the Company;</li> <li>• Organizations or individuals that directly or indirectly control, are controlled by, or are under common control with another organization or individual;</li> <li>• Individuals and their biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, siblings, brothers-in-law, sisters-in-law;</li> <li>• Contractual relationships where one organization or individual acts as representative of another organization or individual;</li> <li>• Other organizations or individuals considered related persons under the Law on Enterprises;</li> </ul> <p>l. "Internal Person" means a person holding an important position in the Company's governance or management apparatus, including: Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and equivalent managerial positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Internal Audit Committee;</p>	<p>and other executive officers appointed by the Board of Directors upon proposal of the General Director;</p> <p>k. "Manager" means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managerial positions as stipulated in the Company Charter;</p> <p>l. "Person in charge of Corporate Governance" means the person having responsibilities and authority prescribed in Article 33 of this Charter;</p> <p>m. "Affiliated persons" means an individual or organization having relationships in the following cases:</p> <ul style="list-style-type: none"> <li>○ The Company and its internal persons;</li> <li>○ The Company and organizations or individuals owning more than 10% of the voting shares of the Company;</li> <li>○ Organizations or individuals that directly or indirectly control, are controlled by, or are under common control with another organization or individual;</li> <li>○ Individuals and their biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, siblings, brothers-in-law, sisters-in-law;</li> <li>○ Contractual relationships where one</li> </ul>
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	<p>Company Secretary; person in charge of corporate governance; and person authorized to disclose information;</p> <p>m. “Non-executive Member of the Board of Directors” means a member of the Board of Directors who is not an Executive of the Company under this Charter;</p> <p>n. “Independent Member of the Board of Directors” means a member of the Board of Directors as prescribed in Article 26 of this Charter;</p> <p>o. “Shareholder” means an individual or organization owning at least one share of the Company;</p> <p>p. “Major Shareholder” means a shareholder owning 5% or more of the voting shares of the Company;</p> <p>q. “Operating Term” means the operating duration of the Company prescribed in Article 2 of this Charter and any extension period approved by resolution of the General Meeting of Shareholders;</p> <p>r. “Stock Exchange” means Vietnam Stock Exchange and its subsidiaries;</p> <p>u. “Committee under the Board of Directors” means committees established and operating under the Board of Directors in accordance with Article 32 of this Charter;</p> <p>v. “Audit Committee” means a specialized body under the Board of Directors established and operating in accordance with this Charter, the law, and decisions of</p>	<p>organization or individual acts as representative of another organization or individual;</p> <ul style="list-style-type: none"> <li>o Other organizations or individuals considered related persons under the Law on Enterprises;</li> </ul> <p>n. “<i>Internal Person</i>” means a person holding an important position in the Company’s governance or management apparatus, including: Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and equivalent managerial positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Internal Audit Committee; Company Secretary; person in charge of corporate governance; and person authorized to disclose information;</p> <p>o. “<i>Non-executive Member of the Board of Directors</i>” means a member of the Board of Directors who is not an Executive of the Company under this Charter;</p> <p>p. “<i>Independent Member of the Board of Directors</i>” means a member of the Board of Directors as prescribed in Article 26 of this Charter;</p> <p>q. “<i>Shareholder</i>” means an individual or organization owning at least one share of the Company;</p>	
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	<p>the Board of Directors;  x. “Company” means DRH Holdings Joint Stock Company.  2. References in this Charter to any provisions or legal documents shall include amendments and replacements thereof.  3. Headings (Chapters and Articles of this Charter) are inserted for convenience only and shall not affect the interpretation of this Charter.</p>	<p>r. “Major Shareholder” means a shareholder owning 5% or more of the voting shares of the Company;  u. “Operating Term” means the operating duration of the Company prescribed in Article 2 of this Charter and any extension period approved by resolution of the General Meeting of Shareholders;  v. “Stock Exchange” means Vietnam Stock Exchange and its subsidiaries;  x. “Committee under the Board of Directors” means committee(s) established and operating under the Board of Directors in accordance with Article 32 of this Charter;  y. “Audit Committee” means a specialized body under the Board of Directors established and operating in accordance with this Charter, the law, and decisions of the Board of Directors;  z. “Company” means DRH Holdings Joint Stock Company.  2. References in this Charter to any provisions or legal documents shall include amendments and replacements thereof.  3. Headings (Chapters and Articles of this Charter) are inserted for convenience only and shall not affect the interpretation of this Charter.</p>	
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4	<p><b>Article 3. Legal Representative of the Company</b></p> <p>5. The legal representative of the Company shall bear personal liability for damage caused to the Company due to violations of the responsibilities prescribed in Clause 3 of this Article.</p>	<p><b>Article 3. Legal Representative of the Company</b></p> <p>5. The legal representative of the Company shall bear personal liability in accordance with the law for damage caused to the Company due to violations of the responsibilities prescribed in Clause 3 of this Article.</p>	<ul style="list-style-type: none"> <li>• Clause 4 Article 1 of the amended Law on Enterprises 2025</li> </ul>
5	<p><b>Article 6. Charter Capital and Shares</b></p> <p>5. Ordinary shares must be offered first to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.</p>	<p><b>Article 6. Charter Capital and Shares</b></p> <p>5. Ordinary shares must be offered first to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders or otherwise</p>	<ul style="list-style-type: none"> <li>• Clause 3 Article 124 of the Law on Enterprises</li> </ul>

		provided under securities laws.	
6	Not regulated.	<p><b>Article 7. Share Certificates</b></p> <p>5. In the event of any errors in the contents or form of share certificates issued by the Company, the rights and interests of the holders of such share certificates shall not be affected.</p>	<ul style="list-style-type: none"> <li>• Clause 2 Article 121 of the Law on Enterprises</li> </ul>
7	<p><b>Article 9. Transfer of Shares</b></p> <p>1. All shares may be freely transferred unless otherwise provided in this Charter and by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.</p>	<p><b>Article 9. Transfer of Shares</b></p> <p>1. All shares may be freely transferred unless otherwise provided in this Charter and by law, except for the cases prescribed in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.</p>	<ul style="list-style-type: none"> <li>• Point d Clause 1 Article 111 of the Law on Enterprises</li> </ul>
8	<p><b>Article 10. Shares Buyback</b></p> <p>2. Shares Buyback by decision of the Company:</p> <p>a. The Company shall have the right to repurchase no more than 30% of the total ordinary shares sold, and part or all dividend preference shares sold in accordance with the following provisions:</p> <p>o The Board of Directors shall decide the repurchase price of shares. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase,</p>	<p><b>Article 10. Shares Buyback</b></p> <p>2. Shares Buyback by decision of the Company:</p> <p>a. The Company shall have the right to repurchase no more than 30% of the total ordinary shares sold, and part or all dividend preference shares sold in accordance with the following provisions:</p> <p>o The Board of Directors shall decide the repurchase price of shares. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, except for the case prescribed in Clause 3 Article 133</p>	<ul style="list-style-type: none"> <li>• Clause 3 Article 133 of the Law on Enterprises;</li> <li>• The cases prescribed at Point c Clause 2 Article 10 of the Charter are inconsistent with Clause 3 Article 133 of the Law on Enterprises</li> </ul>

	<p>except for the case prescribed at Point c Clause 2 of this Article. For other classes of shares, unless otherwise provided in the Charter or agreed otherwise between the Company and relevant shareholders, the repurchase price shall not be lower than the market price;</p>	<p>of the Law on Enterprises. For other classes of shares, unless otherwise provided in the Charter or agreed otherwise between the Company and relevant shareholders, the repurchase price shall not be lower than the market price;</p>	
9	<p><b>Article 10. Shares Buyback</b></p> <p>2. Shares Buyback by decision of the Company:</p> <p>e. Except for the case of repurchasing shares in proportion to the ownership ratio in the Company, repurchasing shares pursuant to an effective judgment or decision of the Court, decision of an Arbitral Tribunal, or repurchasing shares through matched-order transactions, the Company shall not repurchase shares from the following subjects:</p> <ul style="list-style-type: none"> <li>o Major shareholders.</li> </ul>	<p><b>Article 10. Shares Buyback</b></p> <p>2. Shares Buyback by decision of the Company:</p> <p>e. Except for the case of repurchasing shares in proportion to the ownership ratio in the Company, repurchasing shares pursuant to an effective judgment or decision of the Court, decision of an Arbitral Tribunal, or repurchasing shares through matched-order transactions, the Company shall not repurchase shares from the following subjects:</p> <ul style="list-style-type: none"> <li>o Major shareholders as prescribed by the Law on Securities.</li> </ul>	<ul style="list-style-type: none"> <li>• Point c Clause 4 Article 36 of the Law on Securities</li> </ul>
10	<p><b>Article 10. Shares Buyback</b></p> <p>2. Shares Buyback by decision of the Company:</p> <p>g. In the event that the Company repurchases shares from employees in accordance with the Company's employee share issuance regulations, the following provisions shall apply:</p> <ul style="list-style-type: none"> <li>o The total number of shares repurchased</li> </ul>	<p><b>Article 10. Shares Buyback</b></p> <p>2. Shares Buyback by decision of the Company:</p> <p>g. In the event that the Company repurchases shares from employees in accordance with the Company's employee share issuance regulations, the following provisions shall apply:</p> <ul style="list-style-type: none"> <li>o The total number of shares repurchased from employees must be reported at the nearest</li> </ul>	<ul style="list-style-type: none"> <li>• Clause 13 Article 1 of the Law amending the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the</li> </ul>

	<p>from employees for charter capital reduction purposes must be reported at the annual General Meeting of Shareholders;</p> <ul style="list-style-type: none"> <li>o The Company must carry out procedures for reducing charter capital corresponding to the total par value of the repurchased shares within 10 (ten) days from the date of reporting to the annual General Meeting of Shareholders.</li> </ul>	<p>annual General Meeting of Shareholders;</p> <ul style="list-style-type: none"> <li>o The Company is not required to carry out procedures for reducing charter capital corresponding to the repurchased shares.</li> </ul>	<p>Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations 2024</p>
11	<p><b>Article 12. Organizational Structure, Governance and Control</b></p> <p>2. Board of Directors</p>	<p><b>Article 12. Organizational Structure, Governance and Control</b></p> <p>2. Board of Directors and the Audit Committee under the Board of Directors.</p>	<ul style="list-style-type: none"> <li>• Clause 3 Article 11 of Circular 116</li> </ul>
12	<p><b>Article 15. General Meeting of Shareholders</b></p> <p>4. Convening an Extraordinary General Meeting of Shareholders:</p> <p>b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a Clause 4 of this Article, within the following 30 (thirty) days, the independent member of the Board of Directors must replace the Board of Directors in convening the General Meeting of Shareholders;</p> <p>c. In the event that the independent member of the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point b Clause 4 of this</p>	<p><b>Article 15. General Meeting of Shareholders</b></p> <p>4. Convening an Extraordinary General Meeting of Shareholders:</p> <p>b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a Clause 4 of this Article, within the following 30 (thirty) days, the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the</p>	<ul style="list-style-type: none"> <li>• Clause 20 Article 1 of the amended Law on Enterprises 2025</li> </ul>

	<p>Article, the shareholder or group of shareholders prescribed in Point c Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.</p> <p>In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses.</p>	<p>Company.</p>	
<p>13</p>	<p><b>Article 19. Convening of Meetings, Agenda and Notice of Invitation to the General Meeting of Shareholders</b></p> <p>1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed at Point b or Point c Clause 4 Article 15 of this Charter.</p>	<p><b>Article 19. Convening of Meetings, Agenda and Notice of Invitation to the General Meeting of Shareholders</b></p> <p>1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 4 Article 15 of this Charter.</p>	<ul style="list-style-type: none"> <li>• Article 15 of the Company Charter (amended and supplemented);</li> <li>• Clause 20 Article 1 of the amended Law on Enterprises 2025</li> </ul>

14	<p><b>Article 21. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders</b></p> <p>10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders may attend and vote by electronic voting or other electronic means in accordance with this Charter.</p>	<p><b>Article 21. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders</b></p> <p>10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises, Decree No. 155, and this Charter.</p>	<ul style="list-style-type: none"> <li>• Article 144 of the Law on Enterprises;</li> <li>• Clause 3 Article 273 of Decree No. 155.</li> </ul>
15	<p><b>Article 22. Conditions for Resolutions of the General Meeting of Shareholders to be approved</b></p> <p>1. A resolution on the following matters shall be passed if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders in the cases prescribed at Points c, d, i, and p Clause 1 Article 16 of this Charter.</p> <p>2. Other resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all attending shareholders, except for the cases prescribed in Clauses 1 and 3 of this Article, Article 18, and Clause 8 Article 23 of this Charter.</p>	<p><b>Article 22. Conditions for Resolutions of the General Meeting of Shareholders to be approved</b></p> <p>1. A resolution on the following matters shall be passed if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders in the cases prescribed at Points c, d, i, and p Clause 1 Article 16 of this Charter, except for the cases prescribed in Clauses 3, 4, and 6 Article 148 of the Law on Enterprises.</p> <p>2. Other resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all attending shareholders, except for the cases prescribed in Clauses 1 and 3 of this Article, Article 18, and Clause 8 Article 23 of this Charter, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6 Article 148 of the Law</p>	<ul style="list-style-type: none"> <li>• Clauses 1 and 2 Article 21 of Circular 116</li> </ul>

		on Enterprises.	
16	<p><b>Article 26. Nomination and Self-nomination for Members of the Board of Directors</b></p> <p>4. Members of the Board of Directors must satisfy the following standards and conditions:</p> <p>a. A member of the Board of Directors may concurrently serve as a member of the board of directors of no more than 05 (five) other companies;</p>	<p><b>Article 26. Nomination and Self-nomination for Members of the Board of Directors</b></p> <p>4. Members of the Board of Directors must satisfy the following standards and conditions:</p> <p>a. A member of the Board of Directors may concurrently serve as a member of the board of directors or members' council of no more than 05 (five) other companies;</p>	<ul style="list-style-type: none"> <li>• Clause 78 Article 1 of Decree No. 245</li> </ul>
17	<p><b>Article 27. Composition, Term, Rights and Obligations of Members of the Board of Directors</b></p> <p>3. The structure of the Board of Directors shall be as follows:</p> <p>a. The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members.</p> <p>b. The number of independent members of the Board of Directors must account for at least 20% of the total members of the Board of Directors.</p>	<p><b>Article 27. Composition, Term, Rights and Obligations of Members of the Board of Directors</b></p> <p>3. The structure of the Board of Directors shall be as follows:</p> <p>a. The structure of the Board of Directors of the Company must ensure at least 01 member of the Board of Directors is a non-executive member</p> <p>b. The number of independent members of the Board of Directors must be at least 01 member of the Board of Directors.</p>	<ul style="list-style-type: none"> <li>• Clause 79 Article 1 of Decree No. 245;</li> <li>• Clause 4 Article 276 of Decree No. 155.</li> </ul>
18	<p><b>Article 28. Rights and Obligations of the Board of Directors</b></p> <p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the</p>	<p><b>Article 28. Rights and Obligations of the Board of Directors</b></p> <p>2. The rights and obligations of the Board of Directors shall be prescribed by law, the</p>	<ul style="list-style-type: none"> <li>• Clause 4 Article 278 of Decree No. 155</li> <li>• Article 5 of Circular 116</li> </ul>

	<p>Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:</p> <p>q. To decide on the issuance of the Regulations on Organization and Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;</p>	<p>Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:</p> <p>q. To decide on the issuance of the Regulations on Organization and Operation of the Board of Directors for submission to the General Meeting of Shareholders for approval and publication on the Company's website in accordance with the template prescribed in Article 5 of Circular 116; the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors prepared and submitted by the Audit Committee in accordance with the template prescribed in Article 7 of Circular 116; and the Company's Regulations on Information Disclosure;</p>	
19	<p><b>Article 28. Rights and Obligations of the Board of Directors</b></p> <p>3. The Board of Directors must report to the General Meeting of Shareholders on the operational results of the Board of Directors and ensure the following contents:</p> <p>d. Activities of the independent member of the Board of Directors and the assessment results of the independent member regarding the activities of the Board of Directors (applicable to listed companies);</p>	<p><b>Article 28. Rights and Obligations of the Board of Directors</b></p> <p>3. The Board of Directors must report to the General Meeting of Shareholders on the operational results of the Board of Directors and ensure the following contents:</p> <p>d. Activities of independent members of the Board of Directors and the assessment results of each independent member regarding the activities of the Board of Directors (applicable to listed companies).</p>	<ul style="list-style-type: none"> <li>• Clause 82 Article 1 of Decree No. 245</li> </ul>

20	<p><b>Article 32. Committees under the Board of Directors</b></p> <p>1. The Board of Directors may establish committees under its authority to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the committee members, and one of such members shall be appointed as Head of the Committee by resolution of the Board of Directors. The operation of the Committees must comply with regulations of the Board of Directors. Resolutions of the Committees shall only be effective when approved by a majority of attending members at the Committee meeting.</p>	<p><b>Article 32. Committees under the Board of Directors</b></p> <p>1. The Board of Directors may establish committees under its authority to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors and must comprise at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the committee members, and one of such members shall be appointed as Head of the Committee by resolution of the Board of Directors. The operation of the Committees must comply with regulations of the Board of Directors. Resolutions of the Committees shall only be effective when approved by a majority of attending members at the Committee meeting.</p>	<ul style="list-style-type: none"> <li>• Clause 1 Article 31 of Circular 116</li> </ul>
21	<p><b>Article 33. Person in Charge of Corporate Governance</b></p> <p>4. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal does not violate current labor laws. The Board of Directors may appoint an assistant to the Person in Charge of Corporate Governance from time to time.</p>	<p><b>Deleted.</b></p>	<ul style="list-style-type: none"> <li>• Article 32 of Circular 116 replacing Article 32 of Circular 96/2020 has removed this provision.</li> </ul>

22	<p><b>Article 36. Appointment, Dismissal, Duties and Powers of the General Director</b></p> <p>j. To decide on the number of employees, the appointment, dismissal, salary, allowances, benefits, and other terms relating to their labor contracts within the personnel plan and budget plan approved by the Board of Directors;</p>	<p><b>Article 36. Appointment, Dismissal, Duties and Powers of the General Director</b></p> <p>j. To decide on the number of employees, the appointment, dismissal, salary, allowances, benefits, and other terms relating to their labor contracts within the personnel plan and budget plan approved by the Board of Directors, including managers under the appointment authority of the General Director;</p>	<ul style="list-style-type: none"> <li>• Point e Clause 4 Article 35 of Circular 116</li> </ul>
23	<p><b>Article 40. Meetings of the Audit Committee</b></p> <p>1. The Audit Committee must hold at least 02 (two) meetings per year. Meeting minutes must be prepared in detail, clearly, and fully retained. The minute taker and members of the Audit Committee attending the meeting must sign the meeting minutes.</p>	<p><b>Article 40. Meetings of the Audit Committee</b></p> <p>1. The Audit Committee must hold at least 02 (two) meetings per year. Meeting minutes must be prepared in detail, clearly, and fully retained. The minute taker and members of the Audit Committee attending the meeting must sign the meeting minutes. Minutes of meetings of the Audit Committee must be fully retained.</p>	<ul style="list-style-type: none"> <li>• Clause 7 Article 283 of Decree No. 155</li> </ul>
24	<p>Not regulated.</p>	<p><b>Article 42. Duty of Honesty and Avoidance of Conflicts of Interest</b></p> <p>6. The General Director must not be a affiliated person of the Company's manager, member of the Board of Supervisors of the parent company, representatives of state capital, or representatives of the Company's capital contribution in the Company and the parent company as prescribed at Point d Clause 46 Article 4 of the Law on Securities (if any).</p>	<ul style="list-style-type: none"> <li>• Clause 83 Article 1 of Decree No. 245</li> </ul>



<p>25</p>	<p><b>Article 59. Effective Date</b></p> <p>1. This Charter consisting of 21 Chapters and 59 Articles was unanimously approved by the General Meeting of Shareholders of DRH Holdings Joint Stock Company on November 05, 2024 at the 2024 Annual General Meeting of Shareholders, and the full text of this Charter was simultaneously approved to take effect.</p>	<p><b>Article 59. Effective Date</b></p> <p>1. This Charter consisting of 21 Chapters and 59 Articles was unanimously approved by the General Meeting of Shareholders of DRH Holdings Joint Stock Company on [__] [__], [__] at the Annual General Meeting of Shareholders for the year [__], and the full text of this Charter was simultaneously approved to take effect.</p>	
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