

**DRAFT**

**PROPOSAL**

***Re: Approval of amendment and supplementation to PVTrans-PTT' Charter***

To: The General Meeting of Shareholders  
Petroleum Transportation Joint Stock Company

*Pursuant to the Law on Enterprises No. 59/2020/QH14 on June 17, 2020;*

*Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing several articles of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations for the implementation of several articles of the Law on Securities (Decree No. 245/2025/NĐ-CP);*

*Pursuant to the Charter of Petroleum Transportation Joint Stock Company (PVTrans-PTT);*

In order to update new legal regulations under Decree No. 245/2025/NĐ-CP, the Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the amendments to and supplementations of the Company's Charter, with details as provided in the attached Appendix.

The GMS authorizes the BOD to carry out the necessary procedures to finalize, sign, and officially promulgate the Company's Charter after it is approved by the GMS.

Respectfully submitted./.

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

**Le Manh Tuan**

## Appendix: Amendments to PVTrans-PTT' Charter

No.	Article	Current Content	Proposed Content	Reason for Amendment
1.	Clause 3, Article 2	<p>3. Registered office of the Company</p> <ul style="list-style-type: none"> <li>• Address: Floor 6, Viet A Building, 9 Duy Tan, Dich Vong Hau Ward, Cau Giay District, Ha Noi.</li> </ul>	<p>3. Registered office of the Company</p> <p>Address: Floor 6, Viet A Building, 9 Duy Tan, Cau Giay Ward, Ha Noi.</p>	Updated address due to administrative boundary changes
2.	Point b, Clause 3, Article 13	<p>3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p>b) The remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as required by law.</p>	<p>3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p>b) The remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum required by law, or the number of BOD members <b>has been reduced by more than one-third (1/3) of the number resolved by the GMS.</b></p>	Supplemented to comply with Article 140 and Clause 4, Article 160 of the Law on Enterprises
3.	Point a, Clause 4, Article 13	<p>4. Convening Extraordinary General Meetings of Shareholders</p> <p>a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of BOD members, independent BOD members, or BOS members remaining as provided in Point b, Clause 3 of this Article or upon receipt of a request as provided in Points c and d, Clause 3 of this Article.</p>	<p>4. Convening Extraordinary General Meetings of Shareholders</p> <p>a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of BOD members, independent BOD members, or BOS members remaining as provided in Point b, Clause 3 of this Article or upon receipt of a request as provided in Points c and d, Clause 3 of this Article. <b>In cases where the number of BOD members has been reduced by more than one-third (1/3) of the number stipulated in the Company Charter, The BOD shall convene a General Meeting of Shareholders within 60 days from the date the number of members was reduced by more than one-third (1/3).</b></p>	Updated to comply with Clause 4, Article 160 of the Law on Enterprises
4.	Clause 2, Article 25	<p>2. The term of office of a BOD member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD member of the Company for no more than two (02) consecutive terms. If all BOD members complete their term simultaneously, they shall continue to serve as BOD members until new members are elected to replace them and take over responsibilities.</p>	<p>2. The term of office of a BOD member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD member of the Company for no more than two (02) <del>consecutive</del> terms. If all BOD members complete their term simultaneously, they shall continue to serve as BOD members until new members are elected to replace them and take over responsibilities.</p>	Amended to comply with ACGS good governance practices (ASEAN Corporate Governance Scorecard)

No.	Article	Current Content	Proposed Content	Reason for Amendment
5.	Clause 3, Article 25	<p>3. The composition of the Board of Directors shall be as follows: The composition of the BOD shall ensure that at least 1/3 of the total BOD members are non-executive members.</p>	<p>3. The composition of the Board of Directors shall be as follows: The number of non-executive BOD members of the Company shall comply with the following requirements: <b>At least 01 non-executive member when the company has 3 to 5 BOD members; At least 02 non-executive members when the company has 6 to 8 BOD members; At least 03 non-executive members when the company has 9 to 11 BOD members.</b></p>	Amended pursuant to Clause 79, Article 1 of Decree 245/2025/NĐ-CP on the composition of non-executive BOD members
6.	Clause 5, Article 25	<p>Article 25. Composition and Term of Office of Board of Directors Members: .... The GMS authorizes the BOD of the Company to provisionally dismiss BOD members in the cases mentioned above. Such provisional dismissal of a BOD member must be approved at the nearest GMS. Upon approval by the GMS, the dismissal of such member shall be deemed effective as of the date of provisional dismissal by the BOD. The GMS authorizes the BOD to elect another qualified and eligible person pursuant to the Law on Enterprises to provisionally serve as a BOD member to replace the dismissed member. Such provisional appointment of a new member must be approved at the nearest GMS. Upon approval by the GMS, the provisional appointment of such new member shall be deemed effective as of the date of provisional appointment by the BOD. The term of office of the newly appointed BOD member shall be calculated from the effective date of the provisional appointment to the end of that member's term. In the event that the new member is not approved by the GMS, all resolutions of the BOD made prior to the GMS in which the provisionally appointed BOD member participated in voting shall remain valid.</p>	<p>Article 25. Composition and Term of Office of Board of Directors Members: .... <del>The GMS authorizes the BOD of the Company to provisionally dismiss BOD members in the cases mentioned above. Such provisional dismissal of a BOD member must be approved at the nearest GMS. Upon approval by the GMS, the dismissal of such member shall be deemed effective as of the date of provisional dismissal by the BOD.</del> <del>The GMS authorizes the BOD to elect another qualified and eligible person pursuant to the Law on Enterprises to provisionally serve as a BOD member to replace the dismissed member. Such provisional appointment of a new member must be approved at the nearest GMS. Upon approval by the GMS, the provisional appointment of such new member shall be deemed effective as of the date of provisional appointment by the BOD. The term of office of the newly appointed BOD member shall be calculated from the effective date of the provisional appointment to the end of that member's term. In the event that the new member is not approved by the GMS, all resolutions of the BOD made prior to the GMS in which the provisionally appointed BOD member participated in voting shall remain valid.</del></p>	Updated to comply with Clause 4, Article 160 of the Law on Enterprises
7.	Clause 3, Article 35	<p>3. Members of the Board of Supervisors shall be dismissed in the following cases:</p>	<p>3. Members of the Board of Supervisors shall be dismissed in the following cases:</p>	Updated to comply with Article 174 of

No.	Article	Current Content	Proposed Content	Reason for Amendment
		<p>...</p> <p>The GMS authorizes the BOS of the Company to provisionally dismiss Supervisors in the cases mentioned above. Such provisional dismissal of a Supervisor must be approved at the nearest GMS. Upon approval by the GMS, the dismissal shall be deemed effective as of the date of provisional dismissal by the BOS.</p> <p>The GMS authorizes the BOS to elect another qualified and eligible person pursuant to the Law on Enterprises to provisionally serve as a Supervisor to replace the dismissed Supervisor. Such provisional appointment of a new Supervisor must be approved at the nearest GMS. Upon approval by the GMS, the provisional appointment shall be deemed effective as of the date of provisional appointment by the BOS. The term of office of the newly appointed Supervisor shall be calculated from the effective date of the provisional appointment to the end of that Supervisor's term. In the event that the new Supervisor is not approved by the GMS, all resolutions of the BOS made prior to the GMS meeting in which the provisionally appointed Supervisor participated in voting shall remain valid</p>	<p>...</p> <p><del>The GMS authorizes the BOS of the Company to provisionally dismiss Supervisors in the cases mentioned above. Such provisional dismissal of a Supervisor must be approved at the nearest GMS. Upon approval by the GMS, the dismissal shall be deemed effective as of the date of provisional dismissal by the BOS.</del></p> <p><del>The GMS authorizes the BOS to elect another qualified and eligible person pursuant to the Law on Enterprises to provisionally serve as a Supervisor to replace the dismissed Supervisor. Such provisional appointment of a new Supervisor must be approved at the nearest GMS. Upon approval by the GMS, the provisional appointment shall be deemed effective as of the date of provisional appointment by the BOS. The term of office of the newly appointed Supervisor shall be calculated from the effective date of the provisional appointment to the end of that Supervisor's term. In the event that the new Supervisor is not approved by the GMS, all resolutions of the BOS made prior to the GMS meeting in which the provisionally appointed Supervisor participated in voting shall remain valid</del></p>	<p>the Law on Enterprises</p>

---

***This English version is provided for reference purposes only. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail and be legally binding.***