THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY	**THE SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness**
Số: 12 /2026/NQ-ĐHĐCĐ	*Ho Chi Minh City, November 2nd, 2026*

RESOLUTION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2025 - 2026

(Re. Approval of the Report on the activities of each Independent Member of the Board of Directors and each Independent Member's assessment of the activities of the Board of Directors for the fiscal year 2025 - 2026)

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025, and its implementing regulations;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26th, 2019, and its guiding documents;*
- *Pursuant to the Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company, as amended and supplemented from time to time;*
- *Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2025 - 2026 No. 02/2026/BBH-ĐHĐCĐ dated 02/11/2026 of Thanh Thanh Cong – Bien Hoa Joint Stock Company (the "Company").*

RESOLVES

Article 1. Approval of the Report on the activities of each Independent Member of the Board of Directors and each Independent Member's assessment of the activities of the Board of Directors for the fiscal year 2025 - 2026.

(Detailed contents of the report are in Appendix attached).

Article 2. This Resolution shall take effect from the date of its signing.

The Board of Directors, the Board of Management and other relevant parties within the Company shall be responsible for implementing, overseeing and reporting on the implementation of this Resolution./.

OBO. THE GENERAL MEETING OF SHAREHOLDERS
CHAIRLADY

CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA TỈNH TÂY NINH

DANG HUYNH UC MY

Recipients:
- *Board of Directors;*
- *Board of Management;*
- *Archived: Corporate Secretary.*

THANH THANH CONG – BIEN HOA
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tay Ninh, October 3rd, 2026

REPORT ON THE ACTIVITIES AND ASSESSMENT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS ON THE ACTIVITIES OF THE BOARD OF DIRECTORS FOR THE FISCAL YEAR 2025 – 2026

To: **- General Meeting of Shareholders ("GMS");**
- Board of Directors ("BOD").

Pursuant to Decree No. 155/2020/ND-CP and Decree No. 245/2025/ND-CP, I, **Le Quang Phuc**, hereby report on my activities in my capacity as an Independent Member of the Board of Directors and provide my assessment of the activities of the Board of Directors for the fiscal year 2025 - 2026 as follows:

A. Activities of the Independent Member of the Board of Directors

During the fiscal year 2025 - 2026, I diligently and prudently discharged my responsibilities as a member of the BOD of a listed company in accordance with applicable laws, the Company's Charter and its internal regulations; fully attended meetings and actively provided opinions and participated in discussions on matters within the authority of the BOD; and performed my duties on the basis of safeguarding the interests of the Company and its Shareholders, without giving rise to any conflicts of interest or abuse of position in the Company's operations.

Having been assigned by the BOD to serve as Chairman of the Audit Committee and Chairman of the ESG Committee since November 2024, I have made my best efforts to fulfill the roles and responsibilities assigned to me. During the fiscal year 2025 - 2026, I led the Committees under the BOD in implementing the Action Plans approved by the BOD and contributed to achieving several key results as follows:

1. In the role and with the responsibilities of Chairman of the Audit Committee (AC)

- Strengthened the foundational documentation framework of the AC/Internal Audit (IA) in alignment with international practices and the Company's strategic direction for IA development.
- Developed a coordination mechanism among the Three Lines, thereby enhancing coordination in the identification, monitoring and control of key risks across the entire system.
- Directed and supervised IA in implementing and completing the entire IA Plan approved by the BOD.

2. In the role and with the responsibilities of Chairman of the ESG Committee

- Provided strategic direction for the development of the AgriS Governance Model to be consistently applied across the Group under the "3 Centers – 3 Services – 1 System" model across a unified and multinational governance platform.
- Provided strategic direction for the development of the ESG Strategy towards Net Zero by 2035.
- Directed and supervised activities to enhance the quality of corporate governance in line with good practices, adopt the corporate governance criteria under VNSI20 and ACGS as benchmarks for further enhancing corporate governance, and promote the digitalization of governance activities.

B. Assessment of the Activities of the Board of Directors

1. Composition and Structure of the Board of Directors

Following the Extraordinary General Meeting of Shareholders for the fiscal year 2025 - 2026, the number of BOD members was increased from five (05) to six (06), in line with the recommendation of the Independent Members of the BOD to increase the number of BOD members. The BOD has maintained a composition and proportion of Independent Members in compliance with the legal requirements applicable to listed companies and the Company's Charter.

Overall, the BOD members possess knowledge, skills and experience appropriate to their roles and responsibilities as members of the BOD of a listed company, while bringing complementary expertise in areas such as audit, ESG, strategy, human resources and investment. Given the Company's expanding scale of operations and its orientation towards good corporate governance practices, the BOD has set the direction to further increase the number of Independent Members of the BOD in order to strengthen the independence, diversity of expertise and operational capacity of the BOD and its Committees.

The BOD has continued to maintain its Committees to perform advisory and oversight functions as assigned by the BOD. However, the number of members in certain Committees currently only meets the minimum level under the Company's governance model and should be further strengthened in terms of both membership and professional expertise. In addition, information sharing among the Committees should be further enhanced.

2. Effectiveness of the Board of Directors

During the fiscal year 2025 - 2026, the BOD maintained regular and extraordinary meetings and conducted written consultations to discuss, consider and decide on matters within its authority, with a focus on strategy, corporate governance, risk management, capital raising, organization, human resources and other key matters appropriate to the Company's operations.

The BOD held **61** meetings (including **04** regular quarterly meetings) and conducted **30** rounds of written consultation with BOD members. Procedures relating to the meetings were carried out in accordance with applicable laws, the Company's Charter, internal regulations and good corporate governance practices, ensuring that BOD members were provided with sufficient time to review materials and prepare their opinions. On that basis, the BOD issued a total of **117** Resolutions/Decisions providing direction, guidance and oversight of business operations in line with the Company's development strategy.

The BOD focused its activities on key priorities for the fiscal year, including the implementation of the new organizational and governance model; restructuring of the investment portfolio and capital sources; enhancement of corporate governance quality in line with good practices; setting the direction for the ESG Strategy; and development of the executive management team to implement the Company's strategy through 2030.

The Committees under the BOD operated in accordance with their functions, duties and action plans approved by the BOD, and performed advisory, review and oversight functions within their respective assigned areas. The information-sharing mechanism between the Committees and the BOD was maintained through periodic reports, meeting minutes and relevant documents.

However, the BOD should strengthen communication and training on the AgriS Governance Model and the Three Lines Model to enhance governance awareness and capabilities across the entire system. The BOD should also further strengthen its compliance oversight in areas beyond management and business operations, particularly in strategic and long-term areas such as corporate governance, risk management, digital transformation and succession development.

3. Oversight of the Board of Management (BOM) by the Board of Directors

Through regular and extraordinary meetings, the internal reporting system and the oversight activities of the Committees under the BOD, the BOD regularly and diligently supervised and directed the BOM in the management of the Company, particularly in organizing the implementation of the Resolutions of the GMS and the BOD.

Amid challenging market conditions, the Chief Executive Officer and the BOM demonstrated a proactive and flexible approach to management, maintained business and production activities substantially in line with the plan, while continuing to develop the organizational, governance and resource foundations to support the Company's development direction.

However, the transformation and development requirements in the next phase require the BOD to adopt appropriate measures to encourage and oversee the BOM in further enhancing its understanding of the strategy and its execution capabilities, particularly the capabilities of the management team; while placing greater emphasis on preparing the resources and succession capabilities required to implement the Company's strategy.

4. Oversight by the Board of Directors of Related Party Transactions, the Risk Management and Internal Control Systems, Financial Statements and Information Disclosure

During the fiscal year 2025 - 2026, the BOD, through the AC, supervised the identification and review of related party transactions. Such transactions were carried out in accordance with the applicable approval authority and information disclosure requirements; no unusual transactions, transactions indicating conflicts of interest, or transactions adversely affecting the interests of the Company and its Shareholders were identified.

The AC, the Risk Management Committee and the BOM coordinated in risk management activities and agreed on the principles of coordination under the Three Lines Model. IA completed 100% of the approved audit plan; post-audit recommendations were acknowledged by the relevant units, which also implemented action plans for remediation.

The BOD directed the AC and IA to review the quarterly Financial Statements prior to their disclosure by the Company. The AC reviewed and provided its opinions on the periodic Financial Statements prior to their disclosure.

The BOD organized the Company's information disclosure through appropriate channels in compliance with applicable laws and internal regulations, with no violations identified.

During the fiscal year, the BOD also issued the Regulations on the Performance of the BOD's Oversight Activities, thereby establishing a mechanism for the BOD to perform its oversight function and enhancing transparency, accountability and coordination in the oversight of key areas.

C. Recommendations on the Activities of the Board of Directors

Based on the BOD's activities during the fiscal year 2025 - 2026 and the Company's strategic objectives and directions through 2030, I recommend that the BOD consider the following matters:

1. Continue to maintain and enhance the quality of corporate governance in line with good practices, and adopt the corporate governance criteria under ACGS and VNSI20 as benchmarks for further enhancing corporate governance.
2. Continue to oversee the implementation of the "3 Centers – 3 Services – 1 System" model across a unified and multinational governance platform; strengthen governance alignment between the BOD of the Parent Company and the BODs of Member Entities; and continue to improve the management mechanism for Designated Representatives.
3. Continue to approve the annual Action Plans of the Committees under the BOD and assess the results of their activities; while implementing quantitative assessments of the activities of the BOD and individual BOD members.

4. Strengthen the BOD's oversight activities through the assignment and delegation of oversight responsibilities to its supporting bodies (including the Committees under the BOD, the Office of the BOD, etc.) or relevant functions according to their respective assigned areas, thereby ensuring specialized and effective oversight.

5. Complete the composition of the Committees under the BOD by appointing additional members with appropriate expertise to ensure sufficient membership and capabilities to perform their assigned roles and responsibilities; while strengthening information-sharing and coordination mechanisms between the Committees and the BOD.

6. Enhance communication and training on the AgriS Governance Model and the Three Lines Model; and implement training programs on corporate governance in line with good practices to enhance governance capabilities across the entire system.

I look forward to receiving comments and contributions from the BOD and the GMS on this assessment report so that I may further enhance the performance of my roles and responsibilities as an Independent Member of the BOD.

Respectfully.

INDEPENDENT MEMBER OF THE BOD



LE QUANG PHUC

THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tay Ninh, October 3rd, 2026

REPORT ON THE ACTIVITIES AND ASSESSMENT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS ON THE ACTIVITIES OF THE BOARD OF DIRECTORS FOR THE FISCAL YEAR 2025 – 2026

To: The Shareholders of Thanh Thanh Cong – Bien Hoa Joint Stock Company

I, Tran Trong Gia Vinh, Independent Member of the Board of Directors (the "**BOD**"), am pleased to present my report for the fiscal year 2025 - 2026. This report outlines my oversight and advisory responsibilities and contributions to corporate governance, risk control and sustainable development at Thanh Thanh Cong – Bien Hoa Joint Stock Company ("**AgriS**" or the "**Company**"). It also sets out my assessment of the activities of the BOD and the Board of Management ("BOM").

A. Roles and responsibilities on the BOD

1. Independent Member of the BOD

- Provided independent oversight of the BOD and BOM to ensure that governance decisions were made transparently, in compliance with the law and in the best interests of shareholders.
- Offered constructive challenge, advice on strategy and risk control to improve management effectiveness and maintain a balanced approach to corporate governance.
- Supported initiatives to develop and strengthen BOM's leadership capabilities.

2. Chairman of the Human Resources Committee

- Guided the development of human resources and corporate culture strategies to build a strong leadership pipeline and create lasting value.
- Developed and implemented an organizational structure aligned with the Company's operating model approved by the General Meeting of Shareholders, ensuring efficiency, flexibility and consistency with the Company's new strategic direction.
- Worked to build the team of key personnel required for the new model, with a focus on leadership capabilities, innovative thinking and team cohesion.
- Reviewed and proposed policies on remuneration, performance assessment and talent development in line with AgriS's sustainable growth objectives.

3. Member of the ESG Committee responsible for the Social pillar

- Contributed to the development of the ESG Strategy for 2025 - 2026, guiding the integration of environmental, social and governance considerations into production activities.
- Oversaw and advised on social responsibility programmes, including community development, employee safety and welfare, and sustainable agricultural value chains.
- Developed ESG capabilities and an ESG mindset across the organization, strengthening employees' awareness of and commitment to sustainable development and long-term value.

4. Member of the Audit Committee (AC under the BOD)

- Participated in overseeing compliance with legal requirements and accounting standards, as well as the internal control system, including planning, support and periodic monitoring of results.

- Provided input and constructive challenge to support transparency and integrity in financial reporting and improve the management of operational risks.

5. Member of the Risk Management Committee

- Contributed to the development of the Company's enterprise-wide risk management framework, covering operational, financial, legal and ESG risks.
- Served on the transformation committees of the Agriculture Center and the Commercial Center.
- Proposed recommendations and measures to mitigate key risks, supporting the BOD's strategic oversight and the sustainability of business operations.

B. Oversight of the BOD and BOM

1. Assessment of the BOD's activities

- During the financial year 2025 - 2026, AgriS's BOD comprised five members, including two independent members of the BOD. All BOD members actively participated in strategic planning, compliance oversight and supervision of BOM, while upholding the corporate governance standards required by law. They also played an active role in advising and guiding BOM on good governance practices.
- The BOD discharged its responsibilities diligently and transparently, in line with the governance requirements applicable to listed companies. Regular and ad hoc BOD meetings were convened promptly and in accordance with prescribed procedures and the Company's internal corporate governance regulations. Meeting materials were circulated in advance to allow members sufficient time to review, discuss and carefully consider matters before passing resolutions in the Company's best interests.
- The BOD maintained an approach that encouraged constructive challenge. Material matters concerning business and financial strategies, corporate culture, management systems and technology investment were thoroughly discussed and considered by the BOD and BOM. The BOD regularly monitored and guided the General Director and BOM in the conduct of operations, ensuring adherence to delegated authority, BOD policies and plans, and applicable laws.
- The BOD's committees made effective use of their expertise and worked well with BOM. Coordination among the committees nevertheless requires further improvement, particularly in aligning work priorities and implementation schedules and sharing information, to improve consistency and overall effectiveness.

2. Assessment of the BOD's oversight of the General Director and other members of BOM

- Overall, the BOD effectively supervised BOM's implementation of the strategy, ensuring that the Company's operations remained under close oversight and aligned with its strategic direction, and that management decisions were reviewed and adjusted in a timely manner.
- BOD members regularly attended both scheduled and ad hoc BOM meetings. They analysed, constructively challenged and provided advice on material operational matters and management decisions to identify appropriate solutions in the Company's interests. This enabled the BOD to stay informed of emerging issues, provide guidance on their resolution and oversee legal compliance in the conduct of operations.
- The BOD significantly improved its oversight of both the progress and the detailed implementation of the three-center model at AgriC and ComC. ProC, however, requires greater focus to keep implementation on schedule under the agreed roadmap.
- Continued attention is needed to equip BOM with the full range of capabilities required to

execute the strategy in the next phase.

- The BOD's allocation and delegation of authority to BOM should be reviewed to ensure flexibility and effective risk control in the new operating context.
- Priority should also be given to developing BOM's capabilities comprehensively, building a succession pipeline and establishing backup staffing arrangements for key executive positions. These measures are necessary to support strategy execution and continuity of management in the next phase.

3. Recommendations to the BOD

- Realign BOD members' committee responsibilities to reduce overlapping appointments and allow greater focus on specialized areas.
- Maintain effective oversight of risks arising from the 2025 - 2030 transformation roadmap by establishing operating principles for subsidiaries' BODs, strengthening the governance capabilities of independent members of the BOD at subsidiaries, and further developing and enhancing subsidiary management teams.
- Develop a new Vision, Mission and set of Core Values to support the 2030 strategy, with particular emphasis on digital transformation, AI transformation and a corporate culture that promotes workforce diversity and encourages innovation.
- Continue to improve data systems and dashboards to support the BOD's oversight and governance of operations and risk management.
- Take urgent action to strengthen AgriS's operational capabilities.

This concludes my report as an Independent Member of the BOD on the activities of the BOD for the fiscal year 2025 - 2026.

Respectfully.

INDEPENDENT MEMBER OF THE BOD

TRAN TRONG GIA VINH