

Ho Chi Minh City, April 20, 2026

**REGULATIONS
ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS**

- Based on the Enterprise Law effective July 1, 2020.
- Based on the Charter of Southern Seed Corporation (SSC)

Article 1: General Provisions – Principles of Election

1. The election of additional members of the Board of Directors shall be conducted using cumulative voting methods based on the principles of direct, secret ballot, ensuring compliance with the law, the charter, fairness, transparency, and proportion to share ownership;
2. Nominees for election to the Board of Directors do not necessarily have to be shareholders of the Company, and the right to nominate and vote is calculated based on the number of shares owned and authorized representation. The election results are calculated based on the number of shares held;
3. Shareholders and authorized representatives of shareholder groups, if eligible and present at the meeting, and registered with the General Meeting Organizing Committee until the election time, will be issued ballots corresponding to the number of shares they own and/or the number of shares they are authorized to vote on, and have the right to participate in the voting;
4. Shareholders have the right to question issues related to the election before the general meeting if they see any signs of violations of the law and the Company's Charter.

Article 2: Composition and Term of the Board of Directors

1. The number of members of the Board of Directors is 05. The term of a member of the Board of Directors shall not exceed 5 years and may be re-elected for an unlimited number of terms;
2. The Board of Directors shall have at least 01 (one) non-executive member;
3. The number of members elected to the Board of Directors is 01. The term of the newly elected member of the Board of Directors shall be the same as the term of the remaining members of the Board of Directors;
4. The number of candidates nominated for election to the Board of Directors must be equal to or greater than the number of members stipulated for the Board of Directors.

Article 3: Regulations on Nomination for Election to the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares, or a smaller percentage as stipulated in the Company's Charter, have the right to nominate individuals to the Board of Directors. Unless otherwise stipulated in the Company's Charter, the nomination of individuals to the Board of Directors shall be carried out as follows:
 - a. Common shareholders forming a group to nominate individuals to the Board of Directors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors. 1. If the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate according to the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. If the number of candidates nominated and elected by the Board of Directors is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or nominate candidates in accordance with the Company Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law;
3. The list, resumes, and relevant information of the nominated (or elected) candidates for the Board of Directors must be sent to the Organizing Committee before the General Meeting is held.

Article 4: Standards for Board of Directors Members

1. Members of the Board of Directors must meet the following standards and conditions:
 - a. Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
 - b. Possess professional qualifications and experience in business administration or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;
 - c. Members of the Company's Board of Directors may simultaneously be members of the Board of Directors of another company;
1. Independent members of the Board of Directors as stipulated in point b, Clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

- a. Not be currently employed by the Company, its parent company, or its subsidiary; not be a person who has previously worked for the Company, its parent company, or its subsidiary for at least 3 consecutive years prior to the appointment;
- b. Not a person currently receiving a salary from the company, except for allowances granted to members of the Board of Directors as stipulated;
- c. Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiary;
- d. Not a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
- e. Not a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for 02 consecutive terms;

Article 5: Election Method, Valid and Invalid Ballots

1. The election of additional members to the Board of Directors must be conducted using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors and shareholders. Shareholders have the right to allocate all their votes to one or more candidates;
2. The list of candidates nominated for election to the Board of Directors (including information) must be publicly displayed at the General Meeting venue or attached to the General Meeting documents;
3. The ballot papers are pre-printed by the Vote Counting Committee; they list the candidates, arranged alphabetically; record the total number of votes; and bear the Company's seal.
4. Election method: Shareholders receive ballot papers, check them, and choose one Board member from the nominated candidates to elect to the Board of Directors. Each shareholder has the right to vote for the Board of Directors according to Clause 1 of this Article.
5. Valid ballot papers are:
 - *Ballot papers as stipulated in Clause 3, not erased or altered;*
 - *Board of Directors ballot paper: 1 person to be elected.*
6. Invalid ballots:
 - *Not in accordance with the provisions of Clauses 1, 2, and 3 of this Article;*
 - *For ballots with more than one candidate for the Board of Directors from the list approved by the General Meeting of Shareholders before the voting takes place;*

- *Ballots with a total number of votes exceeding the total number of votes recorded on the ballot;*
- *Ballots that are not signed or do not clearly state the full name of the shareholder or authorized representative.*

Article 6: Presiding Committee

1. The Presiding Committee is responsible for presenting the list of candidates nominated for election to the Board of Directors for approval by the General Meeting of Shareholders; proposing the number and composition of the Ballot Counting Committee for approval by the General Meeting of Shareholders.
2. Checking and announcing the election results;
3. Resolving questions and complaints regarding the election process.

Article 7: Vote Counting Committee and Vote Counting Method

1. Members of the Vote Counting Committee are individuals whose names are not on the list of nominees or candidates for the Board of Directors;
2. The Vote Counting Committee is responsible for: Checking the ballot box, verifying the validity of each ballot printed with the names of the candidates issued by the Vote Counting Committee, checking each ballot in turn and recording the results on the ballot counting sheet, preparing minutes and announcing the vote counting results, and, together with the Presiding Committee, resolving any questions or complaints from shareholders.
3. The election results are recognized after the election minutes have been approved by the Presiding Committee and the Resolution has been passed by the General Meeting of Shareholders.

Article 8: Candidates Elected to the Board of Directors

Candidates elected to the Board of Directors must receive at least 65% of the total number of shares held by shareholders and their representatives attending the meeting. If the voting percentage is less than 65%, the Presiding Committee will seek the opinion of the General Meeting of Shareholders to decide whether to continue with a second round of voting or not proceed with the election.

Article 9: These regulations on the supplementary election of the Board of Directors shall take effect immediately upon approval by the Annual General Meeting of Shareholders.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

(Signed)