

VIETNAM NATIONAL
COAL AND MINERAL INDUSTRIES
HOLDING CORPORATION LIMITED
CAO SON COAL JOINT STOCK COMPANY

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No.: /TTr-TCS-HĐQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Cua Ong, April , 2026

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PROPOSAL

On approval of contracts and transactions between the Company and its enterprises, major shareholders and related persons in 2026, falling under the authority of the General Meeting of Shareholders

To: 2026 Annual General Meeting of Shareholders
Cao Son Coal Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated December 26, 2019;
- Pursuant to the Decree No. 155/2020/NĐ-CP dated December 31, 2020 by the government elaborate of some articles of the Law on Securities;
- Pursuant to the Charter on Organization and Operation of Cao Son Coal Joint Stock Company;
- Pursuant to Proposal No. 1500/TTr-TCS-KH dated March 4, 2026 of the General Director of the Company regarding the approval of the report on the implementation of contracts and transactions in 2025 and the proposal for approval of contracts and transactions in 2026;

The Board of Directors of Cao Son Coal Joint Stock Company hereby reports and submits to the General Meeting of Shareholders for approval the report on the implementation of contracts and transactions in 2025 and the proposal for approval of contracts and transactions in 2026, with the following contents:

I. Report on the implementation results of contracts and transactions in 2025.

Pursuant to Resolution No. 01/NQ-TCS-ĐHĐCĐ dated April 25, 2025 of the 2025 Annual General Meeting of Shareholders, Cao Son Coal Joint Stock Company approves the Company's contracts and transactions, the Company reports the implementation results of contracts and transactions in 2025 as follows:

(1) Contract on coal mining, screening and processing in 2025 No. 293-2024/HĐKD dated December 26, 2024 between the Company and Vietnam National Coal and Mineral Industries Holding Corporation Limited:

- + Contracting party: Vietnam National Coal and Mineral Industries Holding Corporation Limited
- + Contract value (excluding VAT): 8,128.7 billion VND

Accordingly, this contract is entered into between the Company and TKV (*TKV is a major shareholder holding 65% of the Company's charter capital*).

The above contract value between the Company and TKV includes/has been implemented through coal sale and purchase contracts with TKV's affiliated units.

(2) Contract No. 714/HĐ-TTCO dated December 24, 2024 on coal trading in 2025 (railway transportation) between the Company and the branch of Vietnam National Coal and Mineral Industries Holding Corporation Limited – Vinacomin - Cuaong Coal Preparation Company: Contract value (excluding VAT): 3,900.6 billion VND

(3) Contract No. 715/HĐ-TTCO dated December 24, 2024 on coal trading in 2025 (belt conveyor supply to Coal Preparation Workshop No. 4 – Vinacomin - Cuaong Coal Preparation Company) between the Company and the branch of Vietnam National Coal and Mineral Industries Holding Corporation Limited – Vinacomin - Cuaong Coal Preparation Company: Contract value (excluding VAT): 2,760.8 billion VND.

(4) Contract on coal trading in 2025 No. 04/2025/HĐ/KVCP-TCS dated December 25, 2024 between the Company and the branch of Vietnam National Coal and Mineral Industries Holding Corporation Limited – Vinacomin - Cam Pha Port and Logistics Company: Contract value (excluding VAT): 1,153.7 billion VND.

(5) Contract on fuel purchase and sale in 2025 No. 22/2025/HĐMB/TCS-MTS dated March 26, 2025 between the Company and Vinacomin-Materials Trading Joint Stock Company: Contract value (excluding VAT): 1,437.8 billion VND

(6) Contract No. 881/HĐ-TCS-KH dated January 22, 2025 – Package No. 01-TN 2025: Outsourcing of excavation and transportation of overburden in 2025 between the Company and the contractor consortium Tan Tien - Quang Hung - Nam Dong Son - Hoa Son - Trung Nghia - Van Don D&T. Contract value (excluding VAT): 1,186.3 billion VND

(7) Transactions in 2025 under the Appendix dated December 30, 2024 to Contract No. 1968/HĐ-TCS-KH>SP dated April 8, 2014 regarding the lease of transportation of overburden by conveyor system between the Company and Tan Phu Xuan Joint Stock Company. Contract value (excluding VAT): 1,019.3 billion VND

II. Submission to the General Meeting of Shareholders for approval of contracts and transactions in 2026.

1. It is proposed that the General Meeting of Shareholders approve the contracts and transactions to be implemented in 2026, including: “Transactions with a value \geq 35% of the total assets recorded in the latest financial statements; contracts and transactions involving borrowing, lending, or sale of assets with a value $>10\%$ of the total assets recorded in the latest financial statements between the Company and shareholders owning 51% or more of the total voting shares.” (The Company’s total assets as of December 31, 2025 according to the latest financial statements: 2,501 billion VND.) The contracts and transactions proposed for approval by the 2026 General Meeting of Shareholders are as follows:

(1) Contract with the shareholder Vietnam National Coal and Mineral Industries Holding Corporation Limited: Contract on coal mining, screening and processing in 2026 No. 211/2025/HĐKD dated December 16, 2025.

(2) Contracts and transactions between the Company and the branch of Vietnam National Coal and Mineral Industries Holding Corporation Limited – Vinacomin - Cuaong Coal Preparation Company (a related party), including:

+ Contract No. 656/HĐ-TTCO dated December 19, 2025 on coal trading in 2026 (railway transportation);

+ Contract No. 655/HĐ-TTCO dated December 19, 2025 on coal trading in 2026 (belt conveyor supply to Coal Preparation Workshop No. 4 – Vinacomin - Cuaong Coal Preparation Company);

(3) Contract/transaction between the Company and the branch of Vietnam National Coal and Mineral Industries Holding Corporation Limited – Vinacomin - Cam Pha Port and Logistics Company (a related party): Contract on coal trading in 2026 No. 04/2026/HĐ/KVCP-TCS dated December 18, 2025.

(4) Contract/transaction between the Company and Vinacomin - Mining Chemical Industry Holding Corporation Limited (authorized unit: Quang Ninh Mining Chemical Industry Company) (a related party): Contract No. 11889/HĐ-TCS-KH dated December 19, 2025 on blasting services for 2026.

(5) Fuel purchase and sale contract No. 22/2026/HĐMB/TCS-MTS dated February 28, 2026 between the Company and Vinacomin-Materials Trading Joint Stock Company.

(6) Transactions in 2026 under Contract No. 1968/HĐ-TCS-KH>SP dated April 8, 2014 regarding the lease of overburden transportation by conveyor system between the Company and Tan Phu Xuan Joint Stock Company.

2. Approval of mechanisms to ensure operational continuity and enforceability:

To ensure uninterrupted and continuous production and business operations during the period pending the General Meeting of Shareholders to convene and issue its Resolution, it is proposed that the General Meeting of Shareholders approve the following mechanisms:

- Transitional effectiveness: Allow the Company to continue implementing the above-mentioned contracts and transactions from January 1, 2026 until a new Resolution of the 2026 General Meeting of Shareholders is issued to replace them (ensuring compliance with market price principles or pricing regulations of the State/Group).

- Approval of executed transactions: The General Meeting of Shareholders approves and recognizes the legal validity of the contracts and transactions listed above that have been implemented during the period from January 1, 2026 to the date of issuance of the 2026 Annual General Meeting of Shareholders' Resolution.

3. To authorize the legal representative – the Director of the Company – to sign and organize the implementation of contracts and transactions between the Company and enterprises, major shareholders, and related persons in accordance with applicable laws.

Respectfully submits to the General Meeting of Shareholders for consideration and approval so that the Company may proceed with implementation./.

Recipients:

- *Annual General Meeting of Shareholders 2026*
- *Shareholders*
- *BOD, BOS;*
- *Information disclosure;*
- *Filed: Administration.*

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

Vu Van Khan