

**JSC BANK FOR FOREIGN  
TRADE OF VIETNAM**

Address: 198 Tran Quang Khai St., Hanoi

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Hanoi, April 25, 2025

**PROPOSAL**  
**ON THE AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**  
**AND REGULATIONS OF VIETCOMBANK**

*Pursuant to The Law on Credit Institutions dated 18/01/2024;*

*Pursuant to The Law on Enterprises dated 17/06/2020;*

*Pursuant to Decree No.155/2020/ND-CP dated 31/12/2020 by the Government about guidelines on some articles of Law on Securities;*

*Pursuant to Charter on organization and operation of the JSC Bank for Foreign Trade of Vietnam approved by August 2024 Extraordinary General Meeting of Shareholders by Resolution No. 08/BT2024/NQ-ĐHĐCĐ dated 19/08/2024;*

*Pursuant to Regulation on Organization and operation of the Board of Directors of the JSC Bank for Foreign Trade of Vietnam issued in attachment with Decision No. 1569/QĐ-VCB.HDQT dated 26/08/2024 by the Board of Directors;*

*Pursuant to Regulation on Internal governance of Vietcombank, issued in attachment with Decision No. 1579/QĐ-VCB-HDQT dated 26/08/2024 by the Board of Directors;*

*Pursuant to Official Document No. 3099/NHNN-QLGS date 23/04/2025 of the State Bank of Vietnam regarding opinions on the amendments and supplements to the Charter of Vietcombank,*

The Board of Directors (BOD) of the Joint Stock Commercial Bank for Foreign Trade of Vietnam (VCB) hereby submits to the Annual General Meeting of Shareholders (AGM) for consideration and approval of the amendments and supplements to the Charter, Regulation on organization and operation and Regulation on internal governance of Vietcombank as followings:

**1. Necessity of the amendments and supplements to the Charter, Regulation on organization and operation of the BOD and Regulation on internal governance of Vietcombank**



The current Charter of VCB was approved by the Extraordinary General Meeting of Shareholders on August 19, 2024, based on updates to new regulations under the Law on Credit institutions, and relevant legal documents. Accordingly, the VCB Charter is fundamentally in compliance with applicable laws, serving as an important foundation for the governance and management of the Bank's operations.

However, periodic reviews of the Charter are essential to ensure updates in line with legal regulations, practical requirements, and to enhance VCB's operational efficiency.

Additionally, the Regulation on organization and operation of the BOD and the Regulation on internal governance of Vietcombank contain multiple references to the Charter. Therefore, these Regulations also need to be reviewed simultaneously with the Charter to ensure consistency, comprehensiveness, and overall alignment.

## **2. Proposed Amendments and Supplements**

Based on the provisions of the Law on Credit Institutions 2024, the BOD has conducted a review and proposed amendments and supplements to the Charter, the Regulation on the organization and operation of the BOD, and the Regulation of internal governance of Vietcombank.

Details of the proposed amendments and supplements to certain provisions of the Charter, the Regulations on the organization and operation of the BOD, and the Regulation on internal governance of Vietcombank, are provided in the Appendixes attached to this proposal.

The BOD respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

(i) Approval of the amendments and supplements to the Charter, the Regulation on the organization and operation of the BOD, and the Regulation on the internal governance of VCB as specified in the Appendixes attached to this Proposal;

(ii) Approval of the full draft versions of the Charter, the Regulation on the organization and operation of the BOD, and the Regulation on the internal governance of VCB;

(iii) Authorization for the BOD to carry out the necessary procedures to issue the Charter, the Regulation on the organization and operation of the

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BOD, and the Regulation on the internal governance of VCB with the  
aforementioned amendments and supplements.

Respectfully submitted./.

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



**Nguyen Thanh Tung**





**TABLE 1: SUMMARY OF PROPOSED AMENDMENTS AND SUPPLEMENTS TO VCB'S CHARTER**

No	Article	Existing VCB charter	Proposed amendments	The rationale
1	Article 1 Clause 1 Point d	<del>"Operating Area" refers to the geographic scope specified in the license issued by the State Bank of Vietnam (SBV), where the Bank is authorized to establish operational points in accordance with the laws;"</del>	<b>Remove</b> Point d Clause 1 Article 1	- While the term is defined, it is not further referenced in any other provision of the Charter." - Law on Credit Institutions 2024: No definition is provided.
2	Article 1 Clause 1 Point e	"Charter Capital" is the contributed capital of shareholders as recorded in the Bank's Charter;	<b>Revised as:</b> "Charter capital" is the total par value of the Bank's shares sold to shareholders;	Pursuant to Clause 42, Article 4 of the Law on Credit Institutions 2024: - Charter capital is the total par value of shares sold to shareholders of the credit institution, which is a joint-stock company.
3	Article 1 Clause 1 Point dd	"Major shareholder" is a shareholder who directly or indirectly owns 5% or more of the Bank's voting shares;	<b>Revised as:</b> "Major shareholder" is a shareholder of the Bank who owns at least 5% of the voting shares of the Bank, including shares indirectly owned by such shareholder.	Pursuant to Clause 8, Article 4 of the Law on Credit Institutions 2024: A major shareholder is a shareholder of credit institution, which is joint-stock company, owning at least 5% of the voting shares of that credit institution, including shares indirectly owned by such shareholder.
4	Article 7	<del><b>Article 7. Commercial Banking Activities</b> <b>1. Capital mobilization:</b> a. The Bank mobilizes capital through the following approaches: — Accepting demand deposits, term deposits, savings deposits, and other forms of deposits;</del>	<b>Article 7. Commercial Banking Activities</b>  The Bank shall be entitled to carry out the following commercial banking activities and other business activities as specified in its License and in accordance with the provisions of the Law on Credit Institutions,	Revised and supplemented in accordance with the Law on Credit Institutions 2024 and in conformity with the business operations of VCB as stipulated in the Establishment and Operation License issued by the SBV and subsequent amendments and supplements thereto.



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		<p>— Issuing deposit certificates, promissory notes, bills, and bonds for deposits domestically and internationally;</p> <p>— Borrowing from SBV in the form of refinancing, borrowing from domestic and foreign credit institutions and financial institutions as per legal regulations; and</p> <p>— Other forms of capital mobilization.</p> <p>b. Capital mobilization may be conducted in Vietnamese Dong, foreign currencies, and gold as prescribed by laws.</p> <p><b>2. Credit Activities:</b> The Bank provides credit to domestic and foreign organizations and individuals in the following approaches:</p> <p>— Loans;</p> <p>— Bank guarantees;</p> <p>— Issuance of credit cards;</p> <p>— Domestic and international factoring as permitted by laws;</p> <p>— Discounting and rediscounting of negotiable instruments and other valuable papers; and</p> <p>— Other forms of credit extension as prescribed by laws.</p> <p><b>3. Payment and Treasury Services:</b> The Bank opens payment accounts, provides payment instruments, and offers payment and treasury services to domestic and foreign</p>	<p>the Law on the State Bank of Vietnam, the Ordinance on Foreign Exchange, and other applicable laws and regulations:</p> <p><b>A. Banking activities</b></p> <ol style="list-style-type: none"> <li>1. Accepting demand deposits, term deposits, savings deposits and other forms of deposits.</li> <li>2. Issuing deposit certificates.</li> <li>3. Providing credit in the following forms: <ol style="list-style-type: none"> <li>a) Loans;</li> <li>b) Discounting, re-discounting;</li> <li>c) Bank guarantees;</li> <li>d) Issuance of credit cards;</li> <li>dd) Domestic factoring; international factoring;</li> <li>e) Letters of credit;</li> <li>g) Other forms of credit provision as prescribed by the Governor of the SBV.</li> </ol> </li> <li>4. Opening payment accounts for customers.</li> <li>5. Providing payment instruments.</li> <li>6. Providing payment services through accounts, including:</li> </ol>	

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		<p>customers as stipulated by laws. The payment services offered include:</p> <ul style="list-style-type: none"> <li>— Domestic payment services, including checks, payment orders, collection orders, collection of payment, letters of credit, bank cards, collection, and disbursement services;</li> <li>— International payment services and other payment services as approved by SBV.</li> </ul> <p>The Bank is authorized to establish an internal payment system and participate in the national interbank payment system. The Bank may also join international payment systems as approval of SBV.</p> <p><b>4. Other Commercial Banking Services:</b> The Bank may engage in the following activities:</p> <ul style="list-style-type: none"> <li>— Trading on domestic and international money and capital markets in accordance with laws;</li> <li>— Trading and providing foreign exchange services on the domestic and international markets within the scope defined by SBV;</li> <li>— Trading and providing interest rate derivative products as prescribed by Law;</li> <li>— Offering commodity price derivative products within the scope defined by SBV;</li> </ul>	<p>a) Providing domestic payment services including checks, payment orders, payment authorizations, collection orders, collection of payment, money transfers, bank cards, collection and payment services;</p> <p>b) Providing international payment services as approved in writing by the SBV; other payment services as prescribed by the Governor of the SBV.</p> <p><b>B. Borrowing, depositing money, buying and selling valuable papers of the Bank</b></p> <ol style="list-style-type: none"> <li>1. Borrowing from the SBV in the form of refinancing according to the Law of the SBV.</li> <li>2. Buying and selling valuable papers with the SBV according to the provisions of the Law of the SBV.</li> <li>3. Lending, borrowing, depositing money, accepting deposits, buying and selling term valuable papers with credit institutions and foreign bank branches according to the regulations of the Governor of the SBV.</li> </ol>	



No	Article	Existing VCB charter	Proposed amendments	The rationale
		<ul style="list-style-type: none"> <li><del>— Conducting other banking and financial services upon written approval by competent authorities;</del></li> <li><del>— Providing securities depository services and trading gold in the domestic and international markets as prescribed by Law;</del></li> <li><del>— Acting as trustee, receiving trusteeship, and acting as an agent in areas related to banking activities, including asset and investment management for domestic and foreign organizations and individuals under trust and agency agreements;</del></li> <li><del>— Providing services such as:</del> <ul style="list-style-type: none"> <li><del>• Corporate finance consulting, consulting for M&amp;A and investments;</del></li> <li><del>• Trading in government and corporate bonds; debt trading as permitted by laws;</del></li> <li><del>• Currency brokerage services;</del></li> <li><del>• Cash management services, banking and financial consulting, asset management, custody services, safe deposit boxes, and other services as prescribed by laws;</del></li> <li><del>• Securities clearing and settlement services under Point a, Clause 4, Article 56 of the Law on Securities;</del></li> </ul> </li> </ul>	<p>4. Foreign borrowing according to the provisions of the law.</p> <p><b>C. Organization and engagement in the Bank's payment system</b></p> <ol style="list-style-type: none"> <li>1. Organizing internal payment system and engaging in the national interbank payment system.</li> <li>2. Engaging in the international payment system as prescribed by the Government and written approvals by the SBV.</li> </ol> <p><b>D. Foreign exchange trading, provision of foreign exchange services and derivative products of the Bank</b></p> <ol style="list-style-type: none"> <li>1. Trading and providing the following services and products to both domestic and foreign clients, upon written approvals of the SBV: <ol style="list-style-type: none"> <li>a) Foreign exchange;</li> <li>b) Derivatives on interest rates, foreign exchange, currencies and other financial assets.</li> </ol> </li> <li>2. The Bank's foreign exchange trading and provision of foreign exchange services to customers shall be carried</li> </ol>	

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		<ul style="list-style-type: none"> <li>• <del>Custodian bank services according by laws;</del></li> <li>• <del>Gold bar trading;</del></li> <li>• <del>Other activities as prescribed by laws.</del></li> </ul>	<p>out in accordance with the regulation on foreign exchange.</p> <p><b>E. Entrustment and agency services, agency assignment of commercial bank</b></p> <ol style="list-style-type: none"> <li>1. Entrustment, acceptance of entrustment, agency services in banking operations, and payment agency assignment pursuant to the provisions by the Governor of the SBV.</li> <li>2. Insurance agency activities in compliance with the applicable provisions of the law on insurance business, and within the scope of insurance agency activities as stipulated by the Governor of the State Bank of Vietnam.</li> </ol> <p><b>F. Other business activities of the Bank</b></p> <ol style="list-style-type: none"> <li>1. The Bank shall conduct the following business activities in compliance with the regulations issued by the Governor of the SBV:               <ol style="list-style-type: none"> <li>a) Cash management services; treasury services for credit institutions and foreign bank</li> </ol> </li> </ol>	



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			<p>branches; asset safekeeping services, safe deposit box rental services;</p> <p>b) Provision of money transfer, collection and payment services and other non-account payment services;</p> <p>c) Purchasing and selling SBV treasury bills, and corporate bonds; purchasing and selling other valuable papers, except for the purchase and selling Government debt instruments, Government-guaranteed bonds, and municipal bonds;</p> <p>d) Currency brokerage services;</p> <p>dd) Gold trading;</p> <p>e) Other services related to factoring and letters of credit;</p> <p>f) Debt purchasing activities;</p> <p>g) Consulting on banking operations and other business activities specified in the License.</p> <p>2. The Bank shall conduct other following business activities as prescribed by Law:</p>	

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			<ul style="list-style-type: none"> <li>a) Purchasing and selling Government debt instruments, Government-guaranteed bonds, and municipal bonds;</li> <li>b) Bond issuance;</li> <li>c) Securities custody;</li> <li>d) Banking supervision services;</li> <li>e) Debt purchasing activities;</li> <li>f) Securities clearing and settlement services in accordance with Point a, Clause 4, Article 56 of the Law on Securities;</li> <li>g) Offshore investment.;</li> </ul> <p>3. The Bank is permitted to carry out other business activities related to banking operations beyond those specified in points 1 and 2 of Clause F of this Article, in accordance with the regulations of the Governor of the SBV and other relevant legal provisions.</p>	
5	Article 14 Clause 2	The charter capital of the Bank is the capital amount stipulated in the Bank's charter and certified in the Business Registration Certificate issued by Vietnamese competent authorities	<p><b>Revised as:</b></p> <p>The charter capital of the Bank is recorded in the Bank's charter and certified in the <b>Bank's License for Establishment and Operation</b> issued by the by Vietnamese competent authorities.</p>	- From July 1, 2024, the Establishment and Operation License shall be concurrently serve as the Business Registration Certificate. Accordingly, only the Establishment and Operation License shall remain in the definition of "License",



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				<p>requesting amendments to the Bank's Charter.</p> <p>- Pursuant to Clause 2, Article 27 of the Law on Credit Institutions 2024, The Establishment and Operation License of a credit institution shall concurrently serve as the Business Registration Certificate or the Cooperative Registration Certificate.</p> <p>- Pursuant to Clause 15, Article 1 of the Law on Credit Institutions 2024 The License includes the Establishment and Operation License of a credit institution, the License to establish a foreign bank branch, the License to establish a foreign representative office, all issued by the SBV. The SBV's official document on amending and supplementing the License is an inseparable part of the License.</p>
6	Article 30	<p>Obligations of shareholders:</p> <p>There is no provision regarding the disclosure of ultimate beneficial owner of shares.</p>	<p><b>Supplemented Clause 9 as follows:</b></p> <p>9. A shareholders who is entrusted to invest in the Bank on behalf of another organizations or individuals shall be responsible to provide the Bank with information regarding the ultimate beneficial owner of the entrusted shares.</p>	<p>Pursuant to Clause 2, Article 62 of the Law on Credit Institutions 2024 regarding the obligation to provide information on the ultimate beneficial ownership of shares: Shareholders who receive investment entrustment for other organizations or individuals must provide the credit</p>

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			The Bank shall have the right to suspend the shareholder rights of such trustee shareholders in the event of failure to disclose or disclose of incomplete or inaccurate information regarding the ultimate beneficial owner of the shares.	institution with information on the beneficial owner of the shares entrusted to them for investment in the credit institution. The credit institution has the right to suspend the shareholder's rights in the event that the shareholder fails to provide or provides incomplete or inaccurate information regarding the ultimate beneficial owner of the shares.
7	Article 31	No provision exists permitting the General Meeting of Shareholders to be conducted in a virtual or a hybrid (virtual and physical) format.	<b>Supplemented Clause 4 as follows:</b> 4. The General Meeting of Shareholders may be held in physical, virtual, or hybrid format. The specific format shall be determined by the General Meeting of Shareholders in accordance with the Regulations on the organization of the meeting.	- Pursuant to Clause 3, Article 144 of the Law on Enterprises 2020: “3. A shareholder shall be considered as attending and voting at the General Meeting of Shareholders under the following circumstances: a) Attending and voting in person at the meeting; b) Authorizing another individual or entity to attend and vote at the meeting on their behalf; c) Attending and voting via online conferencing, electronic voting, or other legally recognized electronic means; d) Submitting voting ballots to the meeting via post, fax, or email;
8	Article 38 Clause 1	The General Meeting of Shareholders approves resolutions within its authority through voting at the meeting or by collecting written opinions. The Annual General Meeting of Shareholders may not be held by seeking written opinions.	<b>Revised as:</b> The General Meeting of Shareholders approves resolutions within its authority through the following methods: <b>(i) voting at the meeting; (ii) voting via online meetings, electronic voting, or other legally recognized electronic means; or (iii) seeking written opinions.</b> The	



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			Annual General Meeting of Shareholders may not be held by seeking written opinions.	d) Submitting voting ballots through other methods as stipulated in the company's charter.”
9	Article 38 Clause 2	The following resolutions must be passed by direct voting at the General Meeting of Shareholders	<b>Revised as:</b> The following resolutions must be passed by voting at the General Meeting of Shareholders	- Amendment to ensure the Charter permits the conduct of virtual General Meeting of Shareholders.
10	Article 38 Clause 5	Resolutions approved at the General Meeting of Shareholders, with the in-person attendance of shareholders and by proxy, representing 100% of the total voting shares are valid and enforceable, even if the meeting procedures, agenda, and conducting procedures are not fully compliant with regulations.	<b>Revised as:</b> Resolutions approved at the General Meeting of Shareholders, with the attendance of shareholders, both in-person <b>and online</b> and by proxy, representing 100% of the total voting shares are valid and enforceable, even if the meeting procedures, agenda, and conducting procedures are not fully compliant with regulations.	
11	Article 32 Clause 7	Approve contracts and transactions of the Bank as stipulated in Clauses 1 and 2, Article 75 of this Charter.	<b>Revised as:</b> Approve contracts and transactions of the Bank as stipulated in Point 2, Section A, Article 75 of this Charter.	Point 2, Section A, Article 75 of the Charter has already referred to the subjects specified in Point 1; therefore, reiteration is unnecessary.
12	Article 33 Clause 6	The venue of the General Meeting of Shareholders shall be within the territory of Vietnam.	<b>Revised as:</b> The venue of the General Meeting of Shareholders shall be defined as the location where the Chairperson attends the	Pursuant to Clause 1, Article 139 of the Law on Enterprises 2020: “The venue of the General Meeting of Shareholders shall be defined as the location where the

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			meeting and must be within the territory of Vietnam.	Chairperson attends the meeting and must be within the territory of Vietnam”
13	Article 36	Do not have Clause 15	<b>Supplemented Clause 15 as follows:</b> Members of the BOD and members of the Supervisory Board shall attend the Annual General Meeting of Shareholders to respond to shareholders’ questions (if any). In the event of force majeure preventing attendance, such members must submit a written report to the BOD or the Supervisory Board, as applicable, prior to the date of the General Meeting for consideration and consolidation.	Pursuant to Clause 4, Article 273 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.
14	Article 59	<b>Add this provision as it is not yet stipulated in the Charter:</b> The qualifications and eligibility criteria for the Chief Accountant have not been defined.	<b>Amended Article 59 to include the following provisions:</b> The Chief Accountant must satisfy the following qualifications and requirements: a) Must not subject to any restrictions on holding position as stipulated in Clause 2, Article 42 of the Law on Credit Institutions; b) Must meet one of the following criteria: Hold a university degree or higher in finance, banking, economics, business	- Pursuant to Clause 5, Article 41 of the Law on Credit Institutions 2024: “5. The Deputy General Director (Deputy Director), Chief Accountant, Branch Director, General Director (Director) of a subsidiary, and other equivalent positions as stipulated in the Charter of the credit institution must meet the following qualifications and requirements: a) Must not be subject to any restrictions on holding position as prescribed in Clause 2, Article 42 of this Law; for the Deputy

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			<p>administration, law, accounting, auditing, or another relevant field aligned with the designated responsibilities; or Hold a university degree of higher in another field and have a minimum of three years of direct experience in finance, banking, or the relevant area of expertise;</p> <p>c) Must reside in Vietnam during the tenure;</p> <p>d) Must comply with the qualifications and requirements prescribed by applicable accounting regulations.</p>	<p>General Director (Deputy Director), must not be subject to the restrictions specified in Clause 1, Article 42 of this Law;</p> <p>b) Must meet one of the following criteria: Hold a university degree or higher in finance, banking, economics, business administration, law, accounting, auditing, or another relevant field aligned with the designated responsibilities; or Hold a university degree of higher in another field and have a minimum of three years of direct experience in finance, banking, or the relevant area of expertise</p> <p>c) Must reside in Vietnam during the tenure;</p> <p>d) The Chief Accountant must additionally fulfill the qualifications and requirements stipulated under applicable accounting laws.</p>
15	Article 61 Clause 6	<p>The Supervisory Board:</p> <p>6. The members of the Supervisory Board are prohibited from holding one of these following positions concurrently:</p> <p>a. Managers or executives of the Bank, another credit institution, or any other enterprise; employees of the Bank or its subsidiaries;</p>	<p><b>Supplementation of Clause 6 Point c as follows:</b></p> <p>6. The members of the Supervisory Board are prohibited from holding one of these following positions concurrently:</p> <p>a. Managers or executives of the Bank, another credit institution, or any other enterprise; employees of the Bank or its subsidiaries;</p>	<p>- Pursuant to Clause 4, Article 43 of the Law on Credit Institutions 2024</p> <p>- Clause c is consistent with the provisions of Point b, Clause 2, Article 286 of Decree No. 155/2020/ND-CP.</p>



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		b. Employees of an enterprise where a Bank's member of the BOD serves as a member of the BOD, executive, or major shareholder.	b. Employees of an enterprise where a Bank's member of the BOD serves as a member of the BOD, executive, or major shareholder. c. A member or employee of an approved auditing firm that has audited the Bank's financial statements in the preceding three consecutive years.	
16	Article 69 Clause 1	The initial meeting of the Supervisory Board must be held within 7 (seven) days after the election of that Supervisory Board. This meeting is convened by the member with the highest number of votes. In the event that there is more than one member obtaining the highest and equal number of votes, such members shall elect, by majority vote among themselves, one member to convene the meeting of the Supervisory Board.	<b>Revised as:</b> The initial meeting of the Supervisory Board must be held within 7 (seven) days after the election of that Supervisory Board. This meeting is convened by the member with the highest number of votes. In the event that there is more than one member obtaining the highest and equal number of votes, such members shall elect, by majority vote among themselves, <b>to select</b> one member to convene the meeting of the Supervisory Board.	Adjusted "elected by majority rule for a single candidate..." to "elected by majority rule to select one person..." for greater clarity.
17	Article 75	<del>1.—</del> <del>Article 75. — Contracts and transactions must be approved by the General Meeting of Shareholders or the BOD</del> <del>1. — Contracts and transactions between the Bank and the following entities must be approved by the General</del>	Amended and separated into two following distinct sections: <b>Article 75:</b> Contracts and transactions must be approved by the General Meeting of Shareholders and the Board of Directors	- Adjusted in accordance with Article 67.3(r) and Article 70.9 of the Law on Credit Institutions 2024. - Separated Article 75 into two distinct sections, A and B, for clarity, specifying provisions for the General Meeting of

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		<p>Meeting of Shareholders or the BOD (except for lending transactions as prescribed in Articles 134 and 135 of the Law on Credit Institutions):</p> <p>a. Major shareholders, authorized representatives of major shareholders, and their related persons;</p> <p>b. Members of the BOD, members of the Supervisory Board, or the CEO, and related persons of the Bank's managers or members of the Supervisory Board;</p> <p>c. Enterprises specified in Points a and b, Clause 1, Article 73 of this Charter, and related persons of the entities mentioned in Point b of Clause 1 of this Article;</p> <p>d. Subsidiaries and affiliated companies of the Bank, except in cases where the commercial bank is implementing a mandatory transfer plan;</p> <p>e. Managers of other banks and their related persons, in cases where the law has specific provisions.</p> <p>2. The General Meeting of Shareholders must approve other contracts and transactions with a value of 20% or</p>	<p><b>A. General Meeting of Shareholders</b></p> <p>1. Contracts and transactions with the value specified at Point 2, Clause A of this Article between the Bank and the following parties must be approved by the General Meeting of Shareholders (excluding credit transactions as stipulated in Articles 134 and 135 of the Law on Credit Institutions):</p> <p>a. Major shareholders, authorized representatives of major shareholders, and their related persons;</p> <p>b. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer (CEO), and related persons of the Bank's managers and members of the Supervisory Board;</p> <p>c. Enterprises as stipulated in Points a and b, Clause 1, Article 73 of this Charter, and related persons of the entities specified in Point 1b, Clause A of this Article;</p> <p>d. Subsidiaries and affiliated companies of the Bank, except for commercial banks implementing a mandatory transfer plan;</p> <p>e. Managers of other banks and their related persons if required by law.</p> <p>2. The General Meeting of Shareholders</p>	Shareholders and the Board of Directors, respectively.



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		<p><del>more of the Bank's charter capital as recorded in the most recent audited financial statement, between the Bank and the entities mentioned in Clause 1 of this Article. In such cases, the Bank's representative signing the contract or transaction must notify the members of the BOD and the Supervisory Board about the related parties involved, along with a draft contract or a notice of the key terms of the transaction. The BOD shall present the draft contract or explain the key terms of the transaction at the General Meeting of Shareholders or seek shareholders' opinions in writing. Shareholders with related interests are not entitled to vote. The contract or transaction is approved when it receives over 50% of the total voting shares of shareholders attending the meeting or over 50% of the total voting shares of all shareholders in the case of a written consultation.</del></p> <p>3. <del>The BOD must approve other contracts and transactions with a value below 20% of the Bank's charter capital, as recorded in the most recent audited financial</del></p>	<p>shall approve contracts and transactions valued at 20% or more of the Bank's charter capital, as stated in the latest audited financial statements, between the Bank and the entities specified in Point 1 Clause A of this Article. In such cases, the Bank's representative signing the contract or transaction must notify members of the Board of Directors and the Supervisory Board regarding the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall present the draft contract or provide an explanation of the transaction's key contents at the General Meeting of Shareholders or collect shareholders' opinions in writing. Shareholders with related interests shall not have voting rights. The contract or transaction shall be approved if it receives affirmative votes from shareholders representing more than 50% of the total voting shares of all attending shareholders or more than 50% of the total voting shares of all shareholders in the case of a written consultation.</p> <p>3. If a contract is executed or performed</p>	



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		<p>statement, between the Bank and the entities mentioned in Clause 1 of this Article. In such cases, the Bank's representative signing the contract or transaction must notify the members of the BOD and the Supervisory Board about the related parties involved, along with a draft contract or the key terms of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receiving the notice. Members with related interests are not entitled to vote.</p> <p>4. <del>Contracts or transactions entered into or executed without approval from the General Meeting of Shareholders or the BOD, as stipulated in Clauses 2 and 3 of this Article, are deemed invalid and will be handled according to the provisions of the law. Individuals involved in signing such contracts or transactions, including shareholders, members of the BOD, or the CEO, who cause damage to the Bank, will face disciplinary actions and must compensate for any arising damages. They are also required to return to the Bank any benefits</del></p>	<p>without approval from the General Meeting of Shareholders as stipulated in Point 2 of this Clause, such a contract shall be deemed invalid and handled in accordance with the law. Any individuals involved in signing such a contract, including shareholders, members of the Board of Directors, and the CEO, who cause damage to the Bank, shall be subject to disciplinary actions and must compensate for any losses incurred and return any benefits gained from executing such a contract or transaction.</p> <p><b>B. Board of Directors</b></p> <p>1. Contracts and transactions with the value specified at Point 2, Section B of this Article between the Bank and the following parties must be approved by the Board of Directors (excluding credit transactions as stipulated in Articles 134 and 135 of the Law on Credit Institutions):</p> <ul style="list-style-type: none"> <li>a. Major shareholders, authorized representatives of major shareholders, and their related persons;</li> <li>b. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer (CEO), and</li> </ul>	

No	Article	Existing VCB charter	Proposed amendments	The rationale
		<p><del>obtained from the execution of such contracts or transactions.</del></p>	<p>related persons of the Bank's managers and members of the Supervisory Board;</p> <p>c. Enterprises specified in Points a and b, Clause 1, Article 73 of this Charter, and related persons of the entities specified in Point 1b, Clause B of this Article;</p> <p>d. Subsidiaries and affiliated companies of the Bank;</p> <p>e. Managers of other banks and their related persons if required by law.</p> <p>2. The Board of Directors shall approve contracts and transactions valued at less than 20% of the Bank's charter capital, as stated in the most recent audited financial statements, between the Bank and the entities specified in Point 1, Clause B of this Article. In such cases, the Bank's representative signing the contract must notify members of the Board of Directors and the Supervisory Board regarding the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receiving the notification; members with related interests shall not</p>	

No	Article	Existing VCB charter	Proposed amendments	The rationale
			<p>have voting rights.</p> <p>3. If a contract is executed or performed without approval from the Board of Directors as stipulated in Point 2, Clause B of this Article, such a contract shall be deemed invalid and handled in accordance with the law. Any individuals involved in signing such a contract, including shareholders, members of the Board of Directors, and the CEO, who cause damage to the Bank, shall be subject to disciplinary actions and must compensate for any losses incurred and return any benefits gained from executing such a contract or transaction.</p>	
18	Article 85. Clause 1 &4	<p>Accounting system</p> <p>1.The Bank's accounting system shall adhere to the Vietnamese Accounting Standards (VAS) or any other system approved by the Ministry of Finance.</p> <p>4.The Bank's accounting books must be prepared in Vietnamese in accordance with legal provisions.</p>	<p><b>Revised as:</b></p> <p>Accounting and book-keeping</p> <p>1. The Bank shall perform accounting and book-keeping in compliance with the provisions of accounting law. The accounting standards system applied by the Bank shall be the Vietnamese Accounting Standards (VAS) or any other accounting standards system approved by the Ministry of Finance.</p> <p>4.The official language used in accounting</p>	<p>- The existing accounting law does not define the concept of an "Accounting System."</p> <p>- Pursuant to Clause 1, Article 150 of the 2024 Law on Credit Institutions: "Article 150. Accounting"</p> <p>Credit institutions and foreign bank branches shall conduct accounting in compliance with the provisions of accounting law; be legally responsible for the accuracy and truthfulness of revenues and expenditures and for</p>



No	Article	Existing VCB charter	Proposed amendments	The rationale
			shall be Vietnamese. In cases where a foreign language is required in financial statements in Vietnam, both Vietnamese and the foreign language must be presented concurrently.	adhering to regulations on invoicing and accounting documentation. - Article 11 of the 2015 Accounting Law prescribes the use of language and numerals in accounting as follows: "1. The official language used in accounting shall be Vietnamese. In cases where a foreign language is required in accounting documents, accounting books, and financial statements in Vietnam, both Vietnamese and the foreign language must be used concurrently."
19	Article 86	The Bank's fiscal year begins on January 1st (the first of January) (Gregorian calendar) each year and ends on December 31st (the thirty first of December) of the same year. The first fiscal year starts on the date of issuance of the certificate of business registration and ends on December 31st (the thirty first of December) of that same year.	<b>Revised as:</b> 1. The Bank's fiscal year begins on January 1st and ends on December 31st of the same calendar year. 2. The Bank's first fiscal year begins on the date of issuance of the establishment and operation license and ends on December 31st of the same calendar year.	Adjusted in accordance with Article 149 and Clause 15, Article 5 of the 2024 Law on Credit Institutions; and Article 12 of the 2015 Accounting Law.
20	Article 87	Do not have Clause 3	<b>Supplementation of Clause 3 Article 87 as follows:</b> In the event that the audited annual financial statements of the Bank contain a material qualified opinion, an adverse opinion, or a disclaimer of opinion, the	Pursuant to Clause 4, Article 273 of Decree No. 155/2020/ND-CP, detailing the implementation of a number of articles of the Law on Securities.

No	Article	Existing VCB charter	Proposed amendments	The rationale
			Bank shall be responsible for inviting a representative of the approved auditing organization that conducted the audit to attend the Annual General Meeting of Shareholders. Such representative shall be obliged to attend the Annual General Meeting of Shareholders and provide clarifications or explanations on relevant matters at the request of the shareholders.	



**DRAFT**

**CHARTER**  
**ON THE ORGANIZATION AND OPERATION**  
**OF JSC BANK FOR FOREIGN TRADE OF VIETNAM**

**Hanoi, ... 2025**





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## **PREAMBLE**

Pursuant to:

- The Law on Enterprises dated June 17, 2020;
- The Law on Credit Institutions dated January 18, 2024;
- The Law on Securities dated November 26, 2019;
- Other relevant legal documents,

This Charter regulates the organization and operation of Joint Stock Commercial Bank for Foreign Trade of Vietnam and is duly approved under Resolution No. .../TN2025/NQ-DHDCD of the 2025 Annual General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam on .../.../2025.

## CHAPTER I – GENERAL PROVISIONS

### Section 1 - Definitions

#### Article 1. Definitions

1. In this Charter, the following terms shall be construed as follows:
  - a. “*Law on Enterprises*” refers to Law on Enterprises No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, including any amendments, supplements, or replacements from time to time;
  - b. “*Law on Credit Institutions*” refers to Law on Credit Institutions No. 32/2024/QH15, approved by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, including any amendments, supplements, or replacements from time to time;
  - c. “*Law(s)*” refers all laws, ordinances, decrees, decisions, circulars, and other legal documents issued by Vietnam competent authorities relating to the organization and activities of the Bank, including any amendments, supplements, or replacements to these legal documents;
  - d. “*The Bank*” refers to Joint Stock Commercial Bank for Foreign Trade of Vietnam
  - e. “*Charter Capital*” is the total par value of the Bank's shares sold to shareholders;
  - f. “*Date of Establishment*” is the date the Bank was granted the License for establishment and operation by Stated Bank of Vietnam (SBV)SBV;
  - g. “*Legal Capital*” refers to the minimum capital required by law to establish the Bank;
  - h. “*The Board of Management*” (BOM) includes Chief Executive Officer (CEO), Deputy CEOs, and Heads of Division of the Bank appointed or hired by the Board of Directors (BOD);
  - “*Executives*” includes CEO, Deputy CEOs, Chief Accountant, Heads of Division, Deputy Heads of Division, and Branch Directors of the Bank.
  - i. “*Independent member of the BOD*” refers to a member of the BOD who meets the qualifications and conditions stipulated in Clause 1, Article 48 of the Bank's Charter and not under the following conditions:
    - (i) Currently employed by the Bank or its subsidiaries, or has been employed by the Bank or its subsidiaries in the 03 (three) prior consecutive years;
    - (ii) Receives regular salaries or remunerations from the Bank, except for those paid for a member of the BOD;
    - (iii) Has spouse, parent, children, siblings, or spouses of such individual who is a major shareholder of the Bank, manager, controller, or a member of the Supervisory Board of the Bank or its subsidiaries;
    - (iv) Represents any shareholder's stakes in the Bank; directly or indirectly own 1% or more of the Bank's charter capital or voting shares together with any related parties;
    - (v) Serves as a manager or member of the Supervisory Board of the Bank at any time in the 05 (five) prior consecutive years.



- j. *"Bank Managers"* includes the Chairman, members of the BOD, CEO, Deputy CEOs, Chief Accountant, and Heads of Division;
- k. *"Related persons"* refers to individuals or organizations that have a direct or indirect relationship with other individuals or organizations in any of the following cases:
  - (i) Parent company and subsidiary; vice versa; parent company and subsidiary of its subsidiary; vice versa; credit institution and its subsidiary; vice versa; credit institution and subsidiary of its subsidiary; vice versa; subsidiaries under the same parent company or the same credit institution; subsidiaries of the subsidiary of the same parent company or the same credit institution; managers, controllers, members of Supervisory Board of the parent company or credit institution, and persons or organizations authorized to appoint such individuals, with respect to their subsidiaries; vice versa;
  - (ii) A company or credit institution with its managers, controllers, members of the Supervisory Board of the company or that credit institution; or of the company or organization authorized to appoint such persons; vice versa;
  - (iii) A company or credit institution with organization or individual owning 5% or more of its charter capital or voting shares; vice versa;
  - (iv) An individual with his/her spouse; biological or adoptive parents; stepparents; parents-in-law; biological, adoptive, or stepchildren, sons- or daughters-in-law; biological or adoptive siblings; siblings-in-law, including persons sharing the same father but different mother or vice versa (hereinafter referred to as wife, husband, father, mother, child, brother, sister); as well as grandparents, grandchildren, aunts, uncles, and nephews/nieces;
  - (v) A company or credit institution with individuals having the relationships specified in point (iv) with managers, controllers, members of the Supervisory Board, capital contributors, or shareholders owning 5% or more of the company or credit institution's charter capital or voting shares; vice versa;
  - (vi) An individual authorized to represent contributed capital on behalf of any organization or individual specified in points (i), (ii), (iii), (iv), and (v) in this clause with authorizing individual or organization; or individual or organization representing the contributed capital of the same organization;
  - (vii) Any other legal entity or individual posing contingent risks to the Bank's operations as identified by the Bank's internal regulations or as directed in writing by the SBV through inspection and supervision activities.
- l. *"Duration"* refers to the duration of the Bank's operation as stipulated in Clause 3, Article 2 of this Charter and any extensions (if available) approved by resolution of the Bank's General Meeting of Shareholders and authorized by competent state authorities, if required by laws;
- m. *"Vietnam"* refers to the Socialist Republic of Vietnam;
- n. *"Share"* is equal parts into which the Bank's charter capital is divided;

- o. *"Shareholder"* refers to an organization or individual holding one or more shares of the Bank and registered in the Bank's Shareholder Register as a holder of share(s);
- p. *"Share certificate"* is the certificate issued by the Bank, an entry in the Bank's ledger, or an electronic data entry confirming ownership of one or more shares in the Bank;
- q. *"Treasury Shares"* are shares issued by the Bank and redeemed by the Bank with lawful funds in accordance with this Charter and the laws;
- r. *"Shareholders Register"* is the register stipulated in Article 24 of this Charter;
- s. *"General Meeting of Shareholders"* or *"General Meeting"* refers to the General Meeting of Shareholders of the Bank;
- t. *"Dividend"* is the amount paid per share in cash or other assets derived from the Bank's remaining profit after meeting financial obligations as prescribed by laws;
- u. *"Related Company"* is an enterprise in which the Bank holds part or all of the charter capital, including subsidiaries and associated companies;
- v. *"Subsidiary"* refers to any company that meets one of the following conditions:
  - (i) The Bank or the Bank and related persons of the Bank hold more than 50% of the charter capital or voting shares of that company;
  - (ii) The Bank has the right to appoint the majority or all members of the BOD, Board of Members, or CEO (Director) of that company;
  - (iii) The Bank has the right to amend or supplement the company's charter;
  - (iv) The Bank, or the Bank and its related persons, directly or indirectly control the approval of resolutions and decisions of the General Meeting of Shareholders, BOD, or Board of Members of the subsidiary.
- w. *"Associated company"* is a company in which the Bank, or the Bank and its related persons, hold more than 11% of its charter capital or voting shares but is not a subsidiary of the Bank;
- x. *"Affiliate units"* are dependent accounting units of the Bank, including branches, representative offices, and non-business units;
- y. *"Member units"* include affiliated units and related companies of the Bank;
- aa. *"Authorized representative of the Bank"* is a person authorized in writing by the Bank to exercise his/her rights in related companies as prescribed by this Charter and the laws;
- bb. *"Profit"* refers to the surplus between total receivable revenue and total reasonable, legitimate payable expense determined according to current accounting principles and standards. Realized profit within the year includes business operating profits and other operating profits;
- cc. *"State Bank"* refers to the State Bank of Vietnam;
- dd. *"Major Shareholder"* is a shareholder of the Bank who owns at least 5% of the Bank's voting shares, including shares indirectly owned by such shareholder;



- gg. “*Risky decisions*” refers to decisions made by authorized entities within the Bank that create or alter the Bank's risk profile as prescribed by laws;
2. In this Charter, references to one or more regulations or other documents shall include any amendments, supplements, or replacements;
  3. The headings (chapters and articles of this Charter) are used for convenience of interpretation and shall not affect the contents of this Charter;
  4. Terms or definitions as defined in Law on Enterprises and Law on Credit Institutions (if not conflicting with subjects or contexts) shall have the same meaning in this Charter.

## **Section 2. Name, Headquarter, Objectives And Scope Of Operation**

### **Article 2. Name, Headquarter, and Duration of Operation of the Bank**

1. Bank Name:
  - Vietnamese name: **Ngân hàng Thương mại Cổ phần Ngoại thương Việt Nam**
  - English name: **Joint Stock Commercial Bank for Foreign Trade of Vietnam**
  - Trading name: **Vietcombank**
  - Abbreviation: **VCB**
2. Headquarter:
  - Address: 198 Tran Quang Khai, Hoan Kiem District, Hanoi, Vietnam
  - Telephone: (84-24) 39343137
  - Fax: (84-24) 38251322; 38241395; 39360049
  - Email: [webmaster@vietcombank.com.vn](mailto:webmaster@vietcombank.com.vn)
  - Website: <http://www.vietcombank.com.vn>
3. Unless terminated prematurely according to Articles 97 and 98 of this Charter or transformed in operation according to Article 96, the Bank's duration of operation is 99 years from the date of establishment.

### **Article 3. Operation Network of the Bank**

1. The Bank may establish, acquire subsidiaries or participate in establishing associated companies domestically and internationally to conduct business activities related or unrelated to banking activities as permitted by laws.
2. The Bank may establish branches, representative offices, non-business units, and other forms of domestic and international commercial presence in accordance with laws.

### **Article 4. Legal Form, Legal Entity Status, Legal Representative, and Accounts of the Bank**

1. The Bank is organized as a joint stock commercial bank in accordance with this Charter and by laws.
2. The Bank holds legal entity status in accordance with current Vietnamese law.



3. The Chairman serves as the Bank's legal representative. In the event of a vacancy in the position of Chairman, CEO will act as the Bank's legal representative.
4. The Bank shall open a deposit account at SBV (Transaction Center or SBV's branch in municipal province/city) where its headquarter is located and maintain the required reserve deposit balance as stipulated by laws. The Bank shall open a deposit account at the SBV (Transaction Center or the SBV's branch in municipal province/city) where its headquarter is located and maintain the required reserve deposit balance as stipulated by laws.
5. The Bank may open payment accounts at other credit institutions and may also open deposit and payment accounts abroad in compliance with foreign exchange regulations.
6. The Bank's branch may open deposit accounts at the SBV's branch in municipal province/city where its headquarter is located.

**Article 5. Mission, Business Fields, and Operational Objectives of the Bank**

1. The Bank's mission is to become a financial and banking corporation offering a diverse range of high-quality and efficient services in the region.
2. The Bank's business fields are specified in this Charter.
3. The Bank's operational objective is to maximize profit, accumulate investment for development, and contribute to achieving the country's economic development goals.

**Article 6. Scope of Business and Operations**

1. The Bank is authorized to conduct all business activities in accordance with its license for establishment and operation issued by SBV, its Business Registration Certificate, and this Charter in compliance with the laws.
2. The Bank may also conduct business in other fields as stipulated in the Law on Credit Institutions, as permitted by laws, and as approved by the General Meeting of Shareholders or the BOD in accordance with this Charter.
3. The Bank's business and operational scope extends domestically and internationally.

**Section 3. Principal Activities**

**The Bank shall conduct the following principal activities in compliance with the laws:**

**Article 7. Commercial Banking Activities**

The Bank shall be entitled to carry out the following commercial banking activities and other business activities as specified in its License and in accordance with the provisions of the Law on Credit Institutions, the Law on the State Bank of Vietnam, the Ordinance on Foreign Exchange, and other applicable laws and regulations:

**A. Banking activities**

1. Accepting demand deposits, term deposits, savings deposits and other forms of deposits.
2. Issuing deposit certificates.

3. Providing credit in the following forms:
  - a) Loans;
  - b) Discounting, re-discounting;
  - c) Bank guarantees;
  - d) Issuance of credit cards;
  - dd) Domestic factoring; international factoring;
  - e) Letters of credit;
  - g) Other forms of credit provision as prescribed by the Governor of the SBV.
4. Opening payment accounts for customers.
5. Providing payment instruments.
6. Providing payment services through accounts, including:
  - a) Providing domestic payment services including checks, payment orders, payment authorizations, collection orders, collection of payment, money transfers, bank cards, collection and payment services;
  - b) Providing international payment services as approved in writing by the SBV; other payment services as prescribed by the Governor of the SBV.
- B. Borrowing, depositing money, buying and selling valuable papers of the Bank**
  1. Borrowing from the SBV in the form of refinancing.
  2. Buying and selling valuable papers with the SBV in accordance with the provisions of the Law on the State Bank of Vietnam.
  3. Lending, borrowing, depositing money, accepting deposits, buying and selling term valuable papers with credit institutions and foreign bank branches in accordance with the regulations of the Governor of the SBV.
  4. Foreign borrowing in accordance with the provisions of the law.
- C. Organization and engagement in the Bank's payment system**
  1. Organizing internal payment system and engaging in the national interbank payment system.
  2. Engaging in the international payment system as prescribed by the Government and written approvals by the SBV.
- D. Foreign exchange trading, provision of foreign exchange services and derivative products of the Bank**
  1. Trading and providing the following services and products to both domestic and foreign clients, upon written approvals of the SBV:
    - a) Foreign exchange;
    - b) Derivatives on interest rates, foreign exchange, currencies and other financial assets.
  2. The Bank's foreign exchange trading and provision of foreign exchange services to customers shall be carried out in accordance with the regulation on foreign exchange.
- E. Entrustment and agency, agency assignment of commercial bank**



1. Entrustment, acceptance of entrustment, agency services in banking operations, and payment agency assignment pursuant to the provisions by the Governor of the State Bank of Vietnam.
2. Insurance agency activities in compliance with the applicable provisions of the law on insurance business, and within the scope of insurance agency activities as stipulated by the Governor of the State Bank of Vietnam.

**F. Other business activities of the Bank**

1. The Bank shall conduct the following business activities in compliance with the regulations issued by the Governor of the SBV:
  - a) Cash management services; treasury services for clients, credit institutions and foreign bank branches; asset management and safekeeping services, safe deposit box rental services;
  - b) Provision of money transfer, collection and payment services and other non-account payment services;
  - c) Purchasing and selling SBV treasury bills, and corporate bonds; purchasing and selling other valuable papers, except for the purchase and selling Government debt instruments, Government-guaranteed bonds, and municipal bonds;
  - d) Currency brokerage services;
  - dd) Gold trading;
  - e) Other services related to factoring and letters of credit
  - e) Consulting on banking operations and other business activities specified in the License.
2. The Bank shall conduct other following business activities as prescribed by Law:
  - a) Purchasing and selling Government debt instruments, Government-guaranteed bonds, and municipal bonds;
  - b) Bond issuance;
  - c) Securities custody;
  - d) Banking supervision services;
  - e) Debt purchasing activities;
  - f) Securities clearing and settlement services in accordance with Point a, Clause 4, Article 56 of the Law on Securities;
  - g) Offshore investment.;
3. The Bank is permitted to carry out other business activities related to banking operations beyond those specified in points 1 and 2 of Clause F of this Article, in accordance with the regulations of the Governor of the SBV and other relevant legal provisions.

**Article 8. Capital contribution and purchase of shares**

1. The Bank must establish or acquire subsidiaries or associated companies when engaging in the following business activities:



- a. Underwriting, brokerage of securities; managing and distributing investment fund certificates; managing securities portfolios and shares trading;
  - b. Financial leasing.
2. The Bank may establish or acquire subsidiaries or associated companies in the fields of debt management and asset exploitation, remittances, gold, factoring, credit card issuance, consumer credit, intermediary payment services, and credit information.
3. The Bank may contribute capital or purchase shares in enterprises operating in the following fields:
  - a. Insurance, securities, remittances, gold, factoring, credit card issuance, consumer credit, intermediary payment services, and credit information.
  - b. Other fields not specified in Point a, Clause 3 of this Article upon obtaining written approval from the SBV.
4. The Bank and its subsidiaries may acquire and hold shares in other credit institutions under conditions and within limits prescribed by the Governor of the SBV.
5. The Bank may establish or acquire subsidiaries and associated companies as specified in Clauses 1 and 2 of this Article upon obtaining written approval from the SBV.

**Article 9. Insurance**

The Bank must establish or acquire subsidiaries or associated companies when engaging in insurance business activities and must comply with Clause 5, Article 8 of this Charter.

**Article 10. Other Activities**

Based on legal regulations, the Bank may conduct additional activities, including but not limited to the following:

- Capital contribution and share purchase in domestic and foreign enterprises and credit institutions as permitted by laws;
- Purchase, investment and ownership of real estate for use as business premises, workplaces, or warehousing facilities directly supporting the Bank's operations;
- Leasing of unused portions of business premises owned by the Bank;
- Holding real estate acquired through debt settlement. The Bank must sell, transfer, or repurchase such real estate within five years from the date of the real estate collateral asset settlement decision. If repurchased, the real estate must meet the usage requirements specified in Clause 1, Article 139 of the Law on Credit Institutions and the fixed asset investment ratio as defined in Clause 3, Article 144 of the Law on Credit Institutions; and
- Other activities as prescribed by laws.

#### **Article 11. Restrictions to Ensure the Bank's Safe Operations**

During its operations, the Bank shall comply with all legal restrictions to ensure safe operations in accordance with the Law on Credit Institutions and other relevant legal provisions.

#### **Article 12. Application of Commercial Practices in Banking Operations**

The Bank may agree to apply international commercial practices issued by the International Chamber of Commerce or other commercial practices that do not conflict with the fundamental principles of Vietnamese laws.

#### **Article 13. Political and Social Organizations in the Bank**

1. Political and social organizations within the Bank operate in accordance with the Constitution and Laws of Vietnam and the charters of their respective organizations, in compliance with legal regulations.
2. The Bank respects and facilitates employees' rights to establish and participate in the organizations mentioned in Clause 1 of this Article.

### **CHAPTER II - CHARTER CAPITAL, SHARES, SHARE CERTIFICATES AND BONDS**

#### **Section 1 – Charter Capital**

#### **Article 14. Charter Capital of the Bank**

1. The charter capital of the Bank at the time of this Charter is approved by the General Meeting of Shareholders is 55,890,912,620,000 VND (*Fifty-five thousand, eight hundred and ninety billion, nine hundred and twelve million, six hundred and twenty thousand Vietnamese dong*).
2. The charter capital of the Bank is recorded in the Bank's charter and certified in the **Bank's License for Establishment and Operation** issued by the Vietnamese competent authorities..

#### **Article 15. Increase and Decrease of Charter Capital**

1. The Bank may increase or decrease its charter capital upon the decision of the General Meeting of Shareholders in accordance with this Charter and relevant legal provisions.
2. Forms of increasing the Bank's charter capital:
  - a. Issuing new shares certificates for capital raising, including the issuance of shares certificates for dividend payments;
  - b. Converting issued convertible bonds into shares;
  - c. Transferring surplus capital to supplement the charter capital as permitted by laws;
  - d. Other forms in compliance with relevant legal provisions.
3. Forms of decreasing the Bank's charter capital:
  - a. The Bank may redeem and cancel a portion of its issued shares with a nominal value equivalent to the intended capital reduction;
  - b. Other forms in accordance with relevant legal provisions.



The Bank's charter capital reduction must not fall below the minimum legal capital for credit institutions as stipulated by laws and must be approved in writing by the SBV.

## **Section 2 – Shares, Share certificates and Bonds**

### **Article 16. Shares**

1. Each share of the Bank has a nominal value of 10,000 VND (*Ten thousand Vietnamese Dong*). The total amount of shares of the Bank is equal to the charter capital divided by the nominal value of one share.
2. The Bank's charter capital at the time of this Charter is approved by the General Meeting of Shareholders is divided into 5,589,091,262 shares (*Five billion, five hundred eighty-nine million, ninety-one thousand, two hundred and sixty-two shares*).
3. All shares of the Bank on the date of this Charter approved are ordinary shares.
4. Each share of the same class confers equal rights, obligations, and benefits to its holder.

### **Article 17. Share Offering**

1. The BOD shall determine the timing, method, and offering price of shares among the authorized shares. The offering price shall not be lower than the market price at the time of the offering or the most recent book value, except in the following cases:
  - a. Initial offering of shares to non-founding shareholders;
  - b. Offering of shares to all shareholders in proportion to their current shareholding in the Bank;
  - c. Offering of shares to brokers or underwriters. In this case, the specific discount rate or amount must be approved by shareholders representing more than 65% of the total voting shares;
  - d. Offering of shares to other entities as in resolutions by the General Meeting of Shareholders.
2. When the Bank issues additional ordinary shares and offers these shares to all ordinary shareholders in proportion to their current holdings, the following regulations must be applied:
  - a. The Bank must notify shareholders in writing by secure methods to reach the contact address listed in the Shareholder Register. The notice must be published in three consecutive issues of a newspaper within 10 (ten) business days from the notification date.
  - b. The notice must include the full name, contact address, nationality, ID card number, Citizen Identification, passport, or other legal personal identification for individual shareholder; name, establishment decision number or enterprise code, and headquarter address for organizational shareholder; the number and proportion of shares eligible for purchase; the offering price; the subscription period; and the full name and signature of the Bank's legal representative. The period specified in the notice must be sufficient for shareholders to register to purchase shares. The notice must be accompanied by a share subscription form issued by the Bank.
  - c. Shareholders have the right to transfer their priority purchase rights to others.



- d. If the share subscription form is not returned to the Bank by the deadline announced, the shareholder will be considered to have waived their priority purchase right. If the total number of shares intended for issuance is not fully subscribed by shareholders and their transferees, the remaining shares will be managed by the BOD. The BOD may allocate the remaining shares to other shareholders of the Bank or other persons under conditions not more favorable than those offered to existing shareholders, except where otherwise approved by the General Meeting of Shareholders or if shares are sold on the Stock Exchange.
3. Shares shall be deemed sold when full payment is received, and the purchaser's information as specified in Clause 1, Article 24 of this Charter is duly recorded in the Shareholder Register. From that point, the purchaser becomes a shareholder of the Bank.
4. After the shares are sold, the Bank must issue and deliver share certificates to the purchaser. The Bank may also sell shares without issuing share certificates. In such cases, recording the shareholder's information as specified in Clause 1, Article 24 of this Charter in the Shareholder Register is sufficient to confirm the ownership of shares in the Bank.
5. Other regulations concerning conditions, methods, and procedures for public share offerings shall comply with the provisions of securities law and the securities market regulations.

#### **Article 18. Share redeem**

##### **1. Redeem of Shares at the Bank's Request:**

The Bank may redeem its own shares as treasury shares and sell treasury shares in accordance with legal regulations.

The Bank is permitted to redeem no more than 30% of its total issued ordinary shares, subject to the following conditions:

- a. The BOD may decide to redeem up to 10% of each class of shares issued within every 12 (twelve) months. In other cases, the redeem decision shall be made by the General Meeting of Shareholders;
- b. The BOD shall set the redeem price. For ordinary shares, the price shall not exceed the market price at the time of redeem, except as specified in Point c, Clause 1 of this Article. For other types of shares, if there is no agreement between the Bank and related shareholders, the redeem price shall not be lower than the market price;
- c. The Bank may offer to redeem shares from each shareholder proportionate to the shareholding in the Bank. In this case, the redeem decision must be notified to all shareholders through a secure method within 30 (thirty) days from the date of approval. The notice must include the Bank's name and headquarter address, the total number and type of shares to be redeemed, the redeem price or pricing principles, payment procedures and timeline, and procedures and timeline for shareholders to offer their shares to the Bank.

Shareholders agreeing to sell their shares must send their offer by a secure method to reach the Bank within 30 (thirty) days from the notification date. The offer must include the shareholder's name, contact address, identification number such as ID

card, passport, or other valid personal identification for individual, or enterprise code and headquarter address for organizational shareholder; the number of shares held and offered for sale; payment method; and the shareholder's or their legal representative's signature. The Bank shall only redeem shares offered within the stated specified period.

2. Redeem of Shares at the Shareholders' Request:
  - a. Shareholders voting against decisions regarding the reorganization of the Bank or changes to shareholder rights and obligations as stipulated in the Bank's Charter may request the Bank to redeem their shares. The request must be in writing, detailing the shareholder's name, address, number of shares of each type, proposed sale price, and reasons for the redeem request. This request must be submitted to the Bank within 10 (ten) business days from the date the General Meeting of Shareholders approved the decision on the matters stipulated in this clause.
  - b. The Bank must redeem the shares at the request of shareholders as stipulated in Point a, Clause 2 of this Article at market price or a negotiated price within 90 (ninety) days of receiving the request. If no agreement on the price is reached, the shareholder may sell the shares to another party or request a professional valuation organization to determine the price. The Bank will suggest at least 3 (three) professional valuation organizations for the shareholders to select, and that choice is the final decision.
3. Conditions for payment and handling of redeemed shares:
  - a. The Bank shall only redeem shares if, after fully paying the shareholders for the redeemed shares as stipulated in Clauses 1 and 2 of this Article, it continues to meet the required safety ratios in banking operations, and the actual value of the charter capital does not fall below the minimum legal capital required for the Bank.
  - b. Redeemed shares under Clauses 1 and 2 of this Article are considered redeemed shares and are included in the authorized shares available for sale.
  - c. Share certificates evidencing ownership of redeemed shares shall be destroyed immediately upon full payment for the corresponding shares. Chairman and CEO are jointly responsible to the Bank for any damages caused by failure to destroy or delayed destruction of the share certificates.
  - d. If the total asset value recorded in the Bank's accounting books decreases by more than 10% after full payment for the redeemed shares, the Bank must notify all creditors within 15 (fifteen) days from the date of completing the payment for the share redeem.

#### **Article 19. Share Forfeiture**

1. In cases where shareholders fail to fully and timely pay the amount due for share purchases, the BOD shall issue a notice and has the right to require the shareholders to pay the remaining amount, including any accumulated interest on such amount and any costs incurred due to the incomplete payment to the Bank as stipulated by regulations.
2. The payment notice mentioned in Clause 1 of this Article must specify a new payment deadline, which shall not be less than 7 (seven) days from the date the



notice is sent, along with the payment location and the notice must also state that failure to pay as required will result in forfeiture of the unpaid shares.

3. If the requirements in the notice are not met, the BOD has the right to forfeit the shares prior to full payment of all amounts due, including interest and related costs. The BOD may accept the surrender of forfeited shares as provided in Clauses 4, 5, and 6 of this Article, and in other cases specified in this Charter.
4. Forfeited or surrendered shares shall become the property of the Bank. The BOD may either directly or authorizedly sell, redistribute, or settle the shares to the previous shareholder or other entities under terms and conditions deemed appropriate by the BOD.
5. The shareholder holding forfeited or surrendered shares shall forfeit the shareholder status with respect to those shares but must still pay the Bank all related amounts due, plus interest at a rate determined by the BOD, which shall not exceed the prevailing bank interest rate for the same term at the time of forfeiture or surrender until the payment is completed. The BOD has full discretion to enforce full payment of the share value at the time of forfeiture or surrender or may waive part or all the payment.
6. A forfeiture notice shall be sent to the holder of the forfeited shares prior to forfeiture. The forfeiture shall remain effective even in the event of any error or negligence in sending the notice.

#### **Article 20. Share Transfer**

1. All shares are freely transferable, except as otherwise provided by this Charter and the Law.
2. Shares that have not been fully paid, may not be transferred and shall not be entitled to dividends or other related benefits as prescribed by laws.
3. Shares held by strategic shareholders are non-transferable for the duration specified in the share purchase agreement with the Bank or the period specified by laws, whichever longer.
4. When the Bank's shares are listed on the Stock Exchange, they shall be transferable in accordance with the securities law and stock exchange regulations.
5. Transfer documents must be signed by both the transferor and the transferee or their authorized representatives. The transferor remains the shareholder until the transferee's name is recorded in the Shareholder Register.
6. Individual shareholders or organizational shareholders represented by members of the BOD, members of the Supervisory Board, or CEO of the Bank must not transfer their shares during their tenure.  
  
This restriction does not apply to representatives of the State's capital contribution in the Bank.
7. During any period in which personal liability is being resolved as per resolutions or decisions of the General Meeting of Shareholders or by order of SBV, members of the BOD, members of the Supervisory Board, and CEO may not transfer their shares, except in the following cases:



- a. Members of the BOD, members of the Supervisory Board, CEO represent an organizational shareholder undergoing merger, consolidation, division, separation, dissolution, or bankruptcy as stipulated by laws;
- b. Members of the BOD, members of the Supervisory Board, CEO are legally compelled to transfer their shares by an effective court judgment or decision;
- c. Members of the BOD, members of the Supervisory Board, CEO transfer shares to other investors to implement an approved recovery plan, plan for the transfer of the entire capital contribution, or mandatory transfer plan.

**Article 21. Inheritance of Shares**

1. The inheritance of shares shall be conducted in accordance with this Charter, inheritance laws, and other relevant legal provisions.
2. Upon presentation of valid documents proving lawful inheritance rights, the inheritor shall register the inherited shares in the Shareholder Register and become a shareholder of the Bank, enjoying all rights and obligations of the inherited shares as stipulated in this Charter and by laws.
3. Inheritors of shares held by members of the BOD, the Supervisory Board, and other managerial personnel may own the shares but are not automatically entitled to inherit the position of member of the BOD, member of the Supervisory Board, or other corresponding managerial positions.

**Article 22. Share Ownership Limits**

1. An individual shareholder may not own more than 5% of the Bank's charter capital.
2. An organizational shareholder may not own more than 10% of the Bank's charter capital.
3. A shareholder and their related persons may not own more than 15% of the Bank's charter capital. A major shareholder of the Bank and their related persons may not own 5% or more of the charter capital of another credit institution.
4. The restrictions in Clauses 2 and 3 of this Article do not apply in the following cases:
  - a. Share ownership in a Subsidiary or Associated Company that is a credit institution as specified in Clauses 2 and 3, Article 111 of the Law on Credit Institutions;
  - b. State share ownership in equitized credit institutions;
  - c. Foreign investor share ownership as specified in Clause 7, Article 63 of the Law on Credit Institutions.
5. The ownership limits specified in Clauses 1 and 2 of this Article include indirectly held shares. The ownership limit specified in Clause 3 includes shares held by a shareholder through proxy purchases by other organizations or individuals, excluding shares held by related persons who are subsidiaries of the shareholder as specified in Point a, Clause 9, Article 4 of the Law on Credit Institutions.

**Article 23. Use of Shares as Collateral**

Shareholders may pledge their Bank shares as collateral to secure obligations in accordance with the laws, but such shares may not be pledged to the Bank itself.

#### **Article 24. Shareholder Register**

1. The Shareholder Register shall be created and maintained in written form, electronic data format, or both from the date the Bank receives its Business Registration Certificate. The Shareholder Register must include the following primary information:
  - a. Name and headquarters address of the Bank;
  - b. Total number of shares authorized for sale, types of shares authorized for sale, and the number of each type of shares authorized for sale;
  - c. Total number of each type of shares sold and the contributed share capital value;
  - d. Full name, contact address, nationality, Citizen Identification card number, ID card, passport, or other lawful personal identification of individual shareholder; the name, enterprise code or establishment decision number, and headquarter address of organizational shareholder;
  - e. Number of each type of shares held by each shareholder and the date of share registration.
2. The Shareholder Register shall be maintained at the Bank's headquarter or at a securities registration, depository, clearing, and settlement center. Shareholders have the right to inspect, view, extract, or copy the names and contact addresses of the Bank's shareholders in the Shareholder Register during opening hours at the Bank or at the securities registration, depository, clearing, and settlement center.
3. In the event of a change in a shareholder's contact address, the shareholder must promptly inform the Bank/securities registration, depository, clearing, and settlement center for updating in the Shareholder Register. The Bank is not responsible for any failure to contact a shareholder due to unreported changes in the shareholder's contact address.
4. The Bank shall promptly update any changes to shareholders in the Shareholder Register upon the shareholder's request.

#### **Article 25. Share Certificate**

1. Shareholders of the Bank shall receive share certificates corresponding to the number and type of shares they own, except as stipulated in Clause 6 of this Article.
2. The Bank's share certificates must include the following primary information:
  - a. Name, enterprise code, and headquarter address of the Bank;
  - b. Business Registration Certificate number and issuance date;
  - c. Number of shares and type of shares;
  - d. Par value of each share and the total par value of shares indicated on the certificate;
  - e. Full name, contact address, nationality, and legal identification number for individual shareholder; the name, enterprise code, or legal document number, and headquarter address for organizational shareholders;
  - f. Signature of the Bank's legal representative and the Bank's seal;
  - g. Registration number in the Bank's Shareholder Register and date of share certificate issuance;



- h. Other contents required by Articles 116, 117, and 118 of the Law on Enterprises for preferred shares.
3. Within thirty (30) days from the date of submission of a complete application for the transfer of share ownership, as per the Bank's regulations, or within two (2) months (or longer as per issuance terms) from the full payment date for share purchase as stipulated in the Bank's share issuance plan, the shareholder shall be issued a share certificate. The shareholder is not required to pay the Bank for the cost of printing the share certificate or any other fees.
4. In the case of a partial transfer of shares on a registered share certificate, the old certificate will be canceled, and the Bank will issue a new share certificate free of charge to record the remaining shares.
5. If a registered share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request a new share certificate from the Bank, provided that evidence of ownership is provided, and all associated costs are paid by the shareholder.
6. The Bank may issue shares in the form of book entries. The BOD may issue regulations governing the issuance, transfer, and other matters related to these types of shares in compliance with the laws.

#### **Article 26. Bond Issuance**

In addition to complying with the Law on Enterprises, bond issuance must adhere to the following principles:

1. Compliance with the Law on Credit Institutions and other relevant legal provisions.
2. The General Meeting of Shareholders has the authority to approve the issuance plan for convertible bonds and bonds with warrants.
3. The BOD has the authority to approve bond issuance plans, except for bond issuance plans under the authority of the General Meeting of Shareholders as specified in Clause 2 of this Article.

### **CHAPTER III – ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE OF THE BANK**

#### **Section 1 – Organizational and Managerial Structure**

##### **Article 27. Organizational and Managerial Structure**

The organizational and managerial structure of the Bank includes:

1. The General Meeting of Shareholders.
2. The BOD.
3. CEO.
4. The Supervisory Board.

#### **Section 2 – Shareholders and the General Meeting of Shareholders**

##### **Article 28. Shareholders**



1. A shareholder is an individual or organization owning at least one share of the Bank and holds rights and obligations corresponding to the number and type of shares owned. The rights and responsibilities of each shareholder are limited according to his/her shareholding percentage.
2. Shareholders are officially recognized when they have fully paid for their shares and are recorded in the Bank's Shareholder Register.
3. The appointment of an authorized representative by a shareholder to attend the General Meeting of Shareholders shall be conducted in accordance with Article 144 of the Law on Enterprises and other relevant legal provisions.

**Article 29. Rights of Shareholders**

1. Ordinary shareholders have the following rights:
  - a. To attend, speak, and vote directly or through an authorized representative on matters within the authority of the General Meeting of Shareholders; each ordinary share has one vote. Shareholders may submit their voting opinions in writing in accordance with the proper authority and formalities as specified in Article 39 of this Charter. Shareholders are deemed to attend and vote in the following cases:
    - i. Attending and voting directly at the meeting;
    - ii. Authorizing another individual or organization to attend and vote at the meeting;
    - iii. Attending and voting via online conference, electronic voting, or other electronic means as prescribed by the Bank;
    - iv. Submitting ballots to the meeting via post, fax, or email as stipulated by the Bank;
  - b. To nominate or be nominated to the BOD or the Supervisory Board as provided by this Charter;
  - c. To receive dividends at a rate determined by the General Meeting of Shareholders;
  - d. To have priority or rights to purchase new shares offered by the Bank in proportion to their current shareholding;
  - e. To transfer shares and rights to purchase shares to other shareholders or non-shareholders in compliance with this Charter and the laws;
  - f. To view and update information on their name and contact address in the list of shareholders with voting rights, and request corrections for inaccurate information;
  - g. To view, examine, extract, or copy the Bank's Charter, minutes of General Meetings of Shareholders, and resolutions or decisions of the General Meeting of Shareholders;
  - h. In case of the Bank's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to the number of shares held after the Bank has paid its creditors and other shareholders as stipulated by laws;
  - i. To request the Bank to redeem their shares as provided by this Charter and laws;
  - j. To authorize another person one-time in writing to attend directly the General Meeting of Shareholders on their behalf as per this Charter and laws;

- k. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares of the Bank have the right to nominate candidates for the BOD and the Supervisory Board as provided in this Charter;
- l. Other rights as provided by this Charter and the laws.
- 2. Shareholders or groups of shareholders owning more than 10% of the total ordinary shares of the Bank have the right to request the BOD to convene an Extraordinary General Meeting of Shareholders.
- 3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares of the Bank have the following rights:
  - a. To request the convening of a General Meeting of Shareholders in cases where the BOD seriously violates shareholder rights, management duties, or makes decisions beyond its authority;
  - b. To view, examine, and extract the minutes and resolutions or decisions of the BOD, interim and annual financial reports, reports of the Supervisory Board, contracts, and transactions requiring BOD approval, and other documents except for those related to the Bank's trade secrets and business secrets;
  - c. To request the Supervisory Board to inspect specific issues related to the management and operation of the Bank if deemed necessary. Such a request must be in writing and include the shareholder's name, contact address, nationality, Citizen Identification card, ID card, passport, or other legal identification for individual shareholder; the name, headquarter address, establishment decision number, or business registration number for organizational shareholders; the number of shares held, business registration time for organizational shareholders; the number of shares held and the share registration time of each shareholder and total number of shares of the group of shareholders, and the owning ratio of total shares of the Bank; the issue to be inspected and the inspection purposes;
  - d. Other rights as provided by this Charter and the Law.
- 4. Organizational shareholders owning less than 20% of total voting shares may authorize a maximum of one (1) representative; from 20% to less than 30% may authorize a maximum of two (2) representatives; from 30% to less than 40% may authorize a maximum of three (3) representatives; from 40% to less than 50% may authorize a maximum of four (4) representatives; and from 50% or more of total ordinary shares may authorize a maximum number of representatives equal to the number of candidates nominated to the BOD.

#### **Article 30. Obligations of Shareholders**

- 1. Comply with the Bank's Charter and internal regulations; abide by the decisions of the General Meeting of Shareholders and the BOD.
- 2. Pay the full amount corresponding to the shares committed to purchase within the timeline stipulated by the Bank; be liable for the Bank's debts and other asset obligations within the scope of the capital contributed to the Bank.
- 3. Not withdraw capital contributed to the Bank in any form that reduces the Bank's charter capital, except where the Bank redeemes shares from shareholders as stipulated in Article 18 of this Charter. In cases where a shareholder withdraws part



or all the contributed capital in violation of this clause, the shareholder and related persons with interests in the Bank shall be jointly liable for the Bank's debts and other asset obligations within the scope of the value of the withdrawn shares and for any resulting damages.

4. Protect the Bank's reputation, assets, interests, and maintain confidentiality regarding the Bank's activities.
5. Be personally liable if, in the name of the Bank, they perform any of the following acts:
  - a. Violating the laws;
  - b. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
  - c. Settling undue debts to face the potential financial risks for the Bank.
6. Be legally responsible for the legality of contributed capital and for the purchase and receive the transfer of shares in the Bank; not use funds from loans or credit provided by credit institutions, foreign bank branches, or funds from corporate bond issuance to purchase or receive the transfer of Bank shares; not contribute capital or purchase shares in the Bank under the name of another individual or entity in any form, except as legally authorized.
7. Keep confidential any information provided by the Bank as stipulated by this Charter and the laws; use the provided information solely to exercise and protect their legitimate rights and interests; strictly prohibited to disseminate, copy, or send such information to other organizations or individuals.
8. Other obligations as specified in this Charter and by laws.
9. A shareholder who is entrusted to invest in the Bank on behalf of another organizations or individuals shall be responsible to provide the Bank with information regarding the ultimate beneficial owner of the entrusted shares. The Bank shall have the right to suspend the shareholder rights of such trustee shareholders in the event of failure to disclose or disclose of incomplete or inaccurate information regarding the ultimate beneficial owner of the shares.

#### **Article 31. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest decision-making body of the Bank, comprising all shareholders with voting rights. It operates through the Annual General Meetings, Extraordinary General Meetings, and by collecting written opinions.
2. General Meeting of Shareholders must meet requirements of the minimum number of attendees as specified in Article 37 of this Charter.
3. Decisions of the General Meeting of Shareholders are valid only when approved by shareholders or their authorized representatives in accordance with Article 38 of this Charter.
4. The General Meeting of Shareholders may be held in physical, virtual, or hybrid format. The specific format shall be determined by the General Meeting of



Shareholders in accordance with the Regulations on the organization of the meeting.

**Article 32. Powers and Duties of the General Meeting of Shareholders**

Within the scope of the laws and this Charter, the General Meeting of Shareholders has the following powers and duties:

1. Approve the Bank's development orientation as proposed by the BOD.
2. Approve the annual audited financial statements, and reports of the BOD and the Supervisory Board on the performance of their assigned duties and powers.
3. Approve the profit distribution plan after fulfilling the Bank's tax and other financial obligations.
4. Approve plans to change the charter capital; approve share offering plans, including the types and quantities of new shares to be offered.
5. Approve the BOD's proposal regarding the listing or delisting of any or all shares, share purchase options, or convertible bonds of the Bank.
6. Approve decisions on investment, purchase, or sale of the Bank's fixed assets, where the proposed investment amount, purchase price, or original cost in case of sale is 20% or more of the Bank's charter capital as stated in the most recent audited financial statements.
7. Approve contracts and transactions of the Bank as stipulated in Point 2, Section A, Article 75 of this Charter.
8. Approve the redeem of issued shares.
9. Approve, amend, or supplement the Charter as proposed by the BOD.
10. Decide on the number of members of the BOD and the Supervisory Board for each term; elect, dismiss, remove, supplement, or replace members of the BOD and the Supervisory Board in accordance with the standards and conditions of the laws and this Charter.
11. Decide on remuneration, bonuses, and other benefits for members of the BOD, members of the Supervisory Board, and the budget for the operations of the BOD and the Supervisory Board.
12. Review and address violations within its authority, including violations by the BOD and the Supervisory Board that cause damage to the Bank and its shareholders.
13. Decide on the selection of an independent audit organization that meets the requirements stipulated by the Governor of SBV to audit financial statements and provide assurance services for the operation of the internal control system in setting up and presenting of financial statements for the next fiscal year.
14. Decide on the division, separation, merger, consolidation, or transformation of the Bank's legal form.
15. Decide on the dissolution or request the Court to initiate bankruptcy proceedings for the Bank.
16. Approve internal governance regulations and regulations on the organization and operation of the BOD and the Supervisory Board.

17. Decide on the organizational and managerial structure of the Bank in compliance with the laws and this Charter.
18. Decide on the establishment or transformation of legal forms of foreign commercial presences or the Bank subsidiaries.
19. Approve plans for capital contributions, purchases, or sales of shares or capital contributions in other enterprises and credit institutions where the proposed capital contribution, intended purchase price, or book value in case of sale of shares or capitap contributions is 20% or more of the Bank's charter capital as recorded in the most recent audited financial statements.
20. Approve plans for the issuance of convertible bonds or bonds with attached warrants.
21. Approve the plan as stipulated in Article 143 of the Law on Credit Institutions.
22. Decide on solutions to address significant financial fluctuations of the Bank.
23. Exercise other rights and duties as provided by this Charter and the laws.

**Article 33. Authority to Convene the General Meeting of Shareholders**

1. The Annual General Meeting of Shareholders shall be held once a year and convened by the BOD within 4 (four) months from the end of the fiscal year. If necessary, the BOD may extend the meeting time but not exceeding 6 (six) months from the end of the fiscal year.
2. The BOD shall convene an Extraordinary General Meeting of Shareholders in the following cases:
  - a. The BOD deems it necessary for the Bank's interests;
  - b. The number of remaining members of the BOD or the Supervisory Board is less than the minimum required by laws or less than 2/3 of the members specified in this Charter;
  - c. Upon request from a shareholder or a group of shareholders holding more than 10% of the total ordinary shares of the Bank;
  - d. Upon request from the Supervisory Board;
  - e. To address matters required by the SBV when an event affects the Bank's operational safety;
  - f. Other cases as provided by laws.
3. The BOD must convene the General Meeting of Shareholders within 30 (thirty) days from the date the number of members of the BOD falls as specified in point b, Clause 2 of this Article or upon receiving a request as specified in points c, d, and e of Clause 2 of this Article.
4. If the BOD fails to convene the General Meeting of Shareholders as stipulated in Clauses 2 and 3 of this Article, the Supervisory Board shall replace the BOD to convene the meeting within the following 30 (thirty) days in accordance with this Charter and the laws.
5. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in Clause 4 of this Article, the shareholder or group of shareholders



holding more than 10% of the total ordinary shares who requested the meeting has the right to replace the BOD and the Supervisory Board to convene the General Meeting of Shareholders in accordance with this Charter and the laws. In this case, the convening shareholder or group of shareholders may request the business registration authority to supervise the meeting convening and proceedings if deemed necessary.

6. The venue of the General Meeting of Shareholders shall be defined as the location where the Chairperson attends the meeting and must be within the territory of Vietnam.
7. All necessary expenses for convening and holding the General Meeting of Shareholders as stipulated in Clauses 3, 4, and 5 of this Article shall be reimbursed by the Bank. This does not include expenses incurred by shareholders attending the meeting, including accommodation and travel costs.
8. If the BOD or the Supervisory Board fails to fulfill their duties as stipulated in Clauses 3 and 4 of this Article, Chairman and the Head of the Supervisory Board shall be responsible under the Law and must compensate for any damages incurred by the Bank.

**Article 34. Notice of Meeting, Agenda, and Content of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders as specified in Article 33 of this Charter must prepare a list of shareholders entitled to attend and vote; prepare the meeting agenda, content, documents, and draft resolutions for each item on the agenda.
2. The list of shareholders entitled to attend the meeting shall be created no more than 10 (ten) days before the date the meeting notice is sent. The list must include the shareholder's full name, contact address, nationality, Citizen Identification card number, ID card, passport, or other lawful personal identification for individual shareholder; the name, headquarters address, establishment decision number, or enterprise code for organizational shareholders; the number and type of shares held, registration number, and registration date of each shareholder.
3. The meeting convener must send the meeting notice to all shareholders entitled to attend no later than 21 (twenty-one) days before the opening date of the General Meeting of Shareholders (counted from the date the notice is sent or dispatched properly, postage paid, or placed in the mail). The notice must include the Bank's name, headquarter address, enterprise code, date of Business Registration Certificate issuance, and registration place; the shareholder's name, contact address, or authorized representative; meeting date, time, and venue. The notice must be accompanied by the agenda, discussion materials serving as the basis for decisions, draft resolutions for each agenda's item, and a form for appointing an authorized representative to join the meeting.
4. For shareholders who have deposited their shares, the meeting notice may be sent to the depository organization and published on the Stock Exchange's information channels (if shares are listed), on the Bank's website, and in one central or one local newspaper where the Bank's headquarter is located. For shareholders without



deposited shares, the notice may be delivered in person or sent via postal service by registered mail to the shareholder's registered address or an address provided by the shareholder for receiving information. If the shareholder has provided the Bank in writing with a fax number or email address, the notice may be sent to that fax number or email address. For shareholders working at the Bank, the notice may be enclosed in a sealed envelope delivered directly to them at their workplace. If the Bank has a website, the meeting notice must be posted there concurrently with other forms of notice delivery to shareholders.

5. Shareholders or groups of shareholders owning 5% or more of the Bank's total ordinary shares may propose matters for inclusion in the General Meeting of Shareholders agenda. Proposals must be in writing and submitted to the Bank at least 6 (six) working days before the meeting opening date. The proposal must include the shareholder's name, the number and type of shares that shareholders or a group of shareholders held, and the proposed item in agenda.
6. If the meeting convener rejects the proposals mentioned in Clause 5 of this Article, a written response stating the reason for rejection must be sent no later than 2 working days before the General Meeting's opening date. Proposals may be rejected in the following cases:
  - a. The proposal is not submitted on time, lacking completeness, or being incorrect in content;
  - b. At the time of the proposal, the shareholders or group of shareholders do not hold at least 5% of the Bank's total ordinary shares;
  - c. The proposed item is out of the General Meeting of Shareholders' authority to discuss and approve.
7. The meeting convener must accept and include the proposals in Clause 5 of this Article in the tentative agenda and content of the meeting, except as provided in Clause 6 of this Article; the proposal will be formally added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 35. Right to attend the General Meeting of Shareholders**

1. Shareholders who are individuals, or representatives of organizational shareholders, have the right to attend the General Meeting of Shareholders directly or may authorize others to attend on their behalf. The authorized representative does not need to be a shareholder of the Bank. If more than one representative is appointed, the number of shares and votes for each representative must be specified.
2. In cases where a shareholder is a legal entity that has recently merged, consolidated, or inherited the rights and obligations of other shareholders, the shareholder must submit valid legal documents concerning the merger, consolidation, or inheritance to the BOD. The BOD shall decide on matters related to the shareholder, shares, share certificates and the person eligible to attend the meeting in accordance with the laws.
3. The authorization must be in written form, following the Bank's template approved by the BOD. The document must specify the name of the individual or organization being authorized and the number of shares authorized. The authorized

representative must submit this document before entering the meeting room. The authorization document must include signatures as follows:

- a. For individual shareholder, the document must bear the signature of the shareholder and the authorized representative attending the meeting;
  - b. If the authorized representative of an organizational shareholder is the one granting authority, the document must bear the signatures of that representative, the legal representative of the shareholder, and the authorized attendee;
  - c. In other cases, the document must bear the signatures of the legal representative of the shareholder and the authorized attendee.
4. If shares are transferred between the date of finalizing the shareholder list and the opening date of the General Meeting of Shareholders, the transferee has the right to attend the meeting in place of the transferor for the transferred shares.

**Article 36. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. On the day of the General Meeting of Shareholders, shareholders entitled to attend must register until all eligible shareholders are duly registered.
2. During registration, the Bank shall provide each shareholder or authorized representative with a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes.
3. Chairperson, secretary, and vote-counting committee of the General Meeting of Shareholders:
  - a. Chairman shall preside over meetings convened by the BOD. In case of the Chairman's absence or temporary incapacity, the remaining members of the BOD shall elect a Chairperson from among themselves by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall conduct the election for a Chairperson by the General Meeting of Shareholders, with the candidate receiving the highest number of votes serving as Chairperson;
  - b. In other cases, the person signing the meeting convening notice shall conduct the election of the Chairperson by the General Meeting of Shareholders, with the candidate receiving the highest number of votes serving as Chairperson;
  - c. The Chairperson shall appoint one or more persons as meeting secretaries;
  - d. The General Meeting of Shareholders shall elect one or more individuals to the vote-counting committee as proposed by the Chairperson.
4. The General Meeting of Shareholders shall adopt the meeting agenda and content at the opening session, specifying the time allotted for each agenda item.
5. The General Meeting of Shareholders shall discuss and vote on each agenda item. During voting, the voting cards are collected in the following order: approval cards, disapproval cards, abstention cards, and then the total votes are counted to decide. The Chairperson shall announce the total votes for approval, disapproval, or abstention for each item before the meeting adjourns.
6. Shareholders or authorized representatives arriving after the meeting has begun may still register and participate in voting immediately after registration. However,



the Chairperson shall not halt the meeting to accommodate late registration, and prior votes remain valid.

7. The meeting convener has the right to:
  - a. Require all attendees to undergo security checks or other security measures;
  - b. Request competent authority to maintain order of the meeting, expel those who disregard the Chairperson's authority, disrupt order, hinder the meeting's progress, or refuse security checks from the General Meeting of Shareholders.
8. The Chairperson may postpone the meeting with a sufficient number of shareholders having registered for attendance as prescribed by law to a different time or change the venue in the following cases:
  - a. Insufficient comfortable seating at the venue for all attendees; or
  - b. Inadequate communication facilities at the venue for effective participation, discussion, and voting by shareholders; or
  - c. Disruption or disorder by attendees, posing a risk to fair and lawful proceedings of the meeting.

The postponement shall not exceed 3 (three) working days from the scheduled meeting date.

9. If the Chairperson adjourns or suspends the meeting contrary to Clause 8 of this Article, the General Meeting may elect another person among the attendees to conduct the meeting to its conclusion, and the resolutions adopted shall remain effective.
10. The Chairperson or the meeting secretary may undertake actions deemed necessary to conduct the meeting orderly and lawfully, reflecting the majority's will.
11. The BOD may require shareholders or authorized representatives attending the General Meeting of Shareholders to comply with security checks or other measures as deemed appropriate. After careful consideration, the BOD may deny or expel attendees from the General Meeting who fail to comply with these requirements.
12. The BOD, after careful consideration, may take appropriate measures to:
  - a. Adjust the number of persons presenting at the main venue of the General Meeting of Shareholders;
  - b. Ensure safety for all attendees;
  - c. Facilitate shareholders to participate (or continue to participate) in the meeting.

The BOD has full authority to adjust and apply any such measures if necessary. Measures applied may include issuing entrance passes or other selection methods.
13. In the case that the measures mentioned above are applied during the General Meeting of Shareholders, the BOD, when determining the meeting venue, may:
  - a. Announce that the General Meeting of Shareholders shall be conducted at the venue, as stated in the notice of the meeting, where the Chairperson of the meeting shall be present ("the Main Venue of the Meeting");
  - b. Make arrangements for shareholders or authorized representatives failing to attend the meeting in accordance with this Article or others who wish to attend the meeting

but at a different location from the main venue of the Meeting may simultaneously attend the General Meeting of Shareholders.

An invitation on the General Meeting of Shareholders shall not be required to state the detailed measures taken in accordance with this Article.

14. In this Charter (unless otherwise required by context), all shareholders shall be considered to present at the main meeting venue.
15. Members of the BOD and members of the Supervisory Board shall attend the Annual General Meeting of Shareholders to respond to shareholders' questions (if any). In the event of force majeure preventing attendance, such members must submit a written report to the BOD or the Supervisory Board, as applicable, prior to the date of the General Meeting for consideration and consolidation.

#### **Article 37. Conditions for convening the General Meeting of Shareholders**

1. The General Meeting of Shareholders is convened when shareholders representing at least 51% of the total voting shares are present.
2. If the required quorum is not met within 30 (thirty) minutes from the scheduled starting time, the meeting must be rescheduled within 30 (thirty) days from the initial tentative meeting date. The rescheduled meeting can proceed with shareholders or authorized representatives attending, who represent at least 33% of the total voting shares.
3. If the second meeting is not held due to an insufficient quorum within 30 (thirty) minutes from the scheduled starting time, a third meeting may be called within 20 (twenty) days from the second meeting date. The third meeting may proceed regardless of the number of shareholders or authorized representatives attending and is deemed valid to decide on all matters that could have been approved at the first meeting.
4. At the suggestion of the Chairperson, the General Meeting of Shareholders has the right to modify the agenda included in the meeting notice as stipulated in this Charter.

#### **Article 38. Approval of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders approves resolutions within its authority through the following methods: (i) voting at the meeting; (ii) voting via online meetings, electronic voting, or other legally recognized electronic means; or (iii) seeking written opinions. The Annual General Meeting of Shareholders may not be held by seeking written opinions.
2. The following resolutions must be approved by voting at the General Meeting of Shareholders:
  - a. Approving the Bank's development orientation.
  - b. Determining the number of members for the BOD and the Supervisory Board for each term; electing, dismissing, removing, adding, or replacing members of the BOD and the Supervisory Board in accordance with legal standards and conditions and the Bank's Charter.



- c. Considering and addressing violations by the BOD and the Supervisory Board that cause damage to the Bank and its shareholders.
- d. Deciding on division, merger, consolidation, transformation of legal form, dissolution, or requesting the Court to initiate bankruptcy proceedings for the Bank.
- 3. A resolution of the General Meeting of Shareholders is approved in the following cases:
  - a. Approval by shareholders representing more than 50% of the total voting shares of all attendees or by shareholders representing more than 50% of the total voting shares of all shareholders in the case of written opinions.
  - b. For resolutions on matters specified in Clauses 4 and 6, Article 32 of this Charter, approval by shareholders representing over 65% of the total voting shares of all attendees or by shareholders representing over 65% of the total voting shares of all shareholders in the case of written opinions;
  - c. For resolutions on matters specified in Clauses 14 and 15, Article 32 of this Charter, approval by shareholders representing over 65% of the total voting shares of all shareholders.
- 4. Voting for members of the BOD and Supervisory Board must be conducted by cumulative voting, allowing each shareholder to have total votes equal to the total shares owned multiplied by the number of members to be elected to the BOD or Supervisory Board. Shareholders may cast all or part of their votes for one or several candidates. Elected members are determined in descending order of votes, starting from the candidate with the highest votes until the required number of members is reached as specified in the Bank's Charter. In the event that two (02) or more candidates receive an equal number of votes for the final position on the BOD or the Supervisory Board, a re-election shall be conducted among those candidates with equal votes, or selection shall be made based on the criteria set forth in the election regulations or the Bank's Charter.
- 5. Resolutions approved at the General Meeting of Shareholders, with the attendance of shareholders, both in-person and online and by proxy, representing 100% of the total voting shares are valid and enforceable, even if the meeting procedures, agenda, and conducting procedures are not fully compliant with regulations.
- 6. The number of voting ballots of each shareholder is based on the number of shares he/she own or represent.
- 7. Shareholders are prohibited from voting in the following cases:
  - a. Contracts specified in Clause A, Article 75 of this Charter when that shareholder or his/her related persons is a party of the contract;
  - b. The purchase of shares of that shareholder or those of his/her related person.
- 8. Valid resolutions of the General Meeting of Shareholders are effective for all absent or dissenting shareholders and must be communicated to all shareholders eligible to attend within 15 (fifteen) days from the resolution's passage. Alternatively, the resolutions may be posted on the Bank's website.

**Article 39. Authority and procedure for collecting written opinions from shareholders to approve General Meeting of Shareholders resolutions**

The authority and procedure for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders are as follows:

1. The BOD has the authority to collect written opinions from shareholders to approve General Meeting of Shareholders' resolutions at any time if deemed necessary for the Bank's benefit.
2. The BOD must prepare the opinion collection form, draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution. The opinion collection form, along with the draft resolution and explanatory documents, must be sent by secure means to each shareholder's contact address at least 10 days before the deadline for returning the opinion forms.
3. The opinion collection form must include the following essential details:
  - a. Name, headquarter address, business registration certificate number and issuance date, and place of registration of the Bank;
  - b. Purposes and issues requiring shareholder's approval;
  - c. Full name, contact address, nationality, citizen identification card, ID Card, Passport, or other legal identification for individual shareholder; the name, headquarter address, establishment decision number, or enterprise code for organizational shareholder; or full name, contact address, nationality, citizen identification card, ID Card, Passport, or other legal identification for the representative of organizational shareholder; the quantity of each type of shares and voting ballots of shareholders;
  - d. Voting options, including approval, disapproval, and abstention;
  - e. Deadline for returning the answered opinion form to the Bank;
  - f. Full name and signature of Chairman and the Bank's legal representative.
4. The answered opinion form must have the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder.
5. Opinion forms must be returned to the Bank in a sealed envelope and be unopened before vote counting. If the shareholder does not respond by the specified deadline noted in the opinion forms, it is assumed they agree with the matters asked unless otherwise provided by law.
6. The BOD shall count the votes and make the vote counting minutes in the presence of the Supervisory Board or non-managerial shareholders. The vote counting minutes must include the following essential information:
  - a. Name, headquarter address, number and issuance date of the Business Registration License of the Bank, the place of business registration;
  - b. Purposes and issues requiring to take the opinions of shareholders for approval;
  - c. Number of shareholders and total votes participating, indicating valid and invalid votes, with an appendix listing participating shareholders;
  - d. Total votes for, against, and abstained for each issue;



- e. Resolutions approved;
- f. Full names and signatures of the Chairman, legal representative of the Bank, and vote-counting supervisors.

Members of the BOD and vote-counting supervisors are jointly responsible for the accuracy and honesty of the vote counting minutes and any resulting damage by approved decisions due to dishonest or inaccurate vote counting.

- 7. The minute of the vote counting results must be sent to shareholders within 15 (fifteen) days from the vote counting completion. Alternatively, the minute may be posted on the Bank's website within 24 (twenty-four) hours of vote counting completion.
- 8. The answered opinion forms, vote-counting minutes, full text of the approved resolution, and related documents attached to the answered opinion forms must be kept at the Bank's headquarter.
- 9. A resolution approved by collecting written opinions from shareholders has the same validity as a resolution approved at the General Meeting of Shareholders.

#### **Article 40. Changes to Shareholder Rights**

- 1. General Meeting of Shareholders' resolutions related to the Bank's share capital being divided into different types of shares, or regarding changing or canceling special rights attached to each type of shares, are only approved with the written consent of shareholders of at least 65% of the voting rights of issued shares of that type.
- 2. Procedures for separate meetings of shareholders are conducted in a manner similar to the provisions in Article 37 and 38 of this Charter.
- 3. Unless otherwise specified in the share issuance terms, special rights attached to types of preferred shares regarding a part of all matters related to profit or asset distribution of the Bank are not altered by the issuance of additional shares of the same type.

#### **Article 41. Minutes of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders is recorded in the minutes of the Bank. The minutes must be prepared in Vietnamese and may also be in a foreign language. In the event of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail. The minutes must include the following essential contents:
  - a. Name, headquarter address, Business Registration License number and issuance date, and place of registration of the Bank;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Agenda and meeting content;
  - d. Full names of the Chairperson and secretary;
  - e. Summary of the meeting proceedings and remarks on each agenda item discussed;
  - f. Number of shareholders and total voting shares of attending shareholders, including an appendix with the list of registered shareholders and representatives of shareholders with corresponding shares and votes;

- g. Total voting ballots for each agenda item, specifying the voting method, number of valid and invalid votes, votes in favor, against, and abstentions, with corresponding ratios over total voting ballots of attendees;
  - h. Approved resolutions and corresponding voting ratios;
  - i. Full names and signatures of the Chairperson and secretary. In case the Chairperson or secretary refuses to sign, the minutes shall still be valid if signed by all other attending members of the BOD and contain all contents as prescribed in this Clause. The minutes must state the refusal to sign by the Chairperson or secretary.
2. The minutes must be completed and approved before the end of the meeting.
  3. The Chairperson and the secretary of the meeting are jointly responsible for the accuracy and truthfulness of the minutes.

The minutes must be sent to all shareholders within 15 (fifteen) days or published on the Bank's website within 24 (twenty-four) hours from the closing date of the meeting.

The minutes of the General Meeting of Shareholders, along with the appendix listing registered shareholders, full text of the resolutions approved, and related documents accompanying the meeting notice, must be retained at the Bank's headquarter.

#### **Article 42. Request for annulment of General Meeting of Shareholders' Resolution**

Within 90 (ninety) days from the receipt of the General Meeting of Shareholders' minutes or written opinion vote-counting results, shareholders or groups of shareholders holding at least 5% of the Bank's total ordinary shares have the right to request a court or arbitration to review and annul the resolution or a part of the resolution in the following cases:

1. The process and procedures of convening for the General Meeting of Shareholders significantly violate this Charter or legal provisions;
2. The process, procedures or content of the resolution violate this Charter or legal provisions.

### **Section 3 – The Board of Directors**

#### **Article 43. The Board of Directors**

1. The BOD is the governance body of the Bank, possessing full authority on behalf of the Bank to decide and exercise the rights and obligations of the Bank, except for matters within the authority of the General Meeting of Shareholders.
2. The BOD shall have at least 05 (five) members and no more than 11 (eleven) members, with the exact number for each term decided by the General Meeting of Shareholders. At least 2 members must be independent, and two-thirds of the BOD must be independent and non-executive members of the Bank.
3. An individual and his/her related persons, or representatives of capital contributions of a corporate shareholder and their related persons, may participate in the BOD, but collectively they may not exceed 02 (two) members of the BOD, except in cases where they are representatives of the State's capital contribution or of the entity receiving mandatory transfer.



4. The term of the BOD is no longer than 05 (five) years. The term of each member of the BOD corresponds with that of the BOD itself. A member of the BOD may be dismissed, removed, added, or replaced by the General Meeting of Shareholders during the term; the term of a replaced or additional member shall last for the remaining term of the BOD. The BOD of the term just ended shall remain in operation until the new BOD assumes responsibility.  
  
The BOD is accountable to the General Meeting of Shareholders for fulfilling its assigned duties and powers under the Law on Credit Institutions and the Bank's Charter.
5. Member of the BOD may not concurrently be the member of the Supervisory Board.
6. The nomination of members to the Board of Directors are as follows: Shareholders or groups of corporate shareholders holding 5% to less than 20% of the total voting shares may nominate up to 1 candidate; from 20% to less than 30% of the total voting shares may nominate up to 2 candidates; from 30% to less than 40% of the total voting shares may nominate up to 3 candidates; from 40% to less than 50% of the total voting shares may nominate up to 4 candidates; from 50% or more of the total voting shares may nominate a maximum number of candidates for the BOD consistent with the Bank's BOD quantity as per legal provisions and the Bank's Charter.
7. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number they are entitled to nominate, or if the total number of candidates nominated does not meet the required number, or if certain candidates do not meet the eligibility criteria, the remaining candidates shall be nominated by the BOD.

#### **Article 44. Powers and Duties of the BOD**

1. The BOD of the Bank is accountable to shareholders for the Bank's performance and has the following duties and powers:
  - a. To submit to the General Meeting of Shareholders to approve on matters under the authority of the General Meeting of Shareholders as stipulated in Article 32 of this Charter;
  - b. To manage the Bank in accordance with the laws and this Charter, for the benefit of the Bank, shareholders, and depositors;
  - c. To decide the offering price of shares, bonds, and other securities of the Bank;
  - d. To decide on the redeem of shares in accordance with Article 18 of this Charter and other relevant laws;
  - e. To decide on credit provision in accordance with the Law on Credit Institutions and the Bank's regulations, except for loans within the authority of the General Meeting of Shareholders as prescribed by laws;
  - f. To approve the decisions on the investment, acquisition, and disposal of the Bank's fixed assets where the investment amount, purchase price, estimated value, or original cost in the case of disposal of the Bank's fixed assets is equal to or exceeds

- 10% of the Bank's charter capital, as stated in the latest audited financial report, except for transactions under the authority of the General Meeting of Shareholders;
- g. To approve contracts and transactions of the Bank as stipulated in Clause B, Article 75 of this Charter;
  - h. To approve plans for capital contributions, purchases, and sales of shares and capital contributions in other businesses and credit institutions, where the contribution value, the proposed purchase price or the book value in case of the transfer of shares or capital contribution is below 20% of the Bank's charter capital as recorded in the latest audited financial report;
  - i. To appoint representatives of the Bank's contribution capital in other businesses or credit institutions;
  - j. To approve other contracts and transactions with a value of 10% or more of the Bank's charter capital based on the latest audited financial report;
  - k. To decide on the establishment of branches, representative offices, and non-business units;
  - l. To determine the organizational structure of the headquarter, branches, representative offices, non-business units, and subsidiaries of the Bank;
  - m. To collaborate with the Supervisory Board and internal audit unit when performing internal auditing on supervision of senior management to the Board of Directors; performing the recommendations of the Supervisory Board on the BOD at the report on internal audit results (if any) and announcing to Supervisory Board on the results;
  - n. To appoint, dismiss, sign contracts, terminate contracts, reward, discipline, suspend, and decide the salary and other benefits for CEO, Deputy CEOs, and Heads of Divisions of the Bank;
  - o. To appoint, dismiss, reward, discipline, suspend, and decide the salaries and benefits for Deputy Heads of Divisions, Chief Accountant, Bank Secretary, Branch Directors, Heads of Representative Offices, and other Directors of Non-business Units and Directors/ Managers of Departments/ Centers at the Headquarter, except for positions under the authority of the General Meeting of Shareholders and the Supervisory Board;
  - p. To issue internal regulations concerning the organization, governance, and operations of the Bank in compliance with relevant laws, excluding matters under the General Meeting of Shareholders' authority;
  - q. To determine and enforce risk management policies and oversee the implementation of risk mitigation measures;
  - r. To review, approve, and disclose the Bank's annual report;
  - s. To supervise and direct CEO and other managers in daily business operations, internal controls, risk management, internal assessments of capital adequacy as required by relevant laws and Bank regulations, and to conduct annual performance evaluations of CEO;



- t. To report to the General Meeting of Shareholders on the supervision of CEO and other managers during the fiscal year;
  - u. To approve the BOD' operational programs, plans, and the agenda, materials, and logistics for General Meetings of Shareholders; to convene the General Meetings of Shareholders or conduct a vote by written consent to approve resolutions and decisions of the General Meeting of Shareholders;
  - v. To decide on asset liquidation and compensation for damages in accordance with the laws, this Charter, and the Bank's regulations as per the respective periods;
  - w. To propose profit distribution plans and dividend payments, and to decide on the timing and procedures for dividend distribution or handling losses incurred in the course of business;
  - x. To decide on the transfer of capital and assets among branches or subsidiaries wholly owned by the Bank;
  - y. To establish codes of professional ethics (except for the members of the Supervisory Board and internal auditors);
  - z. To determine the offering of new shares within the scope of the authorized share offering;
  - aa. To prepare content and materials to present to the General Meeting of Shareholders for matters under its authority, except those under the Supervisory Board's authority;
  - bb. To implement, supervise, and enforce resolutions and decisions made by the General Meeting of Shareholders and the BOD;
  - cc. To promptly notify SBV of any information that negatively impacts the qualification of the members of the BOD, the Supervisory Board, or CEO;
  - dd. To exercise other rights and fulfill other responsibilities as stipulated by this Charter and the laws.
2. The BOD shall approve decisions by voting at meetings or by written consent, based on a majority vote. Each member of the BOD has one vote of equal value.
  3. The BOD is obligated to adhere to the decisions of the General Meeting of Shareholders, the provisions of this Charter, and the laws. If a decision made by the BOD is contrary to the Bank's Charter and/or the Law and results in damage to the Bank, the members who approved the decision are jointly liable for it and must compensate the Bank for any damage incurred. Members who voted against the decision are exempt from liability. In such cases, shareholders who have held shares in the Bank for at least one year may request the BOD to halt the execution of that decision.

**Article 45. Chairman of the BOD**

1. The BOD elects a Chairman from among its members by a majority vote. Chairman must reside in Vietnam throughout the term.
2. Chairman is the legal representative of the Bank.

3. Chairman is prohibited from concurrently holding a managerial position, being a member of the Supervisory Board of the Bank, or serving as a manager in another credit institution or business.
4. The powers and duties of Chairman include:
  - a. Presiding over the General Meeting of Shareholders;
  - b. Developing programs and plans for the BOD's activities and being responsible for executing his/her powers and duties;
  - c. Convening and chairing the meetings of the BOD;
  - d. Organizing the approval of the BOD's resolutions and decisions;
  - e. Representing the BOD to sign documents within its authority, overseeing and ensuring the implementation of the BOD's resolutions and decisions;
  - f. Ensuring that the BOD submits the annual financial report, operational report of the Bank, audit report, and the BOD's review report to the shareholders at the General Meeting of Shareholders;
  - g. Ensuring that the members of the BOD receive full, objective, and accurate information and have sufficient time to discuss matters that require the BOD's consideration;
  - h. Preparing work plans and assigning specific tasks to each member of the BOD, documented in writing and signed by the Chairman;
  - i. Supervising the members of the BOD in the performance of their assigned duties and responsibilities;
  - j. Overseeing CEO's implementation of the BOD's resolutions and decisions;
  - k. Conducting an annual assessment of the performance of the members of the BOD, as well as the performance of the BOD's committees, and reporting these evaluations to the General Meeting of Shareholders;
  - l. Ensuring that employees can report any irregularities related to financial conditions, operations, or general matters, including violations of the Bank's code of ethics, to the Chairman or an independent member of the BOD;
  - m. Signing contracts on behalf of the Bank in accordance with this Charter and internal regulations;
  - n. Other powers and duties as prescribed by this Charter and the laws.
5. Chairman may delegate his/her powers and duties in writing to another member of the BOD when absent or unable to fulfill his/her responsibilities, and must inform the remaining members of the BOD and CEO of this delegation. If the Chairman does not delegate his/her authority or is unable to perform his/her duties, the remaining members of the BOD will elect one among them to temporarily act as Chairman by majority vote.

#### **Article 46. Powers and Duties of Members of the BOD**

Members of the BOD, including the Chairman, have the following powers and duties:

1. Along with other members, manage the Bank as per legal regulations and the Bank's Charter.



2. Fulfill their rights and obligations honestly and cautiously in line with internal regulations and the Chairman's assignments, acting for the benefit of the Bank and its shareholders. Independent members should uphold independence in their roles and are accountable for their decisions.
3. Review audit reports on financial statements prepared by independent auditors and may request explanations from executives, independent auditors, or internal auditors.
4. Elect, dismiss, and remove Chairman and other titles within the BOD's authority.
5. Request the Chairman to convene an extraordinary meeting of the BOD as needed.
6. Request CEO, Deputy CEOs, managers of the Bank's affiliated units to provide information and documents on the financial status and operating activities of the Bank and its affiliated units to perform his/her duties.
7. Analyze and evaluate the Bank's operational results and contribute to its strategic direction and business plans.
8. Attend meetings of the BOD, participate in discussions, and vote on matters within the BOD's authority in accordance with the laws. Members are responsible to the General Meeting of Shareholders and the BOD for their decisions. Members with conflicts of interest on specific agenda items should not vote on those matters.  
Members of the BOD cannot delegate their authority to attend meetings of the or vote on specific decisions listed in Clause 1 (items a, e, f, g, h, j, n, p, q, r, w) Article 44 of this Charter.
9. Implement decisions and resolutions from the BOD and the General Meeting of Shareholders.
10. Timely and fully report to the BOD any compensation received from subsidiaries, affiliates, or other entities where they represent the Bank's investment.
11. Notify the State Securities Commission and Stock Exchange of personal share transactions and follow legal disclosure requirements.
12. May be provided the liability insurance by the Bank with approval from the General Meeting of Shareholders, excluding coverage for liabilities of the members of the BOD arising from legal or Charter violations.
13. Explain to the General Meeting of Shareholders or the BOD regarding their duties upon request.
14. Members of the BOD should not engage in approving decisions that carry risks under functions and duties of the CEO, unless the member of the BOD also serves as CEO.
15. Perform other rights and duties as per the Law on Enterprises, related legal documents, and this Charter.

**Article 47. Remuneration and Benefits for Members of the BOD**

1. Members of the BOD receive remuneration and bonuses based on the Bank's performance and operational efficiency.

2. The BOD determines individual remuneration based on a consensus principle, with total remuneration approved by the General Meeting of Shareholders at annual meetings.
3. Remuneration for the members of the BOD is recorded as a business expense in accordance with Corporate Income Tax Law and other relevant legal provisions. It is also listed as a separate item in the Bank's annual financial statements and reported at the annual General Meeting of Shareholders.
4. Members of the BOD are reimbursed for travel, accommodation, and reasonable expenses incurred while performing assigned tasks. Operational expenses for the BOD are recorded as business expenses of the Bank.

**Article 48. Standards and Conditions for members of the BOD**

1. Members of the BOD must meet the following standards and conditions:
  - a. Not fall under circumstances disqualifying them from holding positions, as stipulated in Clause 1, Article 42 of the Law on Credit Institutions;
  - b. Hold at least a university degree;
  - c. Meet at least one of the following requirements: possess at least 3 years of experience as a manager or executive in a credit institution; 5 years as a manager in a financial, accounting, auditing, or another enterprise with equity at least equal to the legal capital for the corresponding credit institution type; 05 years working directly in the operational department of a credit institution or foreign bank branch; or 5 years working directly in the finance, banking, accounting, or auditing fields;
  - d. Be in good health with professional ethics as regulated by the Governor of SBV;
2. Non-independent members of the BOD may not concurrently hold the following positions:
  - a. Executive of the Bank, except for CEO;
  - b. Manager or executive of another credit institution or enterprise, except in subsidiaries of the Bank or cases of mandatory transfer as approved;
  - c. Supervisor or member of the Supervisory Board of another credit institution or enterprise.
3. Independent members must meet independence criteria as defined in point i Clause 1 Article 1 of this Charter and not concurrently hold the following positions:
  - a. Executive of the Bank;
  - b. Manager or executive of another credit institution or more than two other enterprises;
  - c. Supervisor or member of the Supervisory Board of another credit institution or enterprise.

**Article 49. Meetings of the BOD**

1. The initial meeting of each Board term, aimed at electing the Chairman and deciding other matters, must occur within 7 working days from the end of that term's election. This meeting is convened by the member with the highest number



of votes. If multiple members receive an equal, highest number of votes, the members of the BOD elect one among them to convene the meeting.

2. The BOD meets periodically and, ~~if necessary~~, on an extraordinary basis. Regular meetings occur at least once each quarter and are convened by the Chairman or the acting Chairman.
3. If necessary, the Chairman must convene an extraordinary meeting when requested by:
  - a. The Supervisory Board;
  - b. CEO or at least 05 (five) Bank Executives;
  - c. At least 02 (two) BOD members concurrently serving in executive roles;
  - d. An independent member of the BOD.

Requests must be in writing and clearly state the purpose, discussion topics, and matters within the BOD's authority. ~~The Chairman~~ Person with authority to convene BOD meeting has the right to reject the request if the issue falls outside the BOD's authority.

4. The Chairman or acting Chairman must convene the meeting within 7 (seven) working days of receiving the request as stated in clause 3 of this Article. If the Chairman declines, those requesting the meeting as stated in Clause 3 can convene it, and the attending members of the BOD elect a Chairperson by majority vote. As such, The Chairman or acting Chairman must be responsible for any resulting damage to the Bank, unless prevented by force majeure.
5. When an independent auditor requests, the Chairman must convene a meeting of the BOD to review audit reports and situation of the Bank.
6. The Chairman of the BOD or the convenor of the meeting of the BOD must send an invitation to attend the meeting at latest 03 (three) working days prior to the scheduled date of meeting; members of the BOD may refuse in writing their rights to receive the invitation and such refusal can be changed or be revoked in writing of that member of the BOD. The invitation of the meeting of the BOD must be made in writing and in Vietnamese; it must provide sufficient information about the agenda, the time and location of the meeting, issues which need to be discussed and decided. The invitation must be accompanied with documents to be used at the meeting and include voting slips for members of the BOD. An invitation may be sent by post, fax, electronic mail or by other means, but must ensure the arrival at the address of each member of the BOD as registered with the Bank. The invitation which does not include voting slips must also ensure the arrival at the address of members of the Supervisory Board and the CEO.
7. Meetings of the BOD may take place at the head office of the Bank or at other convenient places in the territory of Vietnam, or at other places as unanimously agreed by the members of the BOD.
8. A meeting of the BOD is valid when at least three-quarters of the members of the BOD are present in person or by proxy. If the quorum isn't met at the first scheduled meeting, a second meeting occurs within 07 (seven) days and is valid if over half of the members of the BOD attend.

9. The members of the BOD must attend all meetings. When absent, they can authorize another member of the BOD to vote on their behalf or send their vote in writing. The members of the Supervisory Board ~~and~~ or CEO who are not being member of the BOD, can attend and participate but not vote.
10. A meeting of the BOD may be conducted by the way of a conference call between members of the BOD where all or a number of members are at different places, provided that each attendee is able to:
  - a. Hear all other participating members of the BOD, and
  - b. Speak to all other attendees concurrently.

Participation can be via phone or other communication means (including the use of such means arising at the time or after the approval of this Charter) or by a combination of those means. Members of the BOD who attend a meeting in this manner shall be deemed "present" at such meeting. The location of the meeting to be held in such case shall be the location where the largest number of members of the BOD gathers, or if there is no such group then the meeting shall be deemed to be held at the location where the Chairman of the meeting is present.

#### **Article 50. Approval of Resolutions and Decisions by the BOD**

1. The BOD may approve resolutions and decisions through voting at meetings or by written opinions, email, or fax.
2. Voting rights for the members of the BOD at meetings:
  - a. Except as stated in Clause 2(b), each member of the BOD or authorized representative physically present at the meeting has one vote;
  - b. The members of the BOD cannot vote on contracts, transactions, or proposals in which they or their related persons have a conflicting interest with the Bank's interests. Such members are not counted towards the quorum for decisions they cannot vote on;
  - c. In cases of disputes regarding a member's voting rights due to conflicts of interest or related to the voting rights of one member if unresolved by voluntary abstention, the matter is decided by the chairperson, whose ruling is final, unless the nature or extent of the interest has not been adequately disclosed;
  - d. Any member of the BOD with a significant interest in a contract as outlined in Clause 1, Article 75 of this Charter, is considered to have a substantial interest in that contract.
3. Approval of resolutions and decisions at meetings:

Resolutions and decisions are approved by majority vote of members present, including written votes and proxy votes. If votes are tied, the Chairperson's opinion determines the outcome. Members not present may vote in writing, with sealed votes submitted to the Chairman or the Chairperson of the meeting one hour before the meeting. Votes are opened in the presence of all attendees, and written votes hold equal weight as in-person votes.



Resolutions approved in telecommunication meetings per Clause 10, Article 49 in this Charter are effective immediately upon meeting conclusion but must be confirmed with signatures of all participating members in the meeting minutes.

**Article 51. Minutes of the BOD Meeting**

1. Meeting minutes are recorded in a ledger and may also be audio or video recorded if necessary. Minutes must be in Vietnamese and include:
  - a. Bank's name, headquarters address, business registration certificate number, and registration location;
  - b. Purpose, agenda, and content of the meeting;
  - c. Time and location of the meeting;
  - d. Names of attending members of the BOD or authorized representatives, members voting in writing, absent members, and reasons for absence;
  - e. Matters discussed and voted on;
  - f. Summary of each member of the BOD opinions following the meeting sequence;
  - g. Voting results, indicating members who agreed, disagreed, or abstained;
  - h. Resolutions and decisions approved;
  - i. Names and signatures of all attending members of the BOD or authorized representatives and the meeting secretary. If a member present does not sign, the reason must be noted; otherwise, their vote on the meeting's content is considered invalid.
2. The chairperson and secretary are responsible for the accuracy and integrity of the meeting minutes. The Chairman or chairperson must distribute the minutes to all members of the BOD, and the minutes are considered valid records unless challenged within 10 days.
3. Meeting minutes and related documents are kept at the Bank's headquarters.

**Article 52. Automatic Dismissal, Resignation, and Removal of the members of the BOD**

1. A member of the BOD shall automatically lose his/her position if:
  - a. They fall under any prohibition from holding office as specified in Article 42 of the Law on Credit Institutions and Clause 2, Article 17 of the Law on Enterprises;
  - b. They pass away;
  - c. They represent a shareholder organization that ceases to exist;
  - d. They are no longer an authorized representative of an institutional shareholder;
  - e. They are expelled from the territory of the Socialist Republic of Vietnam;
  - f. The Bank's license for establishment and operation is revoked.
2. Unless automatically dismissed as stated in Clause 1, a member of the BOD may resign if:
  - a. They submit a resignation letter to the BOD of the Bank;
  - b. The resignation is decided by the General Meeting of Shareholders.
3. A member of the BOD may be removed if:

- a. They fail to participate in the BOD's activities for six consecutive months, except in force majeure situations;
- b. They do not meet the standards and conditions set out in Article 48 of the Charter;
- c. The removal is decided by the General Meeting of Shareholders;
- d. They no longer meet the conditions stipulated in Clause 3, Article 48 of the Charter regarding independent members of the BOD.
4. If the number of the members of the BOD falls below the minimum specified in Clause 2, Article 43, the Bank must appoint replacements within 90 days, except in cases covered by Clause 5, Article 166 of the Law on Credit Institutions.
5. If the Chairman of the BOD is dismissed or resigns, the remaining members of the BOD shall elect one among them to temporarily assume the role of Chairman within a maximum of 10 days from the occurrence.

**Article 53. Supporting Committees of the BOD**

1. The BOD of the Bank must establish and maintain the following committees:
  - a. The Risk Management Committee; and
  - b. The Personnel Committee.

These committees must have at least half of their voting members as non-executive members. Specific duties, powers, and member standards are determined by the BOD in compliance with legal provisions.

2. In addition to the committees specified in Clause 1, the BOD may establish other supporting committees as needed.

**Article 54. Secretary Office of the Bank**

1. The BOD establishes a permanent Secretariat Office within the Bank to support the BOD and the Chairman in fulfilling their legal and charter-mandated duties.
2. The Secretariat Office's rights and responsibilities include:
  - a. Assisting in organizing meetings of the General Meeting of Shareholders and the BOD; recording meeting minutes;
  - b. Supporting the members of the BOD in fulfilling their assigned rights and duties;
  - c. Assisting the BOD in implementing corporate governance principles within the Bank;
  - d. Supporting the Bank in building shareholder relations and protecting shareholders' legal rights and interests;
  - e. Assisting the Bank in compliance with information disclosure obligations and administrative procedures;
  - f. Other rights and responsibilities as assigned by the BOD.
3. The number of staff in the Secretariat Office, operational costs, salaries, and bonuses are determined by the BOD and are accounted for as part of the Bank's business expenses.



4. Secretariat Office's staff may not work concurrently for any auditing company currently auditing the Bank.
5. The Secretariat Office must maintain confidentiality as required by laws and this Charter.

**Article 55. Use of Professional Advisory Services**

The BOD and its committees have the right to hire employees, independent advisors, independent accountants, and other external consultants to perform relevant work according to the Charter and legal provisions, if necessary for exercising their powers and duties, with expenses covered by the Bank. No prior consultation with any Bank manager is required.

**Section 4 – CEO**

**Article 56. CEO**

1. CEO is the highest executive authority in the Bank.
2. CEO is appointed by the BOD, supervised by the BOD, and responsible to both the BOD and the law for carrying out assigned powers and duties. CEO cannot simultaneously hold the position of Chairman of the BOD but may be a member of the BOD. CEO serves as the Bank's legal representative when the Chairman position is vacant.
3. CEO's term is limited to 5 years, unless otherwise decided by the BOD. Reappointments are allowed without restriction on the number of terms.
4. CEO may not concurrently hold managerial or executive roles, be a controller, or serve on the supervisory board of another credit institution or company.
5. The rights and duties of CEO include:
  - a. Submitting to the BOD of the Bank:
    - (i) Proposals on the Bank's organizational structure for the BOD's decision;
    - (ii) A detailed business plan for the next fiscal year by October 31 each year, ensuring alignment with budget and financial plans;
    - (iii) Recommendations for enhancing Bank operations and management;
    - (iv) Annual budget plans, including the balance sheet, profit and loss, and cash flow statements;
    - (v) Management initiatives to improve the Bank's performance, except for matters within the authority of the General Meeting of Shareholders as per Article 32 of the Charter;
    - (vi) Profit usage and loss management plans;
    - (vii) Other issues under the BOD's authority that must be presented by CEO per the Bank's internal regulations, the Charter, and legal provisions.
  - b. Implementing resolutions and decisions from the BOD and General Meeting of Shareholders, as well as the Bank's approved business and investment plans;
  - c. Deciding on all matters not requiring a resolution from the BOD, in line with the laws, the Charter, and Bank regulations; managing daily operations according to best management practices;

- d. Carrying out all other activities per the Charter, Bank policies, resolutions of the BOD, CEO's employment contract, and legal requirements;
- e. Establishing, maintaining, and developing an effective internal control system as mandated by laws and Bank policies, and supervising individuals and departments involved in internal controls, risk management, and capital adequacy assessments;
- f. Promulgating in competence regulations, procedures, and workflows for operational management and information systems;
- g. Taking emergency actions beyond his authority in crises (natural disasters, pandemics, fires, incidents) for the Bank's benefit and reporting such actions promptly to the BOD;
- h. Preparing internal audit reports on internal control evaluations;
- i. Being subject to oversight from the BOD, Supervisory Board, SBV, and other authorities for the performance of the managerial tasks. Collaborating with the Supervisory Board and internal audit on high-level management audits for CEO; ; directing risk management and related departments to provide sufficient information for audit planning; implementing recommendations from the Supervisory Board for CEO in internal audit reports (if applicable) and reporting on their implementation;
- j. Appointing, dismissing, and disciplining management roles in the Bank, except those under the Supervisory Board, BOD, or General Meeting of Shareholders; hiring employees; determining salaries, bonuses, allowances (if applicable), and other benefits for those under his purview;
- k. Preparing long-term, annual, and monthly budgets for Bank management in line with business plans;
- l. Requesting extraordinary meetings of the BOD per the Charter and laws;
- m. Reporting to the BOD, Supervisory Board, General Meeting of Shareholders, SBV, and other authorities on Bank activities and performance as mandated by the Charter and laws;
- n. Signing contracts and transactions on behalf of the Bank as per the Charter and Bank policies;
- o. Making investment, purchase, and sale decisions for assets valued below 10% of the Bank's charter capital according to the most recent audited financial statement, following internal guidelines of the Bank;
- p. Preparing and presenting financial statements for BOD or authority approval; ensuring the accuracy, honesty, and reliability of financial reports, statistical data, financial settlements, and other financial information;
- q. Proposing organizational structure changes for BOD or Shareholders' decision-making;
- r. Exercising other rights and fulfilling duties as stipulated in the Charter and by laws.

**Article 57. Assistant Staff to CEO**

1. CEO is assisted by Deputy CEOs, Heads of Divisions, Deputy Heads of Divisions, the Chief Accountant, Heads of Departments, Centers at the Bank's headquarters,



as well as other managers appointed, contracted, promoted, dismissed, removed or terminated by CEO.

2. CEO assigns duties to the Deputy CEOs and Heads of Divisions. They assist in managing and supervising one or more operational areas of the Bank per CEO's delegation, reporting to and being accountable to CEO and the law for their assigned duties.
3. The number of Deputy CEOs is determined by the BOD based on CEO's proposal. Deputy CEOs cannot concurrently serve as managers, executives, controllers, or members of the Supervisory Board of other credit institutions or companies, except when they manage or operate a subsidiary of the Bank.
4. The Chief Accountant assists CEO in directing the Bank's accounting and statistical operations, with rights and duties as prescribed by law.
5. CEO must establish the Risk Committee, the Asset/Liability Management Committee (ALCO), and the Capital Management Committee to provide recommendations and advisory support to CEO in line with legal and Bank internal regulations.

#### **Article 58. Compensation for CEO**

The BOD determines the salary, bonuses, and other benefits of CEO based on business performance and effectiveness. CEO's salary and operating expenses are included in the Bank's business expenses per laws on corporate income tax and other relevant legal provisions, and they must be reported as a separate item in the Bank's annual financial statement.

#### **Article 59. Qualifications and Conditions for CEO and Deputy CEOs, Chief Accountant**

1. The Bank's CEO must meet the following standards and conditions:
  - a. Must not fall under any disqualifying criteria specified in Clause 1, Article 42 of the Law on Credit Institutions;
  - b. Must hold at least a university degree in finance, banking, economics, business administration, law, or accounting and auditing;
  - c. Must meet one of the following conditions: have at least 5 years as an executive in a credit institution; have at least 5 years as a CEO (Director) or Deputy CEO (Deputy Director) of a company with owner's equity no less than the required minimum for similar credit institutions, with at least 5 years of direct experience in finance, banking, accounting, or auditing; or have at least 10 years of direct experience in finance, banking, accounting, or auditing;
  - d. Must be in good health and demonstrate professional ethics as stipulated by the Governor of SBV;
  - e. Must reside in Vietnam during his/her tenure.
2. The Bank's Deputy CEOs must meet the following standards and conditions:
  - a. Must not fall under any disqualifying criteria specified in Clause 1 and Clause 2, Article 42 of the Law on Credit Institutions;

- b. Must meet one of the following conditions: hold at least a university degree in finance, banking, economics, business administration, law, accounting, auditing, or another specialty relevant to their field of responsibility; or hold at least a university degree in another field with at least 3 years of direct work experience in banking, finance, or the specialty they will oversee;
  - c. Must reside in Vietnam during their tenure;
  - d. Must be in good health and demonstrate professional ethics as stipulated by the Governor of SBV.
3. The Chief Accountant must satisfy the following qualifications and requirements:
- a. Must not subject to any restrictions on holding office as stipulated in Clause 2, Article 42 of the Law on Credit Institutions;
  - b. Must meet one of the following criteria: Hold a university degree or higher in finance, banking, economics, business administration, law, accounting, auditing, or another relevant field aligned with the designated responsibilities; or Hold a university degree of higher in another field and have a minimum of three years of direct experience in finance, banking, or the relevant area of expertise;
  - c. Must reside in Vietnam during the tenure;
  - d. Must comply with the qualifications and requirements prescribed by applicable accounting regulations.

**Article 60. Automatic Disqualification, Dismissal, and Removal of CEO**

- 1. CEO automatically loses the position if one of the following situations applies:
  - a. Falls under disqualifying conditions as specified in Article 42 of the Law on Credit Institutions or Clause 2, Article 17 of the Law on Enterprises;
  - b. Passes away;
  - c. Serves as the representative of a shareholder organization's capital contribution and that organization ceases to exist;
  - d. Ceases to be the representative by proxy of an organization shareholder's capital contribution;
  - e. Is expelled from the territory of the Socialist Republic of Vietnam;
  - f. The Bank's establishment and operation license is revoked;
  - g. The contract employing CEO expires.
- 2. Except for the automatic disqualification situations in Clause 1, CEO may be dismissed in the following cases:
  - a. Submits a resignation to the BOD and the Supervisory Board of the Bank;
  - b. By decision of the BOD.
- 3. The BOD may dismiss CEO under point b of Clause 2 if at least two-thirds (2/3) of the members of the BOD present at the meeting vote in favor, excluding CEO if they also serve as a member of the BOD. The dismissed CEO has the right to appeal the dismissal at the next closest meeting of the General Assembly of Shareholders.
- 4. CEO may be removed if they no longer meet the qualifications or conditions outlined in Article 59 of this Charter.



5. If CEO is automatically disqualified, dismissed, or removed, the BOD shall submit a report with relevant documentation to SBV. The BOD must appoint a new CEO within 90 days from the date the position becomes vacant.

## **Section 5 – Supervisory Board**

### **Article 61. Supervisory Board**

1. The Supervisory Board oversees and evaluates compliance with laws, internal regulations, the Charter, and resolutions or decisions of the General Meeting of Shareholders and the BOD.
2. The Supervisory Board shall have at least 5 (five) members, with the specific number for each term determined by the General Meeting of Shareholders. More than half of the members must reside in Vietnam.
3. Nomination principles for the members of the Supervisory Board: Shareholders or groups holding 5% to under 20% of the total voting shares may nominate up to one (1) candidate; 20% to under 30% may nominate up to two (2) candidates; 30% to under 40% may nominate up to three (3) candidates; 40% to under 50% may nominate up to four (4) candidates; and 50% or more may nominate up to the maximum number of candidates allowed for the Supervisory Board as per applicable laws and the Bank's Charter.

If the nominated number is fewer than entitled, the remaining nominees will be recommended by the current Supervisory Board.

4. The Supervisory Board elects one member as the Head of the Supervisory Board.
5. The Supervisory Board's term is no longer than 5 (five) years, and members serve for the same term. Replacement members serve the remaining time of the term. The Supervisory Board of the expiring term continues until the new Supervisory Board takes over.
6. The members of the Supervisory Board are prohibited from holding one of these positions concurrently:
  - a. Managers or executives of the Bank, another credit institution, or any other enterprise; employees of the Bank or its subsidiaries;
  - b. Employees of an enterprise where a Bank's member of the BOD serves as a member of the BOD, executive, or major shareholder.
  - c. A member or employee of an approved auditing firm that has audited the Bank's financial statements in the preceding three consecutive years.
7. If the Supervisory Board falls below the minimum number of members specified in Clause 2 of this Charter, the Bank must elect replacements within 90 days to meet the minimum requirement.

### **Article 62. Powers and Duties of the Supervisory Board**

1. The Supervisory Board performs oversight as follows:
  - a. Oversees Bank governance and operations in compliance with laws, internal regulations, the Charter, and resolutions of the General Meeting of Shareholders and the BOD; is accountable to the General Meeting of Shareholders for its assigned duties per the Law on Credit Institutions;
  - b. Supervises internal audits as required by law and internal regulations.

2. Issues the Supervisory Board's internal rules, internal audit plans, and professional ethics standards for members and internal auditors. Provisions under Clause 17, Article 32 of this Charter must be approved by the General Meeting of Shareholders.
3. Elects, dismisses, and removes the Head of the Supervisory Board per regulations.
4. Executes internal audits; has the right to timely, accurate access to information and documents related to the Bank's management and operations; has the right to use resources needed for its responsibilities. The Supervisory Board may hire experts or independent consultants but remains accountable for fulfilling its duties.
5. Monitors the Bank's financial condition and audits the annual and semi-annual financial statements. Reports to the General Meeting of Shareholders on the results of financial statements revision, the reasonableness, legality, honesty and prudence in the management and administration of business activities, accounting, statistics and preparation of financial statement. The Supervisory Board may consult with the BOD before submitting reports and recommendations to the General Meeting of Shareholders.
6. Oversees investment projects, fixed asset transactions, and contracts requiring approval from the General Meeting of Shareholders or the BOD. Annually, oversight reports are prepared and sent to the General Meeting of Shareholders and the BOD.
7. Ensures compliance with restrictions outlined in Chapter VII of the Law on Credit Institutions to safeguard banking operations.
8. Audits accounting books, other documents and administration and management of the Bank's operations as deemed necessary, or in these cases:
  - a. As stated in resolutions and decisions of the General Meeting of Shareholders;
  - b. Upon the request of SBV or group of significant shareholders as per legal provisions.
9. Audits within 7 (seven) working days upon request from SBV or significant shareholders or group of significant shareholders. Within 15 (fifteen) days after completing the audit, the Supervisory Board shall report on the matters requested for inspection to the requesting organization or individual. The inspection of the Supervisory Board must not interfere with the normal operation of the Board of Directors, do not interrupt the operation of the Bank's business activities.
10. Makes a list of founding shareholders within 05 years from the date of being the founding shareholder; shareholders owning 01% or more of charter capital; capital contributors and related persons of members of the BOD, members of the Supervisory Board, CEO of the Bank, shareholders owning 01% or more of the Bank's charter capital; maintain and update changes to this list.
11. Recommends changes to organizational structures, management, and business operations to the BOD or the General Meeting of Shareholders.
12. Informs promptly in writing the General Meeting of Shareholders and the BOD after detecting of any violation by the Bank manager and executives in respect of the Law, the Charter, the Bank internal regulation, General Shareholders decision and resolution and request the offender to stop such violation and work out resolution to rectify the consequence. The Supervisory Board must notify the BOD



in writing within 48 (forty-eight) hours after detecting any violation of the law or violation of the Charter of the Bank's Manager or Executive

13. Requests the BOD to hold extraordinary meetings or calls for extraordinary General Meetings as per the Charter and laws.
14. Convenes Extraordinary General Meetings if the BOD makes decisions that violate the Law on Credit Institutions or exceeds its authority and other cases as prescribed in this Charter.
15. Recommends approval for an independent auditing firm to audit the Bank's financial statements.
16. Determines the structure, tasks and duties of the internal audit department and sets internal auditor standards. Appoints, dismisses, disciplines, and decides salaries for positions within internal audits.
17. Establishes support and internal audit teams as needed. The Bank's resource can be used to carry out its tasks.
18. Reviews contracts and transactions involving related parties that require approval from the BOD or General Meeting, offering recommendations as necessary.
19. Reports promptly to SBV on violations outlined in Clauses 7, 12, and 14 of this Article and related issues, including shareholding ratio, contributed capital and related party breaches under the Law on Credit Institutions.
20. Other duties as assigned by the General Meeting of Shareholders, the Charter, and relevant laws.

#### **Article 63. Rights and Duties of the Head of the Supervisory Board**

The Head of the Supervisory Board has the following duties and powers:

1. Organize and carry out the duties and powers of the Supervisory Board as stipulated in Article 62 of this Charter and be accountable for fulfilling his/her responsibilities.
2. Represent the Supervisory Board to convene Extraordinary General Meetings of Shareholders per this Charter and the laws.
3. Convene and preside over meetings of the Supervisory Board.
4. Prepare the work plan for the Supervisory Board and assign specific tasks to each member according to the Bank's internal regulations.
5. Oversee and direct the execution of assigned duties and responsibilities of the members of the Supervisory Board.
6. Ensure all members receive comprehensive, objective, accurate information with sufficient time to discuss issues under the Supervisory Board's consideration.
7. Represent the Supervisory Board in signing documents within its authority.
8. Request extraordinary meetings of the BOD to address any violations of this Charter and the law, represent the Supervisory Board to convene and preside over such meetings per this Charter and the laws.
9. Attend meetings of the BOD with the right to speak but not to vote. If in disagreement with resolutions or decisions, request his/her opinions be recorded in the minutes and reported to the General Meeting of Shareholders.

10. May delegate to only one among members of the Supervisory Board during the absence or unable to perform duties.
11. Assign tasks to the members of the Supervisory Board and take responsibility for the Supervisory Board's overall activities.
12. Possess the rights and responsibilities outlined for members of the Supervisory Board under Article 64 of this Charter.
13. Any other responsibilities and rights as defined by this Charter and the laws.

**Article 64. Rights and Duties of the members of the Supervisory Board**

Members of the Supervisory Board have the following duties and powers:

1. Perform duties and exercise rights as per the law, this Charter, the Supervisory Board's internal regulations, and assignments from the Head of the Supervisory Board, acting honestly and prudently for the Bank's and shareholders' interests, and be accountable for their actions.
2. Elect the Head of the Supervisory Board.
3. Request the Head of the Supervisory Board to convene extraordinary Supervisory Board meetings.
4. Supervise business operations, review accounting records, assets, and financial statements, and recommend corrective measures if needed.
5. Request manager to report and explain the financial status, subsidiary performance, development plans, projects, and decisions concerning Bank management.  
Request manager, executive, staff of the Bank to provide data and explain for business operations to realized assigned tasks.
6. Report unusual financial activities to the Head of the Supervisory Board and assume personal accountability for their assessments and conclusions.
7. Attend Supervisory Board meetings, discuss, and vote on matters as stipulated in Article 62 of this Charter, except for issues where a conflict of interest exists.
8. Attend BOD meetings, with discussion rights but no voting rights.
9. Other duties and powers as provided in this Charter and by the Law.

**Article 65. Information Access Rights of the Supervisory Board**

1. Meeting notices, voting ballots, and supporting materials related to resolutions, decisions, and minutes of the General Meeting of Shareholders and the BOD must be provided to the members of the Supervisory Board simultaneously and in the same manner as for members of the BOD.
2. Reports from CEO to the BOD and other Bank-issued documents must be provided to the members of the Supervisory Board at the same time and in the same manner as to the members of the BOD.
3. The members of the Supervisory Board have the right to access the Bank's records and documents at headquarters, branches, and other locations; they may also visit places where Bank managers and employees work.
4. The BOD, each member of the BOD, CEO, and other managers must supply adequately, and timely information and documents regarding management and



business activities as requested by the Supervisory Board. They must also ensure that all copies of financial and other information provided to the members of the BOD, as well as the BOD' meeting minutes, are made available to the members of the Supervisory Board simultaneously as they are provided to the members of the BOD.

**Article 66. Compensation for members of the Supervisory Board**

1. Members of the Supervisory Board are compensated for their work and receive additional benefits as decided by the General Meeting of Shareholders.
2. Expenses related to meals, accommodation, travel, and independent consulting services for members of the Supervisory Board are covered according to the Bank's regulations.
3. Compensation and operational costs for the Supervisory Board are treated as business expenses per corporate income tax laws and other relevant legal regulations, and must be recorded separately in the Bank's annual financial statements.

**Article 67. Qualifications and Conditions for members of the Supervisory Board**

Members of the Supervisory Board must meet the following qualifications and conditions:

1. Not fall under any circumstances that would disqualify them as stipulated in Clause 1, Article 42 of the Law on Credit Institutions;
2. Hold at least a university degree in finance, banking, economics, business administration, law, accounting, or auditing, and have at least 3 (three) years of direct experience in banking, finance, accounting, or auditing;
3. Not be related to any of the Bank's managers;
4. Have good health and professional ethics as required by the Governor of SBV;
5. The Head of the Supervisory Board must reside in Vietnam during his/her tenure.

**Article 68. Automatic Disqualification, Dismissal, and Removal of the members of the Supervisory Board**

1. Members of the Supervisory Board is automatically disqualified if they
  - a. Fall under any disqualifying conditions specified in Article 42 of the Law on Credit Institutions and Clause 2, Article 17 of the Law on Enterprises;
  - b. Pass away;
  - c. Represent the capital contribution of an organization that ceases to exist;
  - d. Cease to be a representative of a shareholder organization's capital contribution;
  - e. Are expelled from the territory of Vietnam;
  - f. The Bank's license for establishment and operation is revoked;
2. Except in cases of automatic disqualification as stated in Clause 1 of this Article, the General Meeting of Shareholders may dismiss a member of the Supervisory Board if they:
  - a. Submit a resignation letter to the BOD and Supervisory Board.
  - b. Are dismissed by the decision of the General Meeting of Shareholders.

3. The General Meeting of Shareholders may remove a member of the Supervisory Board if they:
  - a. Fail to fulfill assigned duties;
  - b. Do not perform their rights and duties for 6 (six) consecutive months, except in force majeure situations;
  - c. Commit serious or repeated violations of their responsibilities per law and the Bank's Charter.
  - d. No longer meet the qualifications and conditions as per Article 41 of the Law on Credit Institutions;
  - e. Are removed by the decision of the General Meeting of Shareholders.
4. In case of absence of Supervisory Board's member and the remaining ones do not have financial or accounting expertise, the Head of the Supervisory Board should request the BOD to convene an Extraordinary General Meeting to elect additional members.
5. Within 15 (fifteen) days from the date the Head of the Supervisory Board is disqualified, the remaining members of the Supervisory Board must organize a meeting to elect a new Head of the Supervisory Board meeting all qualifications and conditions as stipulated by law and this Charter.
6. The Head of the Supervisory Board wishing to resign must submit a written resignation to the BOD and the Supervisory Board. Dismissal, removal, and appointment of a Head of the Supervisory Board follow current legal regulations and this Charter.
7. A member of the Supervisory Board wishing to resign must submit a written resignation to the BOD and the Supervisory Board for presentation at the next General Meeting for a decision.
8. If the Supervisory Board has fewer members than the minimum required by Clause 2, Article 61 of this Charter, the Supervisory Board must request the BOD to convene a General Meeting within 15 (fifteen) days to elect additional members, ensuring minimum requirement.
9. In other cases, the General Meeting will elect new members of the Supervisory Board to replace those automatically disqualified, dismissed, or removed, or to fill any vacancies.

#### **Article 69. Meetings of the Supervisory Board**

1. The initial meeting of the Supervisory Board must be held within 7 (seven) days after the election of that Supervisory Board. This meeting is convened by the member with the highest number of votes. In the event that there is more than one member obtaining the highest and equal number of votes, such members shall elect, by majority vote among themselves, to select one member to convene the meeting of the Supervisory Board.
2. The Supervisory Board holds regular and extraordinary meetings. Regular meetings must be held at least once per quarter and are convened by the Head of the Supervisory Board or an authorized member of the Supervisory Board. The meeting requires at least two-thirds (2/3) of the members to be present.



3. Extraordinary meetings of the Supervisory Board are convened upon request from one of the following:
  - a. Chairman;
  - b. At least two-thirds (2/3) of the members of the BOD;
  - c. The Head of the Supervisory Board;
  - d. At least two-thirds (2/3) of the members of the Supervisory Board;
  - e. CEO.
4. Within 15 (fifteen) days from receiving a written request for an extraordinary meeting from one of the parties mentioned in Clause 3(a), (b), (d), and (e) of this Article, the Head of the Supervisory Board must convene and hold the meeting. If the Head of the Supervisory Board fails to convene the meeting after two consecutive requests, the BOD and other members of the Supervisory Board must promptly notify the competent state authority and proceed with the meeting. They may also decide on the dismissal or removal of the Head of the Supervisory Board and appoint a qualified member of the Supervisory Board as the new Head of the Supervisory Board, or convene an extraordinary General Meeting of Shareholders to resolve any outstanding issues (if any).
5. The meetings of the Supervisory Board are to be held at the registered address of the Bank's headquarters.
6. Notices of the meetings of the Supervisory Board must be sent to members at least 5 (five) days before the meeting date. The notice, written in Vietnamese, should include the agenda, time, location, and necessary materials for discussion and voting at the meeting. Voting ballots are provided to members who cannot attend the meeting to submit to the Supervisory Board before it convenes.

#### **Article 70. Approval of resolutions of the Supervisory Board**

1. Each member of the Supervisory Board attending a meeting has one vote. If a member cannot attend, he/she may authorize another eligible member of the Supervisory Board to vote on his/her behalf.
2. Members with a vested interest in a matter presented for a decision by the Supervisory Board are prohibited from voting on that matter or receiving authorization to vote on it from another member.
3. If there is a dispute over a member's voting rights or interests in a meeting, and the member does not voluntarily waive his/her vote, the issue will be referred to the Chairperson of the meeting. The Chairperson's decision is final unless the member's vested interest is not clearly defined.
4. Any member of the Supervisory Board involved in a contract outlined in Clause 1, Article 75 of this Charter, is deemed to have a material interest in that contract or transaction.
5. A decision by the Supervisory Board is valid if approved by the majority of eligible voting members present at the meeting. In the event of a tie, the decision of the Chairperson of the meeting will prevail.
6. When seeking a decision by written opinion, it is considered equivalent to a decision made in a properly convened meeting if the majority of eligible voting members of the Supervisory Board agree in writing on the matter.

#### **Article 71. Minutes of the Meetings of the Supervisory Board**

1. The meetings of the Supervisory Board must be fully documented in meeting minutes. These minutes must be prepared in Vietnamese and signed by all attending members, who share responsibility for the accuracy and truthfulness of the record.
2. The Chairperson of the meeting is responsible for organizing and sending the minutes of the Supervisory Board meeting to all members. These minutes will serve as conclusive evidence of the proceedings unless there are objections regarding the contents within 10 (ten) days from the date of distribution. The minutes of the meetings of the Supervisory Board must be retained to establish the responsibility of each member of the Supervisory Board.

#### **Article 72. Use of Professional Advisory Services**

In performing its duties and exercising its powers, the Supervisory Board has the right to hire external staff and consultants, independent accountants, or other advisors as necessary to carry out its responsibilities, at the Bank's expense. This can be done without prior approval from any Bank Managers, in compliance with this Charter and the laws.

### **Section 6 – Responsibilities of Members of the BOD, Supervisory Board, and Bank Managers**

#### **Article 73. Disclosure and Public Information**

1. Members of the BOD, Supervisory Board, CEO and Deputy CEO must provide the Bank with the following information:
  - a. Company name, business registration number, and registered address of any enterprise or other economic organization where they or their related persons hold at least 5% of the charter capital, including any authorized or entrusted capital shares;
  - b. Company name, business registration number, and registered address of any entity where they or their related persons hold positions such as members of the BOD, members of the Members' Council, supervisors, members of Supervisory Board, or CEOs (Directors);
  - c. Information on related persons (individuals) including full name, personal identification number, nationality, passport number, issue date, and place of issuance (for foreigners), and the nature of the relationship with the disclosing individual;
  - d. Information on related entities, including company name, business registration number, registered address, business registration certificate number or equivalent, legal representative, and the nature of the relationship.
2. Shareholders who hold at least 1% of the Bank's charter capital must provide:
  - a. Name, personal identification information (for individuals); nationality, passport, date and place of issuance (for foreigners); business registration certificate or equivalent legal document, date and place of issuance documents (for organizations);
  - b. Information on related persons as defined at Point c and Point d, Clause 2 of this Article;
  - c. Shareholding quantity and ownership percentage in the Bank;



- d. Shareholding quantity and ownership percentage of related persons in the Bank.
3. Persons specified in Clause 1 and Clause 2 of this Article shall notify the Bank in writing of initial information and any change in such information within 07 working days from the date on which the information is changed.

The shareholder is only required to provide the information specified in Point c and Point d Clause 2 of this Article for the Bank when his/her holdings or his/her related person's holdings is changed by at least 01% of charter capital of the Bank in comparison with that of the most recent provided information.

4. The Bank must publicly disclose and retain the information specified in Clause 1 and Clause 2 of this Article at the Bank's headquarters and submit a written report to SBV within 07 working days from the date the Bank receives the provided information. Annually, the credit institution shall disclose the information specified in Points a, b, and d of Clause 1 and Points a, c, and d of Clause 2 of this Article to the General Meeting of Shareholders.
5. The Bank must publicly disclose information regarding the full name of individuals and the names of organizations that are shareholders holding 1% or more of the Bank's charter capital, as well as the information specified in Points c and d of Clause 2 of this Article, on the Bank's website within 07 working days from the date the Bank receives the provided information.
6. Information providers must ensure accuracy, completeness, and timeliness and bear responsibility for the disclosed information.
7. Disclosures by entities listed in Clauses 1 and 2, as well as the Bank, must comply with legal requirements.

**Article 74. Obligations of members of the BOD, members of Supervisory Board, and Bank Managers and Executives**

Members of the BOD, members of the Supervisory Board, CEO, Deputy CEOs, Chief Accountant, Heads of Divisions, Deputy Heads of Divisions and Branch Directors must:

1. Comply with the law, the Bank's Charter, resolutions of the General Meeting of Shareholders, and legal provisions.
2. In performing their duties, including those as members of committees of the BOD, individuals must act in good faith and in a manner they believe to be in the best interests of the Bank, exercising the degree of care that a prudent person would ordinarily exercise in a similar position and under similar circumstances.
3. Do not use the Bank's information, trade secrets, or business opportunities, nor abuse the Bank's position, authority, or assets for personal gain or to benefit other organizations or individuals in a manner detrimental to the interests of the Bank.
4. Be responsible for complying with the regulations on limitations and restrictions to ensure the safety of the Bank's operations in accordance with the provisions of the Law on Credit Institutions.
5. Ensure the retention of the Bank's records to provide data necessary for the management, operation, and control of all Bank activities, as well as for inspection, supervision, and examination by SBV.
6. Timely, fully, and accurately notify the Bank of any rights held in other organizations or transactions with other organizations or individuals that may cause

conflicts of interest with the Bank. Participation in such transactions shall only be permitted after review and approval by the BOD.

7. Refrain from creating conditions that allow oneself or related persons to borrow funds or use other banking services of the Bank under preferential or more favourable conditions than the Bank's general regulations.
8. Shall not increase remuneration, salary, or request compensation for managers or executives when the Bank incurs losses.
9. Within the scope of delegated authority and responsibilities, comply with written requests from SBV regarding matters within the jurisdiction of SBV. Implement recommendations, risk and safety warnings, and warnings about potential violations of monetary and banking laws; comply with conclusions, recommendations, and decisions on inspection and handling.
10. Fulfill other obligations as prescribed in this Charter and by applicable laws.

**Article 75. Contracts and transactions must be approved by the General Meeting of Shareholders and the BOD**

**A. General Meeting of Shareholders**

1. Contracts and transactions with the value specified at Point 2, Section A of this Article between the Bank and the following entities must be approved by the General Meeting of Shareholders (except for lending transactions as prescribed in Articles 134 and 135 of the Law on Credit Institutions):
  - a. Major shareholders, authorized representatives of major shareholders, and their related persons;
  - b. Members of the BOD, members of the Supervisory Board, or the CEO, and related persons of the Bank's managers or members of the Supervisory Board;
  - c. Enterprises specified in Points a and b, Clause 1, Article 73 of this Charter, and related persons of the entities mentioned in Point b of Clause 1 of this Article;
  - d. Subsidiaries and affiliated companies of the Bank, except in cases where the commercial bank is implementing a mandatory transfer plan;
  - e. Managers of other banks and their related persons, in cases where the law has specific provisions.
2. The General Meeting of Shareholders shall approve contracts and transactions valued at 20% or more of the Bank's charter capital, as stated in the latest audited financial statements, between the Bank and the entities specified in Clause 1, Section A of this Article. In such cases, the Bank's representative signing the contract or transaction must notify members of the Board of Directors and the Supervisory Board regarding the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall present the draft contract or provide an explanation of the transaction's key contents at the General Meeting of Shareholders or collect shareholders' opinions in writing. Shareholders with related interests shall not have voting rights. The contract or transaction shall be approved if it receives affirmative votes from shareholders representing more than 50% of the total voting shares of all attending shareholders or more than 50% of the total voting shares of all shareholders in the case of a written consultation.



3. If a contract is executed or performed without approval from the General Meeting of Shareholders as stipulated in Clause 2 of this Article, such a contract shall be deemed invalid and handled in accordance with the law. Any individuals involved in signing such a contract, including shareholders, members of the Board of Directors, and the CEO, who cause damage to the Bank, shall be subject to disciplinary actions and must compensate for any losses incurred and return any benefits gained from executing such a contract or transaction.

#### **B. Board of Directors**

1. Contracts and transactions with the value specified at Point 2, Section B of this Article between the Bank and the following parties must be approved by the Board of Directors (excluding credit transactions as stipulated in Articles 134 and 135 of the Law on Credit Institutions):
  - a. Major shareholders, authorized representatives of major shareholders, and their related persons;
  - b. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer (CEO), and related persons of the Bank's managers and members of the Supervisory Board;
  - c. Enterprises specified in Points a and b, Clause 1, Article 73 of this Charter, and related persons of the entities specified in Point 1b, Section B of this Article;
  - d. Subsidiaries and affiliated companies of the Bank;
  - e. Managers of other banks and their related persons if required by law.
2. The Board of Directors shall approve contracts and transactions valued at less than 20% of the Bank's charter capital, as stated in the most recent audited financial statements, between the Bank and the entities specified in Clause 1, Section B of this Article. In such cases, the Bank's representative signing the contract must notify members of the Board of Directors and the Supervisory Board regarding the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receiving the notification; members with related interests shall not have voting rights.
3. If a contract is executed or performed without approval from the Board of Directors as stipulated in Clause 2, Section B of this Article, such a contract shall be deemed invalid and handled in accordance with the law. Any individuals involved in signing such a contract, including shareholders, members of the Board of Directors, and the CEO, who cause damage to the Bank, shall be subject to disciplinary actions and must compensate for any losses incurred and return any benefits gained from executing such a contract or transaction.

#### **Article 76. Liability for Damages and Compensations**

1. Members of the BOD, Supervisory Board, CEO, Deputy CEO, and other Bank managers who fail to fulfill their duties with honesty, diligence, care, and professional competence shall be held liable for any damages caused to the Bank due to their violations.

2. The Bank shall indemnify individuals who are or may become parties to complaints, lawsuits, or prosecutions (whether ongoing, concluded, or potential), including civil or administrative cases (excluding actions initiated by the Bank or under the Bank's authority), provided that these individuals were performing duties for the Bank as members of the BOD, members of the Supervisory Board, managers, employees, or authorized representatives of the Bank (or its subsidiaries).
3. Compensation costs may include: Actual expenses incurred (including legal fees), costs determined by the rulings of relevant dispute resolution authorities, fines and settlement payments deemed reasonable within the framework of applicable laws. These costs shall be compensated on the condition that the individual acted in good faith, with due care, diligence, and professional competence in a manner that benefited or did not contradict the Bank's interests, complied with legal requirements, and there is no evidence or confirmation of a breach of their responsibilities.
4. The Bank has the right to purchase insurance for these individuals to cover potential indemnity obligations as outlined above.

## **Section 7 – Employees and Labor Unions**

### **Article 77. Employees and Labor Unions**

CEO must prepare plans for the BOD's approval on matters related to recruitment and labor management, as well as the formulation of regulations on employee benefits, rewards, and disciplinary actions. This includes managing the Bank's relationships with labor unions, ensuring compliance with legal provisions and the Bank's internal regulations, subject to the BOD's approval.

## **CHAPTER IV – RELATIONSHIP BETWEEN THE BANK AND SUBSIDIARY ENTITIES**

### **Section 1 – Affiliate units, Subsidiaries and Affiliates**

#### **Article 78. Affiliate units, Subsidiaries and Affiliates**

1. The Bank maintains branches, subsidiaries, and affiliates. A list of these entities is attached as Appendix 1 to this Charter.
2. The Bank may establish additional affiliate unit domestically or internationally to support its operations, based on resolutions of the BOD and within legal boundaries.

### **Section 2 – Relationship between the Bank and its Affiliate units**

#### **Article 79. Relationship between the Bank and its Affiliate units**

Affiliate units operate under the Bank's financial structure and engage in business activities, accounting, personnel management, and other operations based on delegated authority and detailed operational regulations for each branch.



CEO drafts these regulations, which are then approved by the BOD. The Bank assumes responsibility for any financial obligations arising from the legal commitments of its branches and affiliates.

### **Section 3 - Relationship between the Bank and Related Companies**

#### **Article 80. Management of the Bank's Capital Contribution in Related Companies**

1. The Bank authorizes its appointed representative to directly manage its investments in related companies, in accordance with the regulations of those companies.
2. The Bank will determine investment levels in newly established or existing related companies in alignment with its strategic business plans.
3. The rights and duties of the Bank's appointed representative in these companies are defined by internal regulations issued by the BOD and specified in each appointment decision.

#### **Article 81. Control, Collaboration, and Support for Affiliated Companies**

1. When the Bank holds controlling rights over an affiliated company, such control and support shall be defined within the affiliated company's charter and financial regulations. This may include areas such as:
  - a. Voting on the approval of operational charters;
  - b. Approving strategic business directions;
  - c. Approving annual operational plans;
  - d. Voting on business plans for investments outside the affiliated company;
  - e. Receiving and approving annual audited management and financial reports;
  - f. Participating in coordinated Bank-wide activities or collaborating on large projects requiring cooperation with other affiliates or the Bank itself;
  - g. Earning returns, covering costs, and bearing risks for the Bank's capital investments in affiliated companies;
  - h. Other areas as provided by the affiliated companies' charters and legal regulations.
2. The Bank will support affiliated companies by establishing a unified development strategy for the Group, optimizing each affiliate's strengths, and avoiding internal competition or fragmented resource allocation. Cooperation and support between Group members shall be based on commercial terms for the Group's best interests and compliant with legal requirements.
3. The Bank will not directly manage or decide on the affairs of affiliated companies. However, this does not restrict the Bank's appointed representative from performing management roles in these affiliated companies.

#### **Article 82. Rights and Obligations of the Bank toward a Single-Member Limited Liability Subsidiary**

In addition to the principles in Article 81:

1. The Bank determines the organizational structure of the single-member limited liability company in line with the Law on Enterprises and other relevant legal provisions.

2. The Bank shall make decisions regarding the appointment, dismissal, removal, and commendation of members of the Members' Council in the case of a single-member limited liability company organized under the Members' Council model, or the Chairman of the Company in the case of a management structure following the Chairman model, as well as the Controllers or members of the Supervisory Board of the Company.
3. The Bank delegates authority to the Members' Council of the single-member limited liability company (in the case of a management structure following the Members' Council model) or to the Chairman of the single-member limited liability company (in the case of a management structure following the Chairman model) to decide on the appointment, dismissal, removal, and commendation of:
  - The Director or CEO, following written approval from the BOD of the bank;
  - Deputy Directors or Deputy CEOs and the Chief Accountant, based on the recommendation of the Director or CEO.
4. The Bank exercises other rights and obligations of the owner as prescribed in this Charter, the Charter of the single-member limited liability company, the Law on Enterprises, and other relevant legal provisions.

**Article 83. Rights and Obligations of the Bank Toward Multi-Member Limited Liability Subsidiaries and Joint-Stock Subsidiaries**

In addition to the principles in Article 81:

1. The Bank exercises its controlling rights as a shareholder or dominant capital contributor through its appointed representative within the BOD, Members' Council, or at the General Meeting of Shareholders.
2. The Bank is entitled to rights and must perform other obligations as prescribed in this Charter, the charters of the respective subsidiaries, and the relevant provisions of the Law on Enterprises, the Law on Investment, and other applicable laws.

**Article 84. Relationship Between the Bank and Affiliated Companies**

The Bank has the rights and obligations of a shareholder with respect to affiliated companies, as stipulated in the charters of those affiliated companies and/or in capital contribution agreements, and in accordance with the relevant provisions of the law.

**CHAPTER V – FINANCIAL MECHANISM**

**Section 1 – Accounting system and fiscal year**

**Article 85. Accounting and book-keeping**

1. The Bank shall perform accounting and book-keeping in compliance with the provisions of accounting law. The accounting standards system applied by the Bank shall be the Vietnamese Accounting Standards (VAS) or any other accounting standards system approved by the Ministry of Finance.
2. The Bank is legally responsible for ensuring the accuracy and transparency of its revenue and expenditure records and must comply with regulations regarding invoices and accounting documents.



3. The Bank shall use the Vietnamese dong (VND) as its currency for accounting purposes.
4. The official language used in accounting shall be Vietnamese. In cases where a foreign language is required in financial statements in Vietnam, both Vietnamese and the foreign language must be presented concurrently.

#### **Article 86. Fiscal year**

1. The Bank's fiscal year begins on January 1st and ends on December 31st of the same calendar year.
2. The Bank's first fiscal year begins on the date of issuance of the establishment and operation license and ends on December 31st of the same calendar year.

### **Section 2 – Auditing and seal**

#### **Article 87. Auditing**

1. Before the end of the fiscal year, the Bank must select an independent auditing organization that meets the requirements stipulated by the Governor of the State Bank to audit the financial statements and perform assurance services on the internal control system related to the preparation and presentation of financial statements for the following fiscal year. Within 30 days from the date of the decision to select the independent auditing organization, the Bank must notify the State Bank of the selected auditor.
2. Auditors conducting the audit of the Bank's financial statements are entitled to: Attend all meetings of the General Meeting of Shareholders; Receive notifications and other information related to such meetings that shareholders are entitled to receive; Present their opinions at the General Meeting of Shareholders on matters related to the audit.
3. In the event that the audited annual financial statements of the Bank contain a material qualified opinion, an adverse opinion, or a disclaimer of opinion, the Bank shall be responsible for inviting a representative of the approved auditing organization that conducted the audit to attend the Annual General Meeting of Shareholders. Such representative shall be obliged to attend the Annual General Meeting of Shareholders and provide clarifications or explanations on relevant matters at the request of the shareholders.

#### **Article 88. Seal**

The BOD issues internal regulations on the use of the Bank's seal, including seals for branches, transaction offices, representative offices, and domestic service units. These regulations must specify the type, quantity, form, and content of the seals, as well as the management, retention, and usage, in compliance with the provisions of the laws.

### **Section 3 – Profit Distribution**

#### **Article 89. Profit Distribution After Tax**

The Bank's profit remaining after covering losses from previous years (as prescribed by the Law on Corporate Income Tax) and paying corporate income tax shall be distributed in accordance with government regulations.

#### **Article 90. Reserve Fund Allocation**

1. The Bank shall allocate reserves and provisions as required by law.
2. Each year, the Bank shall use its post-tax profit for the following purposes:
  - a. Allocate 10% of profit after tax to this reserve fund until it reaches a maximum equal to the Bank's charter capital. Profits may also be used to distribute dividends to affiliated members per contract terms (if any) or offset previous losses beyond the time frame permitted for deduction from pre-tax income;
  - b. Allocate for the Financial Provision Fund;
  - c. Allocate profits to investment and development funds, reward funds, welfare funds, and other funds (if any);
  - d. Paying dividends to shareholders;
  - e. The General Meeting of Shareholders decides on the allocation ratios and the establishment of investment and development funds, reward funds, welfare funds, and other funds, in compliance with legal provisions.

#### **Article 91. Dividend Payment**

1. The Bank may distribute share dividends to increase charter capital. The share dividend distribution rate is decided by the Prime Minister.
2. Dividends are distributed based on the decision of the General Meeting of Shareholders, following the recommendation of the BOD. Dividends are paid to shareholders after the Bank has fulfilled its tax obligations, other financial liabilities, made contributions to its funds, and covered any prior losses according to the Charter and legal requirements. After dividends are distributed, the Bank must ensure it can still meet its debt obligations and other liabilities (if any) when due.
3. Dividends on common shares are determined based on retained earnings, as decided by the General Meeting of Shareholders.
4. Dividends may be paid in cash, shares, or other assets, as recommended by the BOD and decided by the General Meeting of Shareholders. Cash dividends are paid in Vietnamese dong and can be made by bank transfer upon shareholder request.

Dividends may be paid by bank transfer if the Bank has sufficient details of the shareholder's bank so as to directly transfer payment to such bank account. The Bank shall not be liable for any loss arisen from such transfer if the transfer has been made in accordance with the bank details as notified by the shareholder. In case the shares are listed on the Stock Exchange, the payment of dividends on these shares may be made through a securities company or the Depository Center.
5. The BOD must prepare a list of shareholders eligible for dividends, specifying dividend amounts for each share and the payment schedule, at least 30 days before each dividend payment. Notices are sent by guaranteed methods to registered addresses at least 15 days before the payment.

The notice must specify the Bank name; full name, permanent address, nationality, number of identity card, passport or other lawful personal identification of a shareholder being an individual; the name, permanent address, number of the decision on establishment or number of business registration of a shareholder being an organization; the number of shares of each class; the rate of dividends applicable



to each class of shares and the total dividend that such shareholder is entitled to receive, payment time and method; full names and signatures of Chairman and CEO of the Bank.

6. If a shareholder transfers shares between the date of the list's finalization and the dividend payment date, the original shareholder will receive the dividend.
7. The BOD may authorize interim dividend payments based on the Bank's liquidity and profitability.
8. Unless specified otherwise by share terms or conditions, dividends for shares that have not been fully paid shall be distributed proportionally to the amount paid for those shares up to the time of dividend payment. The Bank shall not issue supplementary dividend payments for the unpaid portions of such shares if they are fully paid at a later time.
9. The Bank shall not pay interest on any dividends or other amounts that remain unclaimed by shareholders by the due date for dividend payment.

## **CHAPTER VI – BANK RECORDS AND DOCUMENTATION**

### **Article 92. Annual, Semi-Annual, and Quarterly Reports**

1. The Bank's annual financial reports shall include: the statement of financial position, cash flow statement, statement of results of operations, notes to the financial statements, tax reports, and reports on the fulfilment of obligations to the State.

In addition to the aforementioned reports, the Bank shall also prepare the following annual reports: consolidated financial statements, comprehensive annual business performance report, and comprehensive management and operational performance report.

2. The Bank's annual financial statements must be prepared in a truthful and objective manner and audited before being submitted to the General Meeting of Shareholders for review and approval. The CEO of the Bank shall organize the preparation of the reports mentioned in Clause 1 of this Article.
3. The Bank must prepare and disclose reviewed semi-annual financial statements, quarterly financial statements, and submit them to competent authorities and organizations in compliance with legal provisions.
4. The BOD shall monitor and supervise the preparation of the reports mentioned in Clause 1 of this Article. It shall also prepare reports on the Bank's business performance, financial position, and evaluations of the Bank's management and operations, and submit them to the Supervisory Board for appraisal no later than 30 (thirty) days before the commencement of the annual General Meeting of Shareholders.
5. Reports and documents prepared by the BOD, appraisal reports of the Supervisory Board, and audit reports must be available at the Bank's headquarters no later than 7 (seven) working days before the commencement of the annual General Meeting of Shareholders.

A summary of the audited annual financial statements, after being reviewed by the Supervisory Board, must be publicly posted at the Bank's headquarters and notified

to all shareholders at least 7 (seven) working days before the commencement of the annual General Meeting of Shareholders. This summary must also be published in at least one newspaper with nationwide circulation. If the Bank has its own website, the audited financial statements, quarterly reports, and semi-annual reports must also be published on the website.

6. The annual financial statements approved by the General Meeting of Shareholders must be submitted to the competent State authorities in accordance with the laws.

#### **Article 93. Rights to Access and Inspect Bank Records**

1. Shareholders of the Bank have the right to view, search, and extract information regarding names and contact addresses in the list of shareholders; view, search, and extract or copy the Bank's Charter, the minutes of meetings of the General Meeting of Shareholders, and resolutions or decisions of the General Meeting of Shareholders.
2. In addition to the rights specified in Clause 1 of this Article, a shareholder or a group of shareholders holding at least 5% of the Bank's total common shares has the right to access the Bank's records and books as prescribed in Point b, Clause 3, Article 29 of this Charter.
3. Members of the BOD and the Supervisory Board have the right to inspect the Bank's shareholder register, the list of shareholders, and other records, books, and documents of the Bank to serve their duties within the Bank, while bearing the responsibility to maintain the confidentiality of the information and documents provided.
4. Organizations and individuals of interest have the right to inspect or copy the audited annual financial statements, semi-annual reports, and quarterly reports during the Bank's working hours at its headquarters. They must pay a reasonable fee for copying such documents.

#### **Article 94. Document Retention Policy**

1. The Bank shall retain the following documents at its headquarters:
  - a. The Bank's Charter and amendments, internal governance regulations, and the shareholder register book;
  - b. License of Establishment and Operation, Business Registration Certificate, patents and products and services quality certifications, and other authorizations;
  - c. Asset ownership certificate of the Bank;
  - d. Voting ballots, minutes of vote counting, minutes of the General Meeting of Shareholders, the BOD, and Supervisory Board, the Bank's decisions;
  - e. Prospectuses for securities offerings or listings;
  - f. The Supervisory Board reports, conclusions of inspection authority, and independent audit reports;
  - g. Accounting books, financial documents, annual financial statements of the Bank;
  - h. Reports, annual accounting finalization documents of the Bank;
  - i. Consolidated financial reports, annual business result reports, managerial reports of the whole Bank ;



- j. Any other documents required by the Charter and law.
2. Copies of annual financial statements and reports of the Bank and subsidiaries, and consolidated financial statements and reports of the whole Bank are to be retained at the Bank's branches across Vietnam.
3. Document retention periods stated in Clause 1 comply with legal requirements.
4. CEO of the Bank is responsible for organizing and securing the Bank's records and documentation in line with the Charter and legal requirements.

#### **Article 95. Public Disclosure of Information**

The Bank must publicly disclose and submit its financial reports and other relevant information and documents to competent authority as required by law.

### **CHAPTER VII – RE-ORGANIZATION, DISSOLUTION AND BANKRUPTCY OF THE BANK**

#### **Article 96. Reorganization**

The division, separation, consolidation, merger, and transformation of the Bank are carried out in accordance with relevant legal regulations.

#### **Article 97. Dissolution and Termination of Bank Operations**

1. The Bank will dissolve or terminate its operations in the following cases:
  - a. Voluntary dissolution if able to meet all debts, subject to approval by SBV in writing.
  - b. Upon expiration of the operational term without extension or if an extension request is denied by SBV.
  - c. Revocation of its license;
  - d. In cases where the Bank undergoes early intervention or special control and a credit institution takes over all liabilities.
  - e. Other cases as stipulated by law (if any).
2. The Bank can only dissolve if it ensures the settlement of all debts and other financial obligations.
3. Decisions on the Bank's dissolution must be approved by the General Meeting of Shareholders and authorized by SBV as required by law.
4. Funds obtained from liquidation are distributed in the following order:
  - a. Liquidation expenses;
  - b. Wages and insurance expenses for employees as stipulated by law;
  - c. Taxes and other debts of the Bank;
  - d. Remaining funds, after all debts have been settled, are distributed among the shareholders.
5. Other procedures and regulations related to the dissolution of the Bank are carried out as stipulated by law.

#### **Article 98. Bankruptcy of the Bank**

The bankruptcy of the Bank shall be conducted in accordance with the provisions of the Law on Bankruptcy.

### **CHAPTER VIII – INTERNAL DISPUTE RESOLUTION, AMENDMENT, AND SUPPLEMENTATION OF THE BANK CHARTER**

#### **Article 99. Internal dispute resolution**

1. In the event of a dispute or claim related to the Bank's operations or the rights of shareholders arising from this Charter or from any legal rights or obligations between:
  - a. A shareholder or group of shareholders and the Bank;
  - b. A shareholder or group of shareholders and the BOD, the Supervisory Board, CEO, or other Bank managers.

The parties involved shall endeavour to resolve the disputes through negotiation and mediation. Unless the dispute involves the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution process and request each party to present relevant facts within 10 (ten) working days from the date the dispute arises. If the dispute involves the BOD or the Chairman, any party may request the appointment of an independent expert to act as an arbitrator in the dispute resolution process.

2. If no resolution is reached through mediation within 6 (six) weeks of initiating the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a competent Arbitration Body or Court.
3. Each party shall bear its own costs related to the negotiation and mediation procedures. The costs of the Arbitration Body or Court shall be allocated as determined by these authorities.

#### **Article 100. Amendment and Supplementation of the Bank Charter**

1. Amendments or additions to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. In cases where relevant laws governing the Bank's operations are not addressed in this Charter or where new legal regulations differ from the provisions of this Charter, the legal regulations automatically apply and will govern the Bank's activities.

### **CHAPTER IX – ENFORCEMENT PROVISIONS**

#### **Article 101. General provisions**

1. The official language used in meetings of the General Meeting of Shareholders, meetings of the BOD, and meetings of the Supervisory Board shall be Vietnamese. The language used in the Bank's Charter, regulations, rules, and resolutions, as well as the minutes of the aforementioned meetings, shall also be Vietnamese. Foreign



shareholders shall arrange for and bear the costs of translation and interpretation from Vietnamese to their respective languages.

2. This Charter consists of 09 (nine) chapters and 102 (one hundred and two) articles, duly adopted under Resolution No. ..../TN2025/NQ-DHDCD of the General Meeting of Shareholders dated April 26, 2025, in Hanoi.
3. All Bank units and individuals must comply with the provisions of this Charter.
4. This Charter is prepared in 06 (six) original copies in Vietnamese and may be officially translated into foreign languages for business purposes. In case of discrepancies between the Vietnamese version and the translated versions, the Vietnamese version shall prevail. This Charter shall be submitted to competent State authorities in accordance with the law.
5. Copies or excerpts of the Charter are valid if duplicated and excerpted according to the Bank's document management regulations in compliance with the law.

**Article 102. Transitional provisions**

1. Managers, executives, and other officers of the Bank who were elected or appointed prior to the effective date of the Law on Credit Institutions and do not meet the requirements stipulated in Articles 41, 42, and 43 of the Law on Credit Institutions may continue to hold their positions until the end of their term or the duration of their appointment or election.
2. The BOD of the Bank, elected prior to the effective date of the Law on Credit Institutions and not meeting the requirements specified in Clauses 1 and 3, Article 69 of the Law on Credit Institutions, may continue to operate until the end of the term of the BOD.
3. In cases where the Supervisory Board of the Bank does not meet the number of members required under Clause 2, Article 51 of the Law on Credit Institutions, it may maintain its membership numbers as stipulated in Clause 2, Article 4 of the Law on Credit Institutions No. 47/2010/QH12, as amended and supplemented by Law No. 17/2017/QH14, until the end of the term of the Supervisory Board or its members, except in cases where the Bank elects or appoints additional or replacement members for the Supervisory Boards.

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF BOD**

**NGUYEN THANH TUNG**

**APPENDIX 1**  
**LIST OF BRANCHES, NON-BUSINESS UNITS, REPRESENTATIVE OFFICES**

No	Name	Address
<b>BRANCH</b>		
1	An Giang	No. 26 Hai Ba Trung, My Long Ward, Long Xuyen City, An Giang Province
2	Ba Dinh	No. 72 Tran Hung Dao Street, Tran Hung Dao Ward, Hoan Kiem District, Hanoi
3	Ba Ria	No. 03 Truong Chinh, Phuoc Trung Ward, Ba Ria City, Ba Ria – Vung Tau Province
4	Bao Loc	No. 452 Tran Phu, Ward 2, Bao Loc City, Lam Dong Province
5	North Binh Duong	Lot D1-4-TT, NA3 Street, My Phuoc 2 Industrial Park, My Phuoc Ward, Ben Cat Town, Binh Duong Province
6	Bac Giang	No. 278 Hoang Van Thu Street, Dinh Ke Ward, Bac Giang City, Bac Giang Province.
7	North Ha Tinh	No. 52 Tran Phu Street, Hong Linh Town, Ha Tinh Province
8	Bac Lieu	No. 49 Hoa Binh Street, Ward 1, Bac Lieu City, Bac Lieu Province
9	Bac Ninh	Junction 6, Dai Phuc Ward, Bac Ninh City, Bac Ninh Province
10	North Gia Lai	No. 737 Pham Van Dong Street, Yen The Ward, Pleiku City, Gia Lai Province
11	North Sai Gon	No. 155-155A Truong Chinh Street, Tan Thoi Nhat Ward, District 12, Ho Chi Minh City
12	Ben Tre	No. 55B3, Dong Khoi Boulevard, Phu Khuong Ward, Ben Tre City, Ben Tre Province
13	Bien Hoa	No. 22, Street 3A, Bien Hoa 2 Industrial Park, Bien Hoa City, Dong Nai Province
14	Binh Dinh	66C Le Duan Street, Ly Thuong Kiet Ward, Quy Nhon City, Binh Dinh Province



No	Name	Address
15	Binh Duong	No. 185-187 Binh Duong Boulevard, Phu Tho Ward, Thu Dau Mot City, Binh Duong Province
16	Binh Phuoc	No. 744 Phu Rieng Do Street, Tan Xuan Ward, Dong Xoai Town, Binh Phuoc Province
17	Sai Gon Big Market	No. 963-965-967 Tran Hung Dao, Ward 5, District 5, Ho Chi Minh City
18	Binh Thuan	No. 50 Nguyen Tat Thanh Boulevard, Hung Long Ward, Phan Thiet City, Binh Thuan Province
19	Ca Mau	No. 07 An Duong Vuong Street, Ward 7, Ca Mau City, Ca Mau Province
20	Can Tho	03-05-07 Hoa Binh, Tan An Ward, Ninh Kieu District, Can Tho City
21	Chau Doc	No. 20 Le Loi, Chau Phu B Ward, Chau Doc City, An Giang Province
22	Chi Linh	No. 1 Thai Hoc Street, Sao Do Ward, Chi Linh Town, Hai Duong Province
23	Chuong Duong	564 Nguyen Van Cu Street, Gia Thuy Ward, Long Bien District, Hanoi City
24	Da Nang	140-142 Le Loi, Hai Chau Ward, Hai Chau District, Da Nang City
25	Dak Lak	06 Tran Hung Dao, Thang Loi Ward, Buon Ma Thuot City, Daklak Province
26	Dong Anh	Nghia Lai Village, Uy No Commune, Dong Anh District, Hanoi City
27	East Binh Duong	No. 26 Le Duan Street, Zone 2, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province
28	Dong Nai	No. 53-55, Vo Thi Sau Street, Quyet Thang Ward, Bien Hoa City, Dong Nai Province
29	East Sai Gon	22F-24 Phan Dang Luu Street, Ward 6, Binh Thanh District, Ho Chi Minh City
30	Dong Thap	No. 66, Street 30/4, Ward 1, Cao Lanh City, Dong Thap Province

No	Name	Address
31	Dung Quat	Dong Dung Quat Industrial Park, Dung Quat Economic Zone, Binh Thuan Commune, Binh Son District, Quang Ngai Province
32	Gia Dinh	No. 415 Le Van Viet Street, Tang Nhon Phu A Ward, Thu Duc City, Ho Chi Minh City
33	Gia Lai	33 Quang Trung, Hoi Thuong Ward, Pleiku City, Gia Lai Province
34	Ha Long	166 Ha Long Street, Bai Chay Ward, Ha Long City, Quang Ninh Province
35	Ha Nam	Le Hoan Street, Hai Ba Trung Ward, Phu Ly City, Ha Nam Province
36	Hanoi	Floors 1 to 5, No. 11B Cat Linh, Quoc Tu Giam Ward, Dong Da District, Hanoi City.
37	Ha Thanh	No. 344 Ba Trieu, Le Dai Hanh ward, Hai Ba Trung district, Hanoi city
38	Ha Tinh	No. 02 Nguyen Thi Minh Khai, Tran Phu ward, Ha Tinh city, Ha Tinh province
39	Hai Duong	No. 66 Nguyen Luong Bang, Binh Han ward, Hai Duong city, Hai Duong province
40	Hai Phong	No. 275 Lach Tray, Dang Giang Ward, Ngo Quyen District, Hai Phong City
41	Ho Chi Minh City	VBB Building, No. 5 Me Linh Square, Ben Nghe Ward, District 1, Ho Chi Minh City
42	Hoan Kiem	23 Phan Chu Trinh, Phan Chu Trinh Ward, Hoan Kiem District, Hanoi City
43	Hoang Mai	Floor 1,2, Tower 1, Times City, 458 Minh Khai, Vinh Tuy Ward, Hai Ba Trung District, Hanoi City
44	Hue	78 Hung Vuong, Phu Nhuan ward, Hue city, Thua Thien Hue province
45	Hung Vuong	664 Su Van Hanh, Ward 12, District 10, HCM City
46	Hung Yen	No. 02, Nguyen Cong Hoan Street, Ban Yen Nhan Ward, My Hao Town, Hung Yen Province



No	Name	Address
47	Khanh Hoa	17 Quang Trung, Van Thanh ward, Nha Trang city, Khanh Hoa province
48	Kien Giang	No. 89, 3/2 Street, Vinh Bao Ward, Rach Gia City, Kien Giang Province
49	Kinh Bac	Long Phuong Building, No. 370 - 372 Tran Phu Street, Dong Ngan Ward, Tu Son Town, Bac Ninh Province
50	Kon Tum	No. 01 Phan Dinh Phung Street, Quyet Thang Ward, Kon Tum City, Kon Tum Province
51	Ky Dong	13-13 Bis Ky Dong, Ward 9, District 3, HCM City
52	Lam Dong	No. 33 Nguyen Van Cu, Ward 1, Da Lat City, Lam Dong Province
53	Lang Son	No. 39 Le Loi Street, Vinh Trai Ward, Lang Son City, Lang Son Province
54	Lao Cai	No. 52 Hoang Lien Street, Coc Leu Ward, Lao Cai City, Lao Cai Province
55	Long An	No. 2A, Pham Van Ngu, Quarter 5, Ben Luc Town, Ben Luc District, Long An Province
56	Dong Dong Nai	No. 53A/4 National Highway 1A, Ho Nai 3 commune, Trang Bom district, Dong Nai province
57	Mong Cai	No. 05, Hung Vuong Street, Tran Phu Ward, Mong Cai City, Quang Ninh Province
58	South Binh Duong	No. 121, DT 743B Street, Thong Nhat 1 Quarter, Di An Ward, Di An City, Binh Duong Province
59	South Da Nang	No. 537 Tran Hung Dao Street, An Hai Tay Ward, Son Tra District, Da Nang City
60	Nam Dinh	No. 629 Tran Hung Dao, Loc Vuong ward, Nam Dinh city, Nam Dinh province
61	South Hanoi	Floor 1,2,3, Building "High-rise housing and services Cau Tien", 1277 Giai Phong, Thinh Liet ward, Hoang Mai District, Hanoi city
62	South Hai Phong	No. 11 Hoang Dieu, Minh Khai ward, Hong Bang district, Hai Phong city

No	Name	Address
63	South Saigon	Floors 1,2,3,4, Building V6, plot V, Himlam New Urban Area, 23 Nguyen Huu Tho, Tan Hung Ward, District 7, HCM City
64	Nghe An	No. 21 Quang Trung Street, Vinh city, Nghe An province
65	Nghi Son	Nam Yen village, Hai Yen commune, Nghi Son town, Thanh Hoa province
66	Nha Trang	No. 14 Le Thanh Ton Street, Phuoc Tien Ward, Nha Trang City, Khanh Hoa Province
67	Nhon Trach	Nguyen Huu Canh Street, Xom Ho Hamlet, Phu Noi Commune, Nhon Trach District, Dong Nai Province
68	Ninh Binh	1069 Tran Hung Dao, Street 14, Van Giang Ward, City. Ninh Binh, Ninh Binh Province
69	Ninh Thuan	No. 47, 16/4 Street, Kinh Dinh Ward, Phan Rang - Thap Cham City, Ninh Thuan Province
70	Pho Hien	No. 186 Chu Manh Trinh Street, Hien Nam Ward, Hung Yen City, Hung Yen Province
71	Phu Nhuan	No. 285 Nguyen Van Troi, Ward 10, Phu Nhuan District, Ho Chi Minh City
72	Phu Quoc	No. 1A, Hung Vuong Street, Quarter 1, Duong Dong Town, Phu Quoc District, Kien Giang Province
73	Phuc Yen	Hoai Nam Building, No. 06, Group 8, Hai Ba Trung Street, Hung Vuong Ward, Phuc Yen Town, Vinh Phuc Province
74	Quy Nhon	433 Lac Long Quan, Tran Quang Dieu ward, Quy Nhon city, Binh Dinh province
75	Phu Tho	1606A Hung Vuong Avenue, Gia Cam Ward, Viet Tri City, Phu Tho Province
76	Phu Yen	No. 145 Hung Vuong Street, Ward 6, Tuy Hoa City, Phu Yen Province
77	Quang Binh	No. 01C, Tran Hung Dao Street, Dong My Ward, Dong Hoi City, Quang Binh Province
78	Quang Nam	35 Tran Hung Dao, Tam Ky city, Quang Nam province



No	Name	Address
79	Quang Ngai	345 Hung Vuong, Tran Phu ward, Quang Ngai city, Quang Ngai province
80	Quang Ninh	Street 25/4, Bach Dang ward, Ha Long city, Quang Ninh province
81	Quang Tri	No. 34 Hung Vuong Street, Ward 1, Dong Ha City, Quang Tri Province
82	Saigon	69 Bui Thi Xuan, Pham Ngu Lao Ward, District 1, Ho Chi Minh City
83	Saigon	2A-2B-2C Ly Thuong Kiet Street, Ward 12, District 5, HCM City
84	Exchange	No. 11 Lang Ha, Thanh Cong ward, Ba Dinh district, Hanoi city
85	North Hanoi	Lai Xa Industrial Cluster, Van Xuan Street, Kim Chung Commune, Hoai Duc District, Hanoi City
86	Soc Trang	No. 3 Tran Hung Dao, cluster 6, ward 3, Soc Trang city, Soc Trang province
87	Tan Binh Duong	No. 16 Le Trong Tan Street, Binh Duong 2 Quarter, An Binh Ward, Di An City, Binh Duong Province
88	Tan Binh	108 Tay Thanh, Tay Thanh Ward, Tan Phu District, HCM City
89	Tan Dinh	72 Pham Ngoc Thach, Vo Thi Sau Ward, District 3, HCM City
90	New Saigon	No. 1943-1945 Huynh Tan Phat Street, Quarter 5, Nha Be Town, Nha Be District, Ho Chi Minh City
91	Tan Son Nhat	No. 366A33 Phan Van Tri Street, Ward 5, Go Vap District, Ho Chi Minh City
92	Western Can Tho	Lot 30A7A, Tra Noc 1 Industrial Park, Tra Noc Ward, Binh Thuy District, Can Tho City
93	West Hanoi	Lot HH-03, To Huu Street, Van Phuc Ward, Ha Dong District, Hanoi City
94	Tay Ho	No. 565 Lac Long Quan, Xuan La ward, Tay Ho district, Hanoi city

No	Name	Address
95	Tay Ninh	No. 313, Street 30/4, Quarter 1, Ward 1, Tay Ninh City, Tay Ninh Province
96	West Saigon	No. 321-323-325 Pham Hung Street, Him Lam Residential Area, Hamlet 4A, Binh Hung Commune, Binh Chanh District, Ho Chi Minh City
97	Peace	No. 75, Le Loi Street, Le Hong Phong Ward, Thai Binh City, Thai Binh Province
98	Thai Nguyen	No. 10 Cach Mang Thang Tam Street, Phan Dinh Phung Ward, Thai Nguyen City, Thai Nguyen Province
99	Thang Long	PVOIL Phu Tho Building, 148 Hoang Quoc Viet Street, Nghia Tan Ward, Cau Giay District, Ha Noi City
100	Thanh Cong	1 Thai Ha Street, Trung Liet Ward, Dong Da District, Ha Noi City
101	Thanh Hoa	5 Phan Chu Trinh Street, Dien Bien Ward, Thanh Hoa City, Thanh Hoa Province
102	Thanh Xuan	1st – 2nd Floor, The Artemis Shopping Center, No. 3 Le Trong Tan, Khuong Mai Ward, Thanh Xuan District, Ha Noi City
103	Thu Duc	50A Dang Van Bi Street, Quarter 4, Binh Tho Ward, Thu Duc City, Ho Chi Minh City
104	Thu Thiem	55-56 Song Hanh Street, An Phu Ward, Thu Duc City, Ho Chi Minh City
105	Tien Giang	152 Dinh Bo Linh Street, Ward 2, My Tho City, Tien Giang Province
106	Tra Vinh	5 Le Thanh Ton Street, Ward 2, Tra Vinh City, Tra Vinh Province
107	Tuyen Quang	Cluster 8, Tan Quang Ward, Tuyen Quang City, Tuyen Quang Province
108	Vinh	9 Nguyen Sy Sach Street, Ha Huy Tap Ward, Vinh City, Nghe An Province
109	Vinh Long	5C Hung Dao Vuong Street, Ward 1, Vinh Long City, Vinh Long Province
110	Vinh Phuc	392A Me Linh Street, Khai Quang Ward, Vinh Yen City, Vinh Phuc Province



No	Name	Address
111	Vung Tau	27 Tran Hung Dao Street, Ward 1, Vung Tau City, Ba Ria – Vung Tau Province
112	Hoa Binh	810 Cu Chinh Lan Street, Phuong Lam Ward, Hoa Binh City, Hoa Binh Province
113	Yen Bai	Dien Bien Street, Cluster 8, Minh Tan Ward, Yen Bai City, Yen Bai Province
114	Dong Quang Ninh	584 Tran Phu Street, Cam Tay Ward, Cam Pha City, Quang Ninh Province
115	Hoi An	2 Tran Cao Van Street, Cam Pho Ward, Hoi An City, Quang Nam Province
116	Dak Nong	74 Huynh Thuc Khang Street, Gia Nghia City, Dak Nong Province
117	Dong Hai Phong	12-13 LK 20, Quang Minh Urban Area, Thuy Son Commune, Thuy Nguyen District, Hai Phong City
118	Bac Da Nang	249A Nguyen Luong Bang Street, Hoa Khanh Ward, Lien Chieu District, Da Nang City
119	Bac Dak Lak	149 Tran Hung Dao Street, An Lac Ward, Buon Ho Town, Dak Lak Province
120	Son La	286 To Hieu Street, Cluster 9, Chieng Le Ward, Son La City, Son La Province
121	Hau Giang	197A-197B-197C Tran Hung Dao Street, Area 3, Ward 5, Vi Giang City, Hau Giang Province
122	Dong Ha Noi	HD03-SP.BH 74-76-80-82 Bien Ho Street, Vinhomes Ocean Park Urban Area, Trau Quy Town, Gia Lam District, Ha Noi City
123	Tay Bac Giang	Lot C3, Dinh Tram Industrial Area, Nenh Ward, Viet Yen Town, Bac Giang Province
124	Long Thanh	272A-272E Le Duan Street, Van Hai Area, Long Thanh Town, Long Thanh District, Dong Nai Province
125	Bac Thanh Hoa	SH01-SH05 Phu Chau Street, Eurowindow Urban Area – Garden City Thanh Hoa, Dong Huong Ward, Thanh Hoa City, Thanh Hoa Province
126	Tan Long An	85-91 Hung Vuong Street, Ward 6, Tan An City, Long An Province

No	Name	Address
127	Nam Thang Long	Land for business services, Binh Vong Village, Van Binh Commune, Thuong Tin District, Ha Noi City
128	Dong Do	26 Tay Son Street, Phung Town, Dan Phuong District, Ha Noi City
129	Nam Bac Ninh	Kinh Duong Vuong Street, Ho Ward, Thuan Thanh Town, Bac Ninh Province
130	Hoc Mon	30/11G To Ky Street, Thoi Tam Thon Commune, Hoc Mon District, Ho Chi Minh City
131	Phu My	2315 Doc Lap Street, Phu My Ward, Phu My Town, Ba Ria – Vung Tau Province
<b>NON-BUSINESS UNITS</b>		
1	Human Resources Training and Development School	Ecopark Urban Area, Cuu Cao Commune, Van Giang District, Hung Yen Province
2	Cash Processing Center in Ha Noi	198 Tran Quang Khai, Ly Thai To Ward, Hoan Kiem District, Ha Noi City
3	Cash Processing Center in Ho Chi Minh City	VBB Tower, 5 Me Linh Square, Ben Nghe Ward, Distict 1, Ho Chi Minh City
<b>REPRESENTATIVE OFFICES</b>		
1	VCB Representative Office in the South of Vietnam	VBB Tower, 5 Me Linh Square, Ben Nghe Ward, Distict 1, Ho Chi Minh City
2	Representative Office in Singapore	1 Raffles Place, #26-03 OUB Centre, Singapore, 048616
3	Representative Office in U.S	New York City, United States
<b>SUBSIDIARIES, AFFILIATES</b>		
1	Vietcombank Financial Leasing Limited Company (VCBL)	4th Floor, 25T1 Building, N05 Hoang Dao Thuy Street, Trung Hoa Ward, Cau Giay District, Ha Noi City
2	Vietcombank Securities Limited Company (VCBS)	6th-7th-8th Thu Do Building, 72 Tran Hung Dao, Tran Hung Dao Ward, Hoan Kiem District, Ha Noi City



No	Name	Address
3	Vietcombank Finance Limited Company (VFC)	16th Floor, Golden Star Building, 20 -24 Lockhart Road, Hongkong
4	Vietcombank Remittance Limited Company (VCBR)	4th Floor, VCB Ky Dong Tower, 13-13Bis Ky Dong Street, Ward 9, District 3, Ho Chi Minh City
5	VCB Tower 198 Limited Company (VCBT)	Room 1406, 14th, VCB Tower, 198 Tran Quang Khai Street, Hoan Kiem District, Ha Noi City
6	Vietcombank Money Incorporated Company (VCBM)	12112 Brookhurst Street, Suite 11, Garden Grove, CA 92840, United States
7	Vietcombank – Bonbay – Ben Thanh Limited Company (VBB)	22th Floor, VBB Tower, 5 Me Linh Square, Ben Nghe Ward, Distict 1, Ho Chi Minh City
8	Vietcombank Fund Management Company (VCBF)	15th Floor, VCB Tower, 198 Tran Quang Khai Street, Ly Thai To Ward, Hoan Kiem District, Ha Noi City
9	Vietcombank - Bonday Company Limited	35 Nguyen Hue Street, Ben Nghe Ward, District 1, Ho Chi Minh City
10	Vietcombank Laos Limited (VCB Laos)	No. 12, Lot 15, Lanexang Avenue, Hatsadee-Tai Ward, Chanthabouly District, Vientiane, Laos
11	Vietcombank Neo Limited	No 145 – 147 – 149 Hung Vuong – Ward 2 – Tan An City – Long An Province

