CHARTER
NATIONAL CITIZEN
COMMERCIAL JOINT STOCK BANK

Ha Noi, April 2026

MỤC LỤC

CHARTER
NATIONAL CITIZEN COMMERCIAL JOINT STOCK BANK

PREAMBLE

National Citizen Commercial Joint Stock Bank is permitted to conduct banking operations and other business activities in accordance with the law for profit-making purposes, contributing to the implementation of the State's economic objectives. The organization and operation of National Citizen Commercial Joint Stock Bank shall comply with this Charter, the laws on banking, and other relevant laws and regulations.

This Charter has been approved by the General Meeting of Shareholders of National Citizen Commercial Joint Stock Bank.

CHAPTER I
GENERAL PROVISIONS

Article 1. Interpretation of Terms

In this Charter, the following terms shall be construed as follow:

1.1. *Vietnam* means the Socialist Republic of Vietnam.

1.2. *State Bank of Vietnam (SBV)* means the State Bank of Vietnam.

1.3. *Ngân hàng* là Ngân hàng Thương mại Cổ phần Quốc Dân.

1.4. *Law on Enterprises* means the Law on Enterprises numbered 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17/6/2020, effective from 01/01/2021, and any documents amending, supplementing or replacing such Law from time to time.

1.5. *Law on Securities* means the Law on Securities numbered 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26/112019, effective from 01/01/2021, and any documents amending, supplementing or replacing such Law from time to time.

1.6. *Law on Credit Institutions* means the Law on Credit Institutions numbered 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on 18/01/2024, effective from 01/7/2024, and any documents amending, supplementing or replacing such Law from time to time.

1.7. *Law* means all laws, resolutions, ordinances, orders, decisions, decrees, circulars and other legal documents promulgated by Vietnamese State authorities from time to time in relation to the organization and operation of the Bank, including documents amending, supplementing or replacing such legal documents.

1.8. *License* means the Establishment and Operation License of the Bank issued by the State Bank of Vietnam. Any document issued by the State Bank of Vietnam amending or supplementing the License shall constitute an integral part of the License.

1.9. *Charter Capital* means the total par value of shares of the Bank sold to shareholders.

1.10. *Founding Shareholder* means a shareholder that owns at least one ordinary share and signs the list of founding shareholders of the Bank.

1.11. *Legal Capital* means the minimum capital required by law for the establishment of a commercial joint stock bank.

1.12. *Major Shareholder* means a shareholder that owns 5% or more of the voting shares of the Bank, including the shares indirectly owned by such shareholder.

1.13. *Indirect Ownership* means the ownership by an organization or individual of the Charter Capital of the Bank through investment entrustment or through an enterprise in which such organization or individual owns more than 50% of the charter capital.

1.14. *Share* means a certificate issued by the Bank, book entry or electronic data certifying the ownership of one or more shares of the Bank.

1.15. *Shareholder* means an organization or individual that owns at least one share of the Bank.

1.16. *Dividend* means the after-tax profit distributed to each share in the form of cash or other assets.

1.17. *Shareholders Register* means a document in paper form or an electronic data set recording information on the share ownership of shareholders of the Bank.

1.18. *Manager of the Bank* includes the Chairperson of the Board of Directors, Members of the Board of Directors, and the Chief Executive Officer.

1.19. *Executive Manager* includes the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, Branch Directors, and other equivalent titles as prescribed/decided by the Board of Directors from time to time.

1.20. *Board of Management* includes the Chief Executive Officer, Deputy Chief Executive Officers, Directors of Divisions/independent Centers or other equivalent titles at the Head Office who report directly to the Chief Executive Officer.

1.21. *Associated Company of the Bank* means a company in which the Bank, or the Bank and Related Persons of the Bank, owns more than 11% of the charter capital or more than 11% of the voting shares, but which is not a Subsidiary of the Bank.

1.22. *Subsidiary of the Bank* means a company falling into one of the following cases*:*

a. The Bank, or the Bank and Related Persons of the Bank, owns more than 50% of the charter capital or more than 50% of the voting shares of such company;

b. The Bank has the right to appoint a majority or all members of the Board of Directors, members of the Members' Council, or the Chief Executive Officer/Director of such company;

c. The Bank has the right to amend or supplement the charter of such company;

d. The Bank, or the Bank and Related Persons of the Bank, directly or indirectly controls the adoption of resolutions or decisions of the General Meeting of Shareholders, Board of Directors, or Members' Council of such company.

1.23. *Related Person* means an organization or individual having a direct or indirect relationship with another organization or individual in one of the following cases:

a. A parent company and its subsidiary and vice versa; a parent company and the subsidiary of its subsidiary and vice versa; a credit institution and the subsidiary of such credit institution and vice versa; a credit institution and the subsidiary of the subsidiary of such credit institution and vice versa; subsidiaries of the same parent company or of the same credit institution with one another; subsidiaries of subsidiaries of the same parent company or of the same credit institution with one another; managers, controllers, members of the Supervisory Board of a parent company or credit institution, or individuals or organizations having authority to appoint such persons, and the subsidiary and vice versa;

b. A company or credit institution and the managers, controllers, members of the Supervisory Board of such company or credit institution, or the company or organization having authority to appoint such persons, and vice versa;

c. A company or credit institution and an organization or individual owning 5% or more of the charter capital or voting share capital of such company or credit institution, and vice versa;

d. An individual and his/her spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of the spouse, daughters-in-law, sons-in-law; full siblings; paternal half-siblings; maternal half-siblings; brothers-in-law, sisters-in-law, siblings-in-law of the spouse, brothers-in-law, sisters-in-law of full siblings or half-siblings; paternal grandparents, maternal grandparents; paternal grandchildren, maternal grandchildren; biological uncles, aunts and nephews/nieces;

e. A company or credit institution and an individual having a relationship specified at Point d of this Clause with a manager, controller, member of the Supervisory Board, capital contributing member or shareholder owning 5% or more of the charter capital or voting share capital of such company or credit institution, and vice versa;

f. An individual authorized to act as representative for an organization or individual specified at Points a, b, c, d and e of this Clause and the authorizing organization or individual; individuals authorized to represent the capital contribution of the same organization with one another;

g. Other legal persons or individuals having relationships that may pose potential risks to the operations of a credit institution or foreign bank branch, as determined under the internal regulations of the credit institution or foreign bank branch, or at the written request of the State Bank of Vietnam through inspection and supervision activities.

For information disclosure on the securities market and other matters that do not fall within the governing scope of the Law on Credit Institutions, Related Persons shall be determined in accordance with the Law on Securities and the corresponding governing laws.

1.24. *Restructuring Plan* means the restructuring plan of a credit institution placed under Special Control in accordance with the Law on Credit Institutions.

1.25. In this Charter, any reference to any legal provision or legal document shall include any amendments, supplements or replacements thereof.

1.26. The headings of Chapters and Articles in this Charter are used for ease of reference and shall not affect the contents of this Charter.

1.27. Any terms not defined in this Charter shall be construed in accordance with relevant laws.

Article 2. Name, Head Office, and Other information of the Bank

2.1. The Bank is organized in the form of a joint stock company and has legal person status in accordance with the laws of Vietnam.

2.2. Name of the Bank

- Full name in Vietnamese: Ngân hàng Thương mại Cổ phần Quốc Dân
- Abbreviated name in Vietnamese: Ngân hàng Quốc Dân
- Full name in English: National Citizen Commercial Joint Stock Bank
- Abbreviated name in English: National Citizen Bank

2.3. Head Office of the Bank

- Address: No. 25 Lê Đại Hành, Hai Bà Trưng Ward, Hà Nội.
- Telephone: (84-24) 32019050

2.4. The Bank has its own seal and separate accounts opened at the State Bank of Vietnam and banks in Vietnam and overseas in accordance with regulations of the State Bank of Vietnam.

2.5. The term of operation of the Bank is 99 years from 18/9/1995. The term of operation of the Bank may be extended pursuant to a resolution of the General Meeting of Shareholders and subject to approval by the State Bank of Vietnam.

2.6. The Legal Representative of the Bank is the Chairperson of the Board of Directors. The Legal Representative of the Bank must reside in Vietnam. In case of absence from Vietnam, the Legal Representative of the Bank must authorize in writing another person who is a Manager or Executive Manager of the Bank residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative of the Bank.

CHAPTER II
OBJECTIVES, BUSINESS LINES, AND SCOPE OF OPERATION OF THE BANK

Article 3. Objectives and Business Lines of the Bank

3.1. The operational objective of the Bank is to maximize profits for shareholders on the basis of stable and sustainable business operations; create stable employment with high income and advancement opportunities for employees; perform the socio-economic obligations and policies of the State in order to build a civilized and progressive community; become a financial fulcrum bringing success to customers while contributing to the economic development of the country.

3.2. The business lines of the Bank are monetary business and banking services.

Article 4. Scope and Business Operations of the Bank

The Bank shall conduct the activities specified in Chapter III of this Charter when such activities are recorded in the License issued by the State Bank of Vietnam.

CHAPTER III
OPERATIONS OF THE BANK

Article 5. Banking Operations

5.1. To receive demand deposits, term deposits, savings deposits and other types of deposits.

5.2. To issue certificates of deposit.

5.3. To extend credit in the following forms:

a. Lending;

b. Discounting, rediscounting;

c. Bank guarantees;

d. Issuance of credit cards;

e. Domestic factoring, international factoring where international payment is permitted;

f. Letters of credit;

g. Other forms of extension of credit as prescribed by the Governor of the SBV.

5.4. To open payment accounts for customers.

5.5. To provide payment instruments.

5.6. To provide payment services via accounts as follows:

a. To provide domestic payment services, including cheques, payment orders, payment mandates, collection orders, collection mandates, money transfer, bank cards, collection services and payment services;

b. To provide international payment services after obtaining written approval from the SBV; and other payment services as prescribed by the Governor of the SBV.

Article 6. Borrowing, Depositing, Purchase, and Sale of Valuable Papers

6.1. The Bank may borrow from the SBV in the form of refinancing in accordance with the Law on the SBV.

6.2. The Bank may purchase and sell Valuable Papers with the SBV in accordance with the Law on the SBV.

6.3. The Bank may lend, borrow, deposit, receive deposits, and purchase and sell Valuable Papers with a term with credit institutions and foreign bank branches in accordance with regulations of the Governor of the SBV.

6.4. The Bank may borrow foreign loans in accordance with the law.

Article 7. Openning of Accounts

7.1. The Bank shall open a payment account at the SBV and maintain the required compulsory reserve balance in such account.

7.2. The Bank may open payment accounts at credit institutions permitted to provide payment services.

7.3. The Bank may open payment accounts overseas in accordance with the law on foreign exchange.

Article 8. Organization of and Participation in Payment Systems

8.1. The Bank may organize internal payments and participate in the National Interbank Payment System.

8.2. The Bank may participate in international payment systems upon satisfying the conditions prescribed by the Government and obtaining written approval from the SBV.

Article 9. Capital Contribution and Share Purchase

9.1. The Bank may only use its Charter Capital and reserve funds to contribute capital and purchase shares in accordance with Clauses 9.2, 9.3, 9.4 and 9.7 of this Article.

9.2. The Bank shall establish or acquire subsidiaries and associated companies when conducting the following business activities:

a. Securities underwriting, securities brokerage; management and distribution of securities investment fund certificates; securities portfolio management and purchase and sale of shares;

b. Financial leasing;

c. Insurance.

9.3. The Bank may establish or acquire subsidiaries and associated companies operating in the fields of debt management and asset realization, remittance services, gold, factoring, credit card issuance, consumer finance, payment intermediary services and credit information.

9.4. The Bank may contribute capital to, or purchase shares of, enterprises operating in the following fields:

a. Insurance, securities, remittance services, gold, factoring, credit card issuance, consumer finance, payment intermediary services and credit information;

b. Other fields not specified at Point a of this Clause after obtaining written approval from the SBV.

9.5. The Bank shall establish or acquire subsidiaries and associated companies as prescribed in Clauses 9.2 and 9.3 of this Article after obtaining written approval from the SBV.

9.6. The Bank shall establish subsidiaries and associated companies in accordance with the Law on Credit Institutions and other relevant laws.

9.7. The Bank and subsidiaries of the Bank may purchase and hold shares of other credit institutions subject to the conditions and within the limits prescribed by the Governor of the SBV.

Article 10. Foreign Exchange Business, Provision of Foreign Exchange Services, and Derivative Products

10.1. The Bank may trade and provide the following services and products to customers in Viet Nam and overseas after obtaining written approval from the SBV:

a. Foreign exchange;

b. Derivatives on interest rates, foreign exchange, currencies and other financial assets.

10.2. The Bank shall comply with regulations of the Governor of the SBV on the scope of foreign exchange business, provision of foreign exchange services, trading and provision of derivative products; and the conditions, dossiers and procedures for approval of foreign exchange business, provision of foreign exchange services, and trading and provision of derivative products.

10.3. The Bank's foreign exchange business and provision of foreign exchange services to customers shall comply with the law on foreign exchange.

Article 11. Entrustment, Agency, and Payment Agency Operation

11.1. The Bank may entrust, receive entrustment, act as agent in banking operations, and act as payment agent in accordance with regulations of the Governor of the SBV.

11.2. The Bank may conduct insurance agency activities in accordance with the law on insurance business, consistent with the scope of insurance agency activities prescribed by the Governor of the SBV.

Article 12. Other Business Activities

12.1. The Bank may conduct the following other business activities in accordance with regulations of the Governor of the SBV:

a. Cash management services; treasury services for credit institutions and foreign bank branches; asset custody services, leasing of safes and safe deposit boxes;

b. Provision of money transfer, collection, payment and other payment services not via accounts;

c. Purchase and sale of State Bank bills, corporate bonds; purchase and sale of other Valuable Papers, except for the purchase and sale of Valuable Papers specified at Point a Clause 12.2 of this Article;

d. Monetary brokerage services;

e. Gold business;

f. Other services related to factoring and letters of credit;

g. Consultancy on banking operations and other business activities specified in the License.

12.2. The Bank may conduct the following other business activities in accordance with relevant laws:

a. Purchase and sale of Government debt instruments, Government-guaranteed bonds and municipal bonds;

b. Issuance of bonds;

c. Securities depository;

d. Custodian banking operations;

e. Acting as agent for management of secured assets for lenders being international financial institutions, foreign credit institutions, credit institutions and foreign bank branches.

12.3. The Bank may conduct other business activities related to banking operations, in addition to the activities specified in Clauses 12.1 and 12.2 of this Article, in accordance with regulations of the Governor of the SBV and other relevant laws.

CHAPTER IV
CHARTER CAPITAL AND OEPRATING CAPITAL

Article 13. Vốn điều lệ

13.1. The Charter Capital of the Bank is VND 19,279,847,510,000 (In words: Nineteen trillion two hundred seventy-nine billion eight hundred forty-seven million five hundred ten thousand Vietnamese dong).

13.2. The Charter Capital of the Bank is divided into 1,927,984,751 shares (In words: One billion nine hundred twenty-seven million nine hundred eighty-four thousand seven hundred fifty-one shares) The Par Value of each share is VND 10,000 (In words: Ten thousand Vietnamese dong).

13.3. The Charter Capital shall be accounted for in Vietnamese dong.

13.4. The Bank shall ensure that the actual Charter Capital is not lower than the Legal Capital prescribed by law.

13.5. The Charter Capital shall be used for purposes consistent with the law.

Article 14. Change of Charter Capital

14.1. Any change to the Charter Capital of the Bank, whether increase or decrease, shall be made pursuant to a decision of the AGM and must be approved in writing by the SBV before such change to the Charter Capital is made in accordance with applicable laws.

14.2. The order, procedures and application dossier for approval of change to Charter Capital shall comply with regulations of the SBV.

14.3. Upon approval of change to Charter Capital, the Bank shall:

a. Amend and supplement the Charter in accordance with the approved change;

b. Disclose the change to Charter Capital within 07 working days from the date of approval by the SBV on one media channel of the SBV and in one printed newspaper for 03 consecutive issues or on one electronic newspaper of Vietnam.

14.4. The Charter Capital of the Bank may be increased from the following sources:

a. Charter Capital Supplementary Reserve Fund; Share Premium Fund; retained earnings and other funds in accordance with the law;

b. Public offering of shares or private placement of shares;

c. Conversion of convertible bonds into common shares;

d. Other sources in accordance with the law.

14.5. The Bank may reduce its Charter Capital in accordance with the law. The reduction of Charter Capital of the Bank shall ensure prudential ratios in banking operations, ensure that the actual value of Charter Capital is not lower than the Legal Capital, and must be approved in writing by the SBV.

14.6. The Board of Directors of the Bank shall be responsible before the law for appraising the dossiers, procedures and conditions for approving capital contribution by shareholders in accordance with the requirements prescribed by the SBV and the Charter of the Bank.

Article 15. Operating Capital

15.1. Charter Capital of the Bank.

15.2. Differences arising from asset revaluation and foreign exchange differences.

15.3. Share premium.

15.4. Funds: Charter Capital Supplementary Reserve Fund and Financial Provision Fund.

15.5. Capital mobilized in the forms prescribed in this Charter.

15.6. Accumulated undistributed profits and accumulated unaddressed losses.

15.7. Entrusted capital, borrowings from credit institutions and foreign loans.

15.8. Borrowings from the SBV.

15.9. Other types of capital in accordance with the law.

CHAPTER V
SHARES, SHARE CERTIFICATES, AND SHARE OWNERSHIP LIMITS

Article 16. Shares

16.1. One share of the Bank has a Par Value of VND 10,000 (In words: Ten Thousand Vietnamese dong).

16.2. At the time of approval of this Charter, all shares of the Bank are common shares; all shareholders of the Bank are common shareholders.

16.3. Where necessary, the Bank may issue other classes of shares in accordance with the law.

16.4. Each share of the same class shall confer upon its holder equal rights, obligations and interests.

Article 17. Share Ownership Ratio

17.1. For domestic investors:

a. An individual shareholder may not own shares exceeding 5% of the Charter Capital of the Bank;

b. An institutional shareholder may not own shares exceeding 10% of the Charter Capital of the Bank;

c. A shareholder and Related Persons of such shareholder may not own shares exceeding 15% of the Charter Capital of the Bank. A Major Shareholder of the Bank and Related Persons of such shareholder may not own 5% or more of the Charter Capital of another credit institution;

d. The provisions at Points a and b of this Clause shall not apply to cases of share ownership in subsidiaries or associated companies being credit institutions as prescribed in Clauses 9.2 and 9.3 Article 9 of this Charter.

17.2. Foreign investors may purchase shares of the Bank. The maximum share ownership ratio of an institutional foreign investor, and the maximum share ownership ratio of a foreign investor and Related Persons of such investor in the Bank, shall comply with regulations of the Government. The total share ownership of foreign investors/foreign ownership ratio shall not exceed 9% of the Charter Capital.

17.3. The share ownership ratio prescribed at Points a and b Clause 17.1 of this Article shall include indirectly owned shares. The share ownership ratio prescribed at Point c Clause 17.1 of this Article shall include shares which the shareholder entrusts another organization or individual to purchase and shall exclude share ownership of a Related Person being a subsidiary of such shareholder as prescribed at Point a Clause 1.23 Article 1 of this Charter.

Article 18. Shares

18.1. Shares of the Bank may be registered or bearer shares. Shares of the Bank shall contain the following principal contents:

a. Name, enterprise code and head office address of the Bank;

b. Number and date of issuance of the Enterprise Registration Certificate;

c. Number of shares and class of shares;

d. Par Value of each share and total Par Value of the shares recorded on the share;

e. Full name, contact address, nationality and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, and head office address of the organizational shareholder, in respect of registered shares;

f. Signature of the Legal Representative of the Bank;

g. Registration number in the Shareholders Register of the Bank and date of issuance of the share.

h. Other contents as prescribed in Articles 116, 117 and 118 of the Law on Enterprises in respect of preference shares.

18.2. Shares of the Bank may not be used as pledge at the Bank itself.

18.3. Where a share is lost, damaged or otherwise destroyed, the shareholder may be reissued such share by the Bank upon request of such shareholder. The request of the shareholder shall include the following contents:

a. Information on the share that has been lost, damaged or otherwise destroyed;

b. Undertaking to be responsible for any disputes arising from the reissuance of the new share.

Article 19. Offering and Transfer of Shares

19.1. The offering of shares shall be carried out as follows:

a. The Board of Directors shall decide the timing, method and offering price of shares. The offering of shares shall be carried out in one of the following forms:

(i) Offering to existing shareholders;

(ii) Public offering;

(iii) Private placement of shares;

b. The offering shall comply with the law on securities and relevant laws;

c. The Bank shall register the change to Charter Capital in accordance with the law.

19.2. The transfer of shares shall be carried out as follows:

a. All shares may be freely transferred, unless otherwise prescribed by this Charter and the law;

b. Where the transfer is carried out by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. Where the transfer is carried out by transaction on the securities market, the order and procedures for transfer shall comply with the law on securities;

c. An individual shareholder, or an institutional shareholder whose representative of capital contribution is a Member of the Board of Directors, Member of the Supervisory Board or Chief Executive Officer of the Bank, may not transfer his/her/its shares during the term of office;

d. During the period of handling consequences arising from personal liability pursuant to a resolution or decision of the GMS or a decision of the SBV, Members of the Board of Directors, Members of the Supervisory Board and the Chief Executive Officer may not transfer shares, except in one of the following cases:

(i) The Member of the Board of Directors, Member of the Supervisory Board or Chief Executive Officer is the authorized representative of an institutional shareholder that is merged, consolidated, divided, separated, dissolved or declared bankrupt in accordance with the law;

(ii) The Member of the Board of Directors, Member of the Supervisory Board or Chief Executive Officer is compelled to transfer shares pursuant to a legally effective judgment or decision of a Court;

(iii) The Member of the Board of Directors, Member of the Supervisory Board or Chief Executive Officer transfers shares to another investor for the purpose of implementing an approved recovery plan, plan for transfer of all contributed capital, or compulsory transfer plan;

e. The transfer of listed or registered-for-trading shares of the Bank shall comply with the law on securities.

Article 20. Share Repurchase

20.1. Share repurchase:

a. The Bank may only repurchase shares from shareholders if, after full payment of the amount corresponding to the repurchased shares, the Bank still ensures prudential ratios in banking operations and the actual value of Charter Capital does not fall below the Legal Capital;

b. Share repurchase at the request of shareholders:

(i) A shareholder that votes against a resolution on reorganization of the Bank or change to the rights and obligations of shareholders as prescribed in this Charter shall have the right to request the Bank to repurchase their shares. The request must be made in writing, specifying the name and address of the shareholder, number of shares of each class, intended selling price, and reason for requesting the Bank to repurchase. The request must be sent to the Bank within 10 working days from the date on which the GMS adopts the resolution on the matters specified at this Point;

(ii) The Bank shall repurchase shares at the request of shareholders specified at this Point at the market price or at a price calculated according to principles prescribed by law within 90 days from the date of receipt of the request. Where no agreement on the price can be reached, such shareholder may sell the shares to another person, or the parties may request a valuation organization for valuation. The Bank shall introduce at least 03 valuation organizations for the shareholder to select from, and such selection shall be final;

c. Share repurchase by decision of the Bank: The Bank has the right to repurchase no more than 30% of the total ordinary shares sold, and part or all of the dividend preference shares sold, in accordance with the following provisions:

(i) The Board of Directors has the right to decide on the repurchase of no more than 10% of the total shares of each class sold within a 12-month period. In other cases, share repurchase shall be decided by the GMS;

(ii) The BOD shall decide the share repurchase price. For ordinary shares, the repurchase price must not be higher than the market price at the time of repurchase, except for the case specified at Item (iii) of this Point. For shares of other classes, unless otherwise agreed by the Bank and the relevant shareholder, the repurchase price must not be lower than the market price;

(iii) The Bank may repurchase shares from each shareholder in proportion to their share ownership ratio in the Bank. In this case, the Bank's decision on share repurchase must be notified by a method ensuring delivery to all shareholders within 30 days from the date such decision is adopted. The notice must include the name and head office address of the Bank, total number of shares and class of shares to be repurchased, repurchase price or principles for determining the repurchase price, procedures and time limit for payment, and procedures and time limit for shareholders to sell their shares to the Bank;

(iv) A shareholder agreeing to sell shares back to the Bank must send a written consent to sell his/her/its shares by a method ensuring delivery to the Bank within 30 days from the date of notice. The written consent to sell shares must include the full name, contact address and legal document number of the individual shareholder; name, enterprise code or legal document number and head office address of the institutional shareholder; number of shares owned and number of shares agreed to be sold; method of payment; and signature of the shareholder or the Legal Representative of the shareholder. The Bank shall only repurchase shares offered for sale within the above time limit.

20.2. Conditions for payment and handling of repurchased shares shall be implemented as follows:

a. The Bank may only pay for repurchased shares to shareholders in accordance with this Article if, immediately after full payment for the repurchased shares, the Bank still ensures prudential ratios in banking operations, the Charter Capital is not lower than the Legal Capital, and other relevant conditions prescribed by the SBV are satisfied, and the Bank fully pays its debts and other property obligations;

b. Shares repurchased in accordance with this Article shall be deemed treasury shares and shall form part of the shares authorized for offering;

c. Share certificates certifying ownership of shares already repurchased must be destroyed immediately after the corresponding shares have been fully paid for. The Chairperson of the Board of Directors and the Chief Executive Officer shall be jointly liable for any damage caused to the Bank due to failure to destroy or delayed destruction of such share certificates.

Article 21. Inheritance and Donation of Shares

21.1. The inheritance and donation of shares shall comply with this Charter, the Civil Code, the Law on Enterprises and other relevant laws.

21.2. After completing all procedures for inheritance or donation of shares and presenting all documents proving lawful status as heir or donee, the heir or donee of shares shall register the classes of inherited or donated shares in the Shareholders Register and become a shareholder of the Bank, enjoying the rights and assuming the obligations of the shareholder in respect of the shares inherited or donated in accordance with this Charter and relevant laws.

21.3. A person inheriting or receiving as donation shares from shareholders who are Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer or other management titles of the Bank shall not automatically inherit the right to hold such titles.

Article 22. Bond Issuance

22.1. The Bank's bond issuance shall comply with the Law on Securities, the Law on Credit Institutions and other relevant laws.

22.2. With respect to convertible bonds:

a. Convertible bonds are bonds issued by the Bank and convertible into common shares of the Bank under the conditions and terms determined in the bond issuance plan;

b. The convertible bond issuance plan must be approved by the GMS;

c. The Bank shall specify the method of issuance, timing of issuance, bond conversion period, bond conversion ratio, fluctuation band of share price, purpose of use of proceeds from the convertible bond issuance, and rights and obligations of convertible bondholders in accordance with the law. Such information must be disclosed at the time of issuance of convertible bonds;

d. Procedures and application dossiers for issuance of convertible bonds shall comply with regulations of the SBV and other relevant laws.

CHAPTER VI
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 23. Shareholders

23.1. A shareholder is a person that owns shares of the Bank and has the rights and obligations corresponding to the number and class of shares held by such shareholder.

23.2. A shareholder shall only be officially recognized when the shareholder has fully paid for the purchase of shares and all relevant information has been fully recorded in the Shareholders Register of the Bank.

23.3. The appointment of an authorized representative of a shareholder at the Bank shall comply with Article 144 of the Law on Enterprises and other relevant laws.

23.4. The Bank must have at least 100 shareholders and there is no limitation on the maximum number of shareholders, except where a compulsory transfer plan is being implemented in accordance with the law.

Article 24. Shareholders Register

24.1. The Bank shall prepare and maintain the Shareholders Register from the time of issuance of the Establishment and Operation License. The Shareholders Register may be in paper form, electronic data recording information on share ownership of shareholders of the Bank, or both. The Shareholders Register must include the following principal contents:

a. Name and head office address of the Bank;

b. Total number of shares authorized for offering, classes of shares authorized for offering, and number of shares authorized for offering of each class;

c. Total number of shares of each class sold and value of share capital contributed;

d. Full name, contact address, nationality and legal document number of individual shareholders; name, enterprise code or legal document number of organizations, and head office address of institutional shareholders;

e. Number of shares of each class held by each shareholder and date of share registration.

24.2. The Shareholders Register must be kept at the Head Office of the Bank or at other organizations having the function of maintaining the Shareholders Register. The monitoring and management of shareholders shall comply with the law.

24.3. Where a shareholder changes their contact address, such shareholder must promptly notify the Bank for update in the Shareholders Register. The Bank shall not be responsible for failure to contact a shareholder due to the shareholder's failure to notify the Bank of the change of contact address.

Article 25. Rights of Shareholders

25.1. Ordinary shareholders shall have the following rights:

a. To attend and express opinions at meetings of the GMS, and exercise voting rights directly or through an authorized representative; each ordinary share carries one vote;

b. To receive dividends pursuant to resolutions of the GMS;

c. To be given priority in purchasing new shares offered for sale in proportion to the ordinary share ownership ratio of each shareholder in the Bank;

d. To transfer shares and rights to purchase shares to other shareholders of the Bank or to other organizations and individuals in accordance with the Law on Credit Institutions and this Charter;

e. To review, look up and extract information on names and contact addresses in the list of shareholders having voting rights; to request correction of their inaccurate information;

f. To review, look up, extract and copy the Charter of the Bank, minutes of meetings of the GMS and resolutions of the GMS;

g. To receive a portion of the remaining assets in proportion to the number of shares owned in the Bank when the Bank is dissolved or declared bankrupt;

h. To authorize in writing another person to exercise their rights and obligations; the authorized person may not stand for election in their own capacity;

i. To nominate or recommend persons to the Board of Directors and the Supervisory Board in accordance with this Charter. The list of candidates must be sent to the Board of Directors within the time limit prescribed by the Board of Directors;

j. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares shall have the following rights:

(i) To review and extract the minutes and resolutions or decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to trade secrets or business secrets of the Bank;

(ii) To request the convening of a General Meeting of Shareholders in the following cases:

- The Board of Directors severely violates the rights of shareholders, obligations of managers, or makes decisions beyond its delegated authority;
- The term of office of the Board of Directors has exceeded 06 months and a new Board of Directors has not been elected as replacement;

The request for convening the GMS must be made in writing and must include the following contents: full name, contact address, nationality and legal document number of individual shareholders; name, enterprise code or legal document number and head office address of institutional shareholders; number of shares and time of share registration of each shareholder; total number of shares of the group of shareholders and their ownership ratio in the total shares of the Bank; the matters to be inspected and the purpose of inspection; and the reason for requesting the convening of the GMS. The request for convening must be accompanied by documents and evidence on violations of the Board of Directors, the severity of such violations, or decisions made beyond authority.

Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of documents and evidence provided to competent authorities when requesting the convening of the GMS;

(iii) To request the Supervisory Board to inspect specific matters relating to the management and operation of the Bank where deemed necessary. The request must be made in writing and must include the following contents: full name, contact address, nationality and legal document number of individual shareholders; name, enterprise code or legal document number and head office address of institutional shareholders; number of shares and time of share registration of each shareholder; total number of shares of the group of shareholders and their ownership ratio in the total shares of the Bank; the matters to be inspected and the purpose of inspection.

k. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares shall have the right to nominate persons to the Board of Directors and the Supervisory Board. Ordinary shareholders may form groups to aggregate their voting rights in order to nominate candidates to the Board of Directors and the Supervisory Board and must notify the shareholders attending the meeting of such grouping no later than the opening of the GMS.

(i) The principles for nomination of persons to the Board of Directors shall be implemented as follows:

- A shareholder or group of shareholders owning from 5% to less than 10% of the total ordinary shares may nominate 01 candidate;
- A shareholder or group of shareholders owning from 10% to less than 30% of the total ordinary shares may nominate 02 candidates;
- A shareholder or group of shareholders owning from 30% to less than 40% of the total ordinary shares may nominate 03 candidates;
- A shareholder or group of shareholders owning from 40% to less than 50% of the total ordinary shares may nominate 04 candidates;
- A shareholder or group of shareholders owning from 50% to less than 60% of the total ordinary shares may nominate 05 candidates;
- A shareholder or group of shareholders owning from 60% to less than 70% of the total ordinary shares may nominate 06 candidates;
- A shareholder or group of shareholders holding 70% or more of the total voting shares may nominate the full number of candidates expected to be elected.

Where a shareholder or group of shareholders nominates fewer candidates than the number of candidates they are entitled to nominate, or where the candidates fail to satisfy the prescribed standards and conditions resulting in an insufficient number of expected candidates, the remaining candidates shall be nominated by the incumbent Board of Directors.

(ii) The principles for nomination of persons to the Supervisory Board shall be implemented in the same manner as the principles for nomination of persons to the Board of Directors. Where a shareholder or group of shareholders nominates fewer candidates than the number of candidates they are entitled to nominate, or where the candidates fail to satisfy the prescribed standards and conditions resulting in an insufficient number of expected candidates, the remaining candidates shall be nominated by the incumbent Supervisory Board.

l. Shareholders or groups of shareholders owning more than 10% of the total ordinary shares shall have the right to request the Board of Directors to convene an extraordinary General Meeting of Shareholders;

m. Other rights in accordance with the law and this Charter.

25.2. Shareholders owning voting preference shares shall have the rights prescribed in Clause 2 Article 116 of the Law on Enterprises and Clause 4 Article 60 of the Law on Credit Institutions.

25.3. Shareholders owning dividend preference shares shall have the rights prescribed in Clause 2 Article 117 of the Law on Enterprises and Clause 3 Article 60 of the Law on Credit Institutions.

25.4. A shareholder or group of shareholders owning at least 1% of the ordinary shares shall have the right, in their own name or on behalf of the Bank, to initiate legal proceedings for personal liability or joint liability against Members of the Board of Directors and the Chief Executive Officer to request restitution of benefits or compensation for damage caused to the Bank or other persons in the following cases:

a. Violation of the responsibilities of Managers of the Bank in accordance with this Charter and the law;

b. Failure to perform, incomplete performance, untimely performance, or performance contrary to the law, this Charter, resolutions or decisions of the Board of Directors with respect to the assigned rights and obligations;

c. Abuse of position or title, or use of information, secrets, business opportunities or other assets of the Bank for personal gain or to serve the interests of other organizations or individuals;

d. Other cases in accordance with the law.

The order and procedures for initiating legal proceedings shall comply correspondingly with the law on civil procedure. Litigation costs in cases where shareholders or groups of shareholders initiate proceedings on behalf of the Bank shall be included in the expenses of the Bank, except where the claim is dismissed.

Shareholders or groups of shareholders as prescribed in this Clause shall have the right to review, look up and extract necessary information pursuant to a decision of the Court, the Arbitrator, prior to or during the proceedings.

Article 26. Obligations of the Shareholders

26.1. Shareholders of the Bank shall perform the following obligations:

a. Pay in full the amount corresponding to the shares committed to be purchased within the time limit prescribed by the Bank; and be liable for debts and other property obligations of the Bank within the scope of the capital contributed to the Bank;

b. Not withdraw the share capital already contributed to the Bank in any form that results in a reduction of the Charter Capital of the Bank, except where the Bank or another person repurchases shares in accordance with Article 20 of this Charter. Where a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and any person having related interests in the Bank shall be jointly liable for debts and other property obligations of the Bank within the value of the shares withdrawn;

c. Be responsible before the law for the legality of the source of capital contributed, used to purchase or receive transfer of shares at the Bank; not use credit extended by credit institutions or foreign bank branches, or funds raised from issuance of corporate bonds, to purchase or receive transfer of shares of the Bank; not contribute capital or purchase shares of the Bank under the name of another individual or legal person in any form, except in the case of entrustment in accordance with the law;

d. Comply with this Charter and the Internal Regulations of the Bank;

e. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

f. Keep confidential information provided by the Bank in accordance with this Charter and the law; use the information provided only to exercise and protect their lawful rights and interests; and must not disseminate or copy information provided by the Bank to other organizations or individuals;

g. Be responsible when acting in the name of the Bank in any form to commit violations of law, conduct business or other transactions for personal gain or to serve the interests of other organizations or individuals;

h. Shareholders owning 1% or more of the Charter Capital of the Bank shall be obliged to provide information to the Bank in accordance with Article 48 of this Charter;

i. Other obligations in accordance with the law.

26.2. Shareholders receiving investment entrustment from other organizations or individuals must provide the Bank with information on the beneficial owners of the shares for which they receive investment entrustment in the Bank. The Bank has the right to suspend shareholder rights of shareholders receiving investment entrustment where such shareholders fail to provide information or provide inaccurate information on the beneficial owners of such shares.

Article 27. General Meeting of Shareholders

27.1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Bank.

27.2. The General Meeting of Shareholders shall hold an annual meeting within 04 months from the end of the financial year.

27.3. The Board of Directors shall convene the annual General Meeting of Shareholders. The annual General Meeting of Shareholders shall decide matters prescribed by law and this Charter, in particular approve the annual financial statements and financial plan for the following year.

27.4. An institutional shareholder has the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with the law. Where more than one authorized representative is appointed, the number of shares and number of votes of each representative must be specifically determined. The appointment, termination or change of authorized representative must be notified in writing to the Bank as soon as possible. The notice must contain the following principal contents:

a. Name, head office address and enterprise code of the shareholder;

b. Number of shares, class of shares and date of shareholder registration at the Bank;

c. Full name, contact address, nationality and legal document number of each authorized representative;

d. Number of shares represented under authorization;

e. Term of authorization;

f. Full name and signature of the authorized representative and the Legal Representative of the shareholder.

Article 28. Duties and Powers of the General Meeting of Shareholders

28.1. To approve the development orientation of the Bank.

28.2. To approve the Charter, amendments and supplements to the Charter of the Bank.

28.3. To approve internal governance regulations and regulations on organization and operation of the Board of Directors and the Supervisory Board.

28.4. To decide the number of members of the Board of Directors and the Supervisory Board for each term of office; to elect, dismiss, remove, additionally elect and replace Members of the Board of Directors and members of the Supervisory Board in accordance with the standards and conditions prescribed by the Law on Credit Institutions and this Charter.

28.5. To decide the remuneration, bonuses and other benefits for Members of the Board of Directors and members of the Supervisory Board, and the operating budget of the Board of Directors and the Supervisory Board.

28.6. To consider and handle, within its authority, violations committed by Members of the Board of Directors and members of the Supervisory Board that cause damage to the Bank and its shareholders.

28.7. To decide the organizational and management structure of the Bank.

28.8. To approve the plan for change to Charter Capital; and approve the plan for offering shares, including the class of shares and number of new shares to be offered.

28.9. To approve the plan for repurchase of shares sold.

28.10. To approve the plan for issuance of convertible bonds.

28.11. To approve the proposed recovery plan of the Bank in case of Early Intervention; and approve updates and periodic adjustments to such plan in accordance with Article 143 of the Law on Credit Institutions.

28.12. To approve the annual financial statements; the plan for distribution of after-tax profits after fulfillment of tax obligations and other financial obligations of the Bank; and decide the annual dividend rate for each class of shares.

28.13. To approve reports of the Board of Directors and the Supervisory Board on performance of assigned duties and powers.

28.14. To decide the establishment or conversion of the legal form of commercial presence overseas and subsidiaries of the Bank.

28.15. To approve the plan for capital contribution, purchase and sale of shares or contributed capital portions of the Bank in enterprises or other credit institutions where the capital contribution amount, expected purchase price or book value in case of sale of shares or contributed capital portions is 20% or more of the Charter Capital of the Bank as recorded in the most recent audited financial statements.

28.16. To approve decisions on investment in, purchase and sale of fixed assets of the Bank where the investment amount, expected purchase price or historical cost in case of sale of fixed assets is 20% or more of the Charter Capital of the Bank as recorded in the most recent audited financial statements.

28.17. To approve other contracts and transactions with a value of 20% or more of the Charter Capital of the Bank as recorded in the most recent audited financial statements between the Bank and Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, Major Shareholders of the Bank, Related Persons of Managers, members of the Supervisory Board, Major Shareholders of the Bank, subsidiaries and associated companies of the Bank, except where the Bank is subject to compulsory transfer.

28.18. To decide the division, separation, consolidation, merger, conversion of legal form, dissolution, or request for the Court to initiate bankruptcy proceedings of the Bank.

28.19. To decide the selection of an independent audit organization in accordance with Article 78 of this Charter.

28.20. To decide solutions to remedy major financial fluctuations of the Bank.

28.21. Other duties and powers in accordance with this Charter and the law.

Article 29. Convening the General Meeting of Shareholders

29.1. The General Meeting of Shareholders shall hold an annual meeting once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Viet Nam.

29.2. The person convening the General Meeting of Shareholders shall prepare the list of shareholders entitled to attend the meeting; prepare the agenda, contents and documents of the meeting, and draft resolutions of the General Meeting of Shareholders for each matter on the meeting agenda; determine the time and venue of the meeting; and send meeting invitations to shareholders entitled to attend the meeting.

29.3. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Shareholders Register and the securities holders register of the Bank. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the meeting invitation of the General Meeting of Shareholders.

The list of shareholders entitled to attend the meeting must include: full name, contact address, nationality and legal document number of individual shareholders; name, enterprise code or legal document number and head office address of institutional shareholders; number of shares of each class, and the registration number and date of each shareholder.

29.4. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Bank no later than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, number of each class of shares held by the shareholder, and the matter proposed to be included in the meeting agenda.

29.5. The person convening the General Meeting of Shareholders may only refuse a proposal specified in Clause 29.4 of this Article if it falls into one of the following cases:

a. The proposal is not sent in accordance with Clause 29.4 of this Article;

b. The proposed matter does not fall within the authority of the General Meeting of Shareholders;

c. At the time of receipt of the proposal, the shareholder or group of shareholders does not satisfy the condition of owning shares as prescribed in Clause 29.4 of this Article;

d. The proposal of the shareholder is not for the common interests of the Bank.

Where the person convening the General Meeting of Shareholders refuses a proposal specified in this Clause, no later than 02 working days before the opening date of the General Meeting of Shareholders, such person must respond in writing and state the reason to the proposing shareholder or group of shareholders.

29.6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 29.4 of this Article in the proposed agenda and contents of the meeting, except in the case specified in Clause 29.5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 30. Meeting Agenda and Notice of the General Meeting of Shareholders

30.1. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders entitled to attend the meeting no later than 21 days before the opening date, counted from the date on which the notice is validly sent or delivered, in one of the following methods:

a. The notice shall be sent by a method ensuring delivery to the contact address of the shareholder registered with the Bank and posted on the website of the Bank;

b. The meeting notice must include the name, head office address and enterprise code of the Bank; name and contact address of the shareholder or the authorized representative of the shareholder; time and venue of the meeting; and other requirements applicable to attendees;

c. The meeting notice must be accompanied by the meeting agenda, voting ballot, discussion documents serving as the basis for approving decisions, and draft resolutions for each matter in the meeting agenda;

d. Meeting documents may be posted on the website of the Bank instead of being enclosed with the meeting notice. In this case, the meeting notice must clearly state where and how to download the documents, and the Bank must send the documents to shareholders upon request.

30.2. Where the agenda of the General Meeting of Shareholders includes the election of Members of the Board of Directors or members of the Supervisory Board, the order, procedures and dossiers shall comply with regulations of the State Bank of Vietnam and the law.

30.3. The Board of Directors shall prepare draft resolutions for each matter in the meeting agenda.

30.4. Only the General Meeting of Shareholders has the right to change the meeting agenda enclosed with the notice convening the General Meeting of Shareholders.

Article 31. Exercise of the Right to Attend the General Meeting of Shareholders

31.1. An individual shareholder or an authorized representative of an institutional shareholder may directly attend or authorize in writing another person to attend the General Meeting of Shareholders. Where an institutional shareholder has no authorized representative as prescribed in Clause 27.4 Article 27 of this Charter, it shall authorize another person to attend the General Meeting of Shareholders.

31.2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the authorized individual or organization, number of shares authorized, contents of authorization, scope of authorization, term of authorization, signature of the authorizing party and signature of the authorized party. The number of votes of the authorized person shall correspond to the number of shares held by the authorizing individual or organization in accordance with Clause 31.4 of this Article. The person authorized to attend the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

31.3. The voting ballot of the person authorized to attend the meeting within the authorized scope shall remain valid in one of the following cases: the authorizing person has died, has limited civil act capacity, has lost civil act capacity, or the authorization has been terminated, unless the Board of Directors receives a written notice of any of the foregoing events no later than 24 hours before the opening time of the General Meeting of Shareholders.

31.4. The number of authorized representatives attending the General Meeting of Shareholders shall be as follows:

a. An individual shareholder of the Bank may authorize a maximum of 01 person to attend the General Meeting of Shareholders;

b. An organization being a shareholder of the Bank owning less than 10% of the total ordinary shares may authorize a maximum of 01 person to attend the General Meeting of Shareholders;

c. An organization being a shareholder of the Bank owning 10% or more of the total ordinary shares may authorize a maximum of 03 persons to attend the General Meeting of Shareholders.

31.5. A shareholder shall be deemed to attend and vote at a General Meeting of Shareholders in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another individual or organization to attend and vote at the meeting in accordance with this Charter;

c. Attending and voting via an online conference, electronic voting or other electronic forms;

d. Sending voting ballots to the meeting by mail, fax, email or other forms in accordance with the law.

Article 32. Conditions for Conducting a General Meeting of Shareholders

32.1. A General Meeting of Shareholders shall be conducted when the attending shareholders or their lawful authorized representatives represent more than 50% of the total voting shares.

32.2. Where the first meeting does not satisfy the conditions for proceeding as prescribed in Clause 32.1 of this Article, the notice convening the second General Meeting of Shareholders must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting shares.

32.3. Where the second meeting convened does not satisfy the conditions for proceeding as prescribed in Clause 32.2 of this Article, the third meeting shall be convened within 20 days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders and the ownership ratio of voting shares held by the attending shareholders, and may decide all matters that the first General Meeting of Shareholders was entitled to approve.

Article 33. Procedures for Conducting and Voting at the General Meeting of Shareholders

33.1. The chairperson, secretary and vote counting committee of the General Meeting of Shareholders shall be determined as follows:

a. The Chairperson of the Board of Directors shall act as chairperson or authorize another Member of the Board of Directors to act as chairperson of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairperson is absent or temporarily unable to work, the remaining Members of the Board of Directors shall elect one person among them to act as chairperson of the meeting by majority principle. Where no person is elected as chairperson, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders for the meeting to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as chairperson of the meeting;

b. Except for the case specified at Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders for the meeting to elect a chairperson, and the person with the highest number of votes shall act as chairperson of the meeting;

c. The chairperson shall appoint one or more persons to act as secretary of the meeting and prepare the minutes of the General Meeting of Shareholders;

d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the chairperson of the meeting.

33.2. Registration for meeting attendance:

a. Shareholders and authorized attendees may confirm their attendance at the General Meeting of Shareholders as follows;

(i) Where the General Meeting of Shareholders is held in person:

- Register for attendance on the opening date at the venue and time stated in the meeting notice; or
- Send the meeting attendance confirmation to the Bank;

(ii) In case of a General Meeting of Shareholders held via online conference (*online conference means a meeting in which attendees are not present at the same location but can still communicate with, speak to and see one another through the use of modern information technology systems via the Internet in order to reduce costs and organization time compared with physical meetings*), or in a hybrid online and physical form, or in other electronic forms:

- Send the meeting attendance confirmation to the Bank; or
- Confirm attendance by fax, email or other forms stated in the meeting notice or documents and guidelines issued by the Board of Directors from time to time.

b. Registered attendees shall be issued voting cards corresponding to the matters requiring voting in the meeting agenda;

c. Upon expiry of the registration period, if the minimum ratio required for conducting the meeting is satisfied, the chairperson may open the meeting immediately and proceed with the meeting, without waiting until all shareholders entitled to attend the meeting are present;

d. Shareholders or authorized attendees arriving after the meeting has opened may register and have the right to participate in voting immediately after registration. In this case, the validity of votes already conducted shall not be affected. The chairperson may not suspend the meeting to allow late attendees to register.

33.3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically state the time for each matter in the meeting agenda.

33.4. The chairperson and secretary of the General Meeting of Shareholders shall have the right to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

33.5. The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda. Voting shall be conducted by affirmative votes, negative votes and abstentions. At the meeting, the number of affirmative votes shall be counted first, followed by the number of negative votes, and finally the total number of affirmative or negative votes shall be counted to determine the decision. For matters on which opinions are collected through voting ballots, the voting ballots shall be collected after all matters on which opinions are sought have been voted on, except where the General Meeting of Shareholders decides otherwise before the meeting closes. Where the General Meeting of Shareholders is held by online conference, electronic voting or other electronic forms, voting shall be conducted in accordance with documents and guidelines issued by the Board of Directors from time to time.

33.6. Before and during the meeting, the chairperson or the person convening the General Meeting of Shareholders has the right to:

a. Require all attendees to undergo inspection or other reasonable and lawful security measures;

b. Request competent authorities to maintain order at the meeting; and expel persons who do not comply with the chairperson's right to preside, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

33.7. The chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient number of registered attendees is present for no more than 03 working days from the intended opening date of the meeting, and may only adjourn the meeting or change the meeting venue in the following cases:

a. The meeting venue does not have sufficient convenient seating for all attendees;

b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;

c. An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully.

33.8. Where the chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 33.7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until completion, and the validity of votes at such meeting shall not be affected.

33.9. Where the Bank applies technology to organize the General Meeting of Shareholders by online meeting, the Bank shall be responsible for ensuring that shareholders may attend, express opinions and vote by electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and this Charter. Specifically:

a. The Board of Directors shall decide to organize the General Meeting of Shareholders in online form, other electronic form, or a combination of online and in-person forms, in accordance with the Bank's technology capabilities at the time of organizing the meeting, instead of organizing an in-person General Meeting of Shareholders in cases such as war, terrorism, riot, national emergency, natural disaster, epidemic, fire, flood, accident, social distancing, travel restrictions, force majeure events or other cases as decided by the Board of Directors;

b. The order, procedures and other provisions on online General Meetings of Shareholders shall be stipulated in the Bank's Internal Governance Regulations and/or other internal regulations of the Bank.

33.10. Where deemed necessary, the General Meeting of Shareholders may decide the procedures for conducting meetings and voting at meetings differently from the provisions of this Charter, provided that they are consistent with the law.

Article 34. Extraordinary General Meeting of Shareholders

The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases (unless such matters have been resolved at the annual General Meeting of Shareholders):

34.1. The Board of Directors deems it necessary for the interests of the Bank.

34.2. The remaining number of Members of the Board of Directors is less than the minimum number prescribed in Clause 54.3 Article 54 of this Charter.

34.3. The remaining number of members of the Supervisory Board is less than the minimum number prescribed in Clause 61.2 Article 61 of this Charter.

34.4. Upon a written request of a shareholder or group of shareholders owning 5% or more of the total ordinary shares of the Bank in the cases prescribed in Clause 3 Article 115 of the Law on Enterprises. The written request for convening the meeting shall comply with Clause 4 Article 115 of the Law on Enterprises.

34.5. Upon a request of a shareholder or group of shareholders owning more than 10% of the total ordinary shares.

34.6. Upon a request of the Supervisory Board.

34.7. To decide matters at the request of the State Bank of Vietnam upon the occurrence of any event affecting the safety of the Bank's operations.

34.8. Other cases in accordance with the law.

Article 35. Convening an Extraordinary General Meeting of Shareholders

35.1. The Board of Directors shall convene a shareholders' meeting within 90 days from the date of receipt of a request or the occurrence of an event prescribed in Article 34 of this Charter.

35.2. Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 35.1 of this Article, within the following 30 days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors.

35.3. Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 35.2 of this Article, within the following 30 days, the shareholder or group of shareholders prescribed in Clause 34.4 Article 34 of this Charter has the right to represent the Bank in convening the General Meeting of Shareholders in accordance with regulations.

35.4. All necessary expenses for convening and conducting a shareholders' meeting as mentioned above shall be reimbursed by the Bank. Such expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including meal, accommodation and travel expenses.

Article 36. Approval of Decisions of the General Meeting of Shareholders

36.1. The General Meeting of Shareholders shall approve decisions within its authority by voting at a meeting or by collecting written opinions.

36.2. Decisions of the General Meeting of Shareholders on the following matters must be approved by voting at a General Meeting of Shareholders:

a. Thông qua định hướng phát triển của Ngân hàng;

b. Decision on the number of Members of the Board of Directors and members of the Supervisory Board for each term of office; election, dismissal, removal, additional election and replacement of Members of the Board of Directors and members of the Supervisory Board in accordance with the standards and conditions prescribed in this Charter and relevant laws;

c. Consideration and handling, within its authority, of violations committed by the Board of Directors or the Supervisory Board that cause damage to the Bank and shareholders of the Bank;

d. Decision on division, separation, consolidation, merger, conversion of legal form, dissolution, or request for the Court to initiate bankruptcy proceedings of the Bank.

36.3. Decisions of the General Meeting of Shareholders shall be approved as follows:

a. Except for the cases specified at Points b, c and d of this Clause, decisions of the General Meeting of Shareholders shall be approved when shareholders representing more than 50% of the total voting shares of all attending shareholders vote in favor at the meeting, or when shareholders representing more than 50% of the total voting shares of all shareholders vote in favor in case of collection of written opinions;

b. For decisions on the matters specified in Clauses 28.8 and 28.16 Article 28 of this Charter, such decisions must be approved by shareholders representing more than 65% of the total voting shares of all attending shareholders, or by shareholders representing more than 65% of the total voting shares of all shareholders in case of collection of written opinions;

c. For decisions on the matters specified in Clause 28.18 Article 28 of this Charter, such decisions must be approved by shareholders representing more than 65% of the total voting shares of all attending shareholders;

d. Voting for election of Members of the Board of Directors and members of the Supervisory Board must be conducted by cumulative voting. Each shareholder shall have total votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders may cast all or part of their total votes for one or several candidates. Elected Members of the Board of Directors or members of the Supervisory Board shall be determined according to the number of votes received, counting from highest to lowest, until the required number of members is reached. Where two or more candidates receive the same number of votes for the final seat on the Board of Directors or the Supervisory Board, a re-vote shall be conducted among the candidates with the same number of votes, or selection shall be made according to the criteria set out in the election regulations approved by the General Meeting of Shareholders (if any);

e. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of shareholders owning preference shares shall only be approved if shareholders of the same class of preference shares attending the meeting and owning at least 75% of the total number of preference shares of such class vote in favor, or if shareholders of the same class of preference shares owning at least 75% of the total number of preference shares of such class vote in favor in case of approval of the resolution by collection of written opinions;

36.4. A resolution of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date stated in such resolution.

36.5. A resolution of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and take effect even if the order and procedures for convening the meeting and approving such resolution are not properly implemented as prescribed.

36.6. Decisions of the General Meeting of Shareholders must be posted on the website of the Bank or notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date such decisions are approved.

36.7. Within 15 days from the date of conclusion of the General Meeting of Shareholders or from the end date of vote counting in case of collection of written opinions, resolutions and decisions approved by the General Meeting of Shareholders must be sent to the State Bank of Vietnam.

Article 37. Authority and Procedures for Collecting Written Opinions of Shareholders to Approve Decisions of the General Meeting of Shareholders

37.1. The Board of Directors has the right to collect written opinions of shareholders to approve decisions of the General Meeting of Shareholders at any time where it deems necessary for the interests of the Bank, except for the cases specified in Clause 36.2 Article 36 of this Charter.

37.2. The Board of Directors shall prepare opinion forms, draft decisions of the General Meeting of Shareholders, and explanatory documents for the draft decisions. Opinion forms enclosed with draft decisions and explanatory documents shall be sent by a method ensuring delivery to the contact address of each shareholder, or by fax/email/other electronic means. Where opinions are collected by fax/email/other electronic means, the method, process and other matters relating to the collection of opinions shall comply with guidelines issued by the Board of Directors from time to time. Draft decisions of the General Meeting of Shareholders and explanatory documents may be posted on the website of the Bank instead of being enclosed with the opinion form. In this case, the opinion form must clearly state where and how to download the documents.

37.3. The opinion form must contain the following principal contents:

a. Name, head office address and enterprise registration code of the Bank;

b. Purpose of collecting opinions;

c. Full name, contact address, nationality and legal document number of individual shareholders; name, enterprise code and legal document number of the organization, head office address of the shareholder or authorized representative of the institutional shareholder; number of shares of each class and number of voting rights of the shareholder;

d. Matters on which opinions are collected for approval of decisions;

e. Voting options, including approval, disapproval and abstention;

f. Time limit for sending the completed opinion form to the Bank;

g. Full name and signature of the Chairperson of the Board of Directors or the person authorized by the Chairperson of the Board of Directors to sign the opinion form.

37.4. Shareholders may send completed opinion forms to the Bank in one of the following forms:

a. By mail to the address of the Bank. A completed opinion form must bear the signature of the individual shareholder, the authorized representative or the Legal Representative of the institutional shareholder. The opinion form sent to the Bank must be enclosed in a sealed envelope and no person may open it before vote counting;

b. By fax, email or other electronic means. Opinion forms sent to the Bank by fax, email or other electronic means must be kept confidential until the time of vote counting.

37.5. Opinion forms returned to the Bank after the deadline specified in the opinion form, or which have been opened in case of mailing and disclosed in case of fax, email or other electronic means, shall be invalid. Opinion forms that are not returned shall be deemed non-participating votes.

37.6. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witnessing and supervision of the Supervisory Board or shareholders who do not hold management positions at the Bank. The vote counting minutes must contain the following principal contents:

a. Name, head office address and enterprise code of the Bank;

b. Purpose and matters on which opinions are collected for approval of decisions;

c. Number of shareholders with the total number of voting rights participating in the vote, clearly distinguishing between the number of valid voting rights and invalid voting rights, together with an appendix listing shareholders participating in the vote;

d. Total number of votes in favor, against and abstaining on each matter;

e. Decisions approved and the corresponding voting approval ratio;

f. Full name and signature of the Chairperson of the Board of Directors or the person authorized by the Chairperson of the Board of Directors, and of the person supervising the vote counting and the vote counters.

Where vote counting is conducted by electronic means or information technology application, the procedure, process and other matters relating to vote counting shall be implemented in accordance with regulations of the Board of Directors from time to time.

37.7. Members of the Board of Directors and persons supervising the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes, and jointly liable for any damage arising from decisions approved due to dishonest or inaccurate vote counting.

37.8. The vote counting minutes and resolution must be sent to shareholders or posted on the official website of the Bank within 15 days from the date of completion of vote counting.

37.9. Completed opinion forms, vote counting minutes, the full text of the approved resolution and relevant documents enclosed with the opinion forms shall all be kept at the Head Office of the Bank.

37.10. A resolution approved by collection of written opinions of shareholders shall have the same validity as a decision approved at a meeting of the General Meeting of Shareholders.

Article 38. Minutes of the General Meeting of Shareholders

38.1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. Minutes of the General Meeting of Shareholders must be prepared in Vietnamese, may additionally be prepared in a foreign language, and shall contain the following principal contents:

a. Name, head office address and enterprise code of the Bank;

b. Time and venue of the General Meeting of Shareholders;

c. Meeting agenda and contents;

d. Full name of the chairperson and secretary;

e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;

f. Number of shareholders and total voting rights of attending shareholders, appendix of the list of registered shareholders and shareholder representatives attending the meeting, with the corresponding number of shares and voting rights;

g. Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against and abstentions; and the corresponding ratio to the total voting rights of shareholders attending the meeting;

h. Matters approved and the corresponding voting approval ratio;

i. Full name and signature of the chairperson and secretary.

Where the chairperson or secretary refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other Members of the Board of Directors attending the meeting and contain all contents prescribed in this Clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign the minutes.

38.2. The minutes of the General Meeting of Shareholders must be completed and approved The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

38.3. The minutes of the General Meeting of Shareholders must be sent to all shareholders or posted on the website of the Bank within 15 days from the date of conclusion of the meeting.

38.4. The minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, the full text of approved resolutions and relevant documents enclosed with the meeting notice must be kept at the Head Office of the Bank.

Article 39. Request for Cancellation of Resolutions of the General Meeting of Shareholders

39.1. Within 90 days from the date of receipt of a resolution or minutes of the General Meeting of Shareholders, or the vote counting minutes for collection of written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders owning 5% or more of the total ordinary shares has the right to request a Court or an Arbitrator to consider and cancel the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

a. The order and procedures for convening the meeting and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 36.5 Article 36 of this Charter;

b. The contents of the resolution violate the law or this Charter.

39.2. Where a shareholder or group of shareholders requests a Court or an Arbitrator to cancel a resolution of the General Meeting of Shareholders, such resolution shall remain effective until the cancellation decision of the Court or Arbitrator takes effect, except where interim emergency measures are applied pursuant to a decision of a competent authority.

CHAPTER VII
MANAGEMENT ORGANIZATIONAL STRUCTURE OF THE BANK

Article 40. Management Organizational Structure of the Bank

The management organizational structure of the Bank comprises:

40.1. General Meeting of Shareholders.

40.2. Board of Directors.

40.3. Supervisory Board.

40.4. Chief Executive Officer.

Article 41. Cases of Prohibition from Holding Positions

41.1. The following persons may not serve as Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer, Deputy Chief Executive Officers or equivalent titles of the Bank:

a. Persons falling within the cases specified in Clause 41.2 of this Article;

b. Persons prohibited from participating in the management and administration of enterprises or cooperatives in accordance with the law on cadres, civil servants and public employees, and the law on anti-corruption;

c. Persons who have been owners of private enterprises, general partners of partnerships, Chief Executive Officers/Directors, Members of the Board of Directors, members of the Members' Council, controllers, members of the Supervisory Board of enterprises, or members of the Board of Directors and Chief Executive Officers/Directors of cooperatives at the time such enterprises or cooperatives were declared bankrupt, except where they were appointed or designated to participate in the management, administration or control of an enterprise or cooperative that is a credit institution declared bankrupt as required for performance of duties;

d. Persons who have been suspended from holding the title of Chairperson or other member of the Board of Directors; Chairperson or other member of the Members' Council; Head or other member of the Supervisory Board; or Chief Executive Officer/Director of a credit institution pursuant to Article 47 of the Law on Credit Institutions, or who have been determined by a competent authority to have committed violations resulting in the revocation of the License of such credit institution;

e. Related Persons of Members of the Board of Directors or the Chief Executive Officer of the Bank, except for the case specified in Clause 54.4 Article 54 of this Charter;

f. Persons responsible under inspection conclusions that resulted in the Bank being administratively sanctioned in the monetary and banking sector at the highest fine bracket for violations of regulations on licenses, governance, administration, shares, share certificates, capital contribution, share purchase, credit extension, purchase of corporate bonds, and prudential ratios in accordance with the law on handling administrative violations in the monetary and banking sector.

41.2. The following persons may not serve as Chief Accountant, Branch Director or Director of a subsidiary of the Bank:

a. Minors; persons having difficulty in cognition or behavior control; persons with limited civil act capacity or persons having lost civil act capacity;

b. Persons being prosecuted for criminal liability, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification establishment or compulsory education institution, or prohibited by a Court from holding certain positions, practicing certain professions or performing certain jobs;

c. Persons convicted of serious crimes or more severe crimes;

d. Persons convicted of crimes of infringement upon ownership whose criminal records have not yet been expunged;

e. Government officials, civil servants, public employees, or managers at department level or higher in enterprises in which the State holds 50% or more of the Charter Capital, except persons appointed to act as representatives for management of the State's contributed capital or of enterprises in which the State holds 50% or more of the Charter Capital at the Bank;

f. Military officers, non-commissioned officers, professional servicemen, national defense workers and public employees in agencies or units of the Vietnam People's Army; police officers, non-commissioned officers, professional servicemen and public security workers in agencies or units of the People's Public Security except persons appointed to act as representatives for management of the State's contributed capital or of enterprises in which the State holds 50% or more of the Charter Capital at the Bank.

41.3. Spouses, parents, children and siblings of Members of the Board of Directors and the Chief Executive Officer of the Bank, and spouses of such persons, may not serve as Chief Accountant or person in charge of finance of the Bank.

Article 42. Prohibited Concurrent Positions

42.1. The Chairperson of the Board of Directors of the Bank may not concurrently be an Executive Manager or a member of the Supervisory Board of the Bank and of another credit institution, or a Manager of another enterprise.

42.2. A Member of the Board of Directors who is not an Independent Member of the Board of Directors of the Bank may not concurrently hold any of the following positions:

a. Executive Manager of the Bank, except where such person is the Chief Executive Officer of the Bank;

b. Manager or Executive Manager of another credit institution, or manager of another enterprise, except where such person is a Manager or Executive Manager of a subsidiary or parent company of the Bank, or where an approved compulsory transfer plan is being implemented;

c. Controller or member of the Supervisory Board of another credit institution or another enterprise.

42.3. An Independent Member of the Board of Directors of the Bank may not concurrently hold any of the following positions:

a. Executive Manager of the Bank;

b. Manager or Executive Manager of another credit institution; manager of more than 02 other enterprises;

c. Controller or member of the Supervisory Board of another credit institution or another enterprise.

42.4. Members of the Board of Directors of the Bank may not concurrently hold other titles or positions at the Bank, except where they concurrently hold the position of Chief Executive Officer, positions in the Risk Handling Council, or committees established by the Board of Directors.

42.5. A member of the Supervisory Board of the Bank may not concurrently hold any other position or title at the Bank, except where such person is a Manager, Executive Manager or employee of a credit institution receiving compulsory transfer under an approved compulsory transfer plan:

a. Manager or Executive Manager of the Bank, another credit institution or another enterprise; employee of the Bank or a subsidiary of the Bank;

b. Employee of an enterprise where a Member of the Board of Directors of the Bank is a Member of the Board of Directors, Executive Manager or Major Shareholder of such enterprise.

42.6. The Chief Executive Officer, Deputy Chief Executive Officers and equivalent titles of the Bank may not concurrently be Managers, Executive Managers, controllers or members of the Supervisory Board of another credit institution or another enterprise, except where a Deputy Chief Executive Officer or an equivalent title of the Bank is a Manager or Executive Manager of a subsidiary or parent company of the Bank.

Article 43. Standards and Conditions for Managers, Executive Managers and Certain Other Titles of the Bank

43.1. Members of the Board of Directors must satisfy all of the following standards and conditions:

a. Not falling within the cases of prohibition from holding positions specified in Clause 41.1 Article 41 of this Charter;

b. Having professional ethics in accordance with regulations of the Governor of the State Bank of Vietnam;

c. Having an undergraduate degree or higher;

d. Satisfying one of the following conditions: having at least 03 years of experience as a Manager or Executive Manager of a credit institution; having at least 05 years of experience as a manager of an enterprise operating in the finance, accounting or auditing sector, or of another enterprise having owners' equity at least equal to the Legal Capital applicable to a commercial bank; having at least 05 years of direct working experience in the professional division of a credit institution or foreign bank branch; or having at least 05 years of direct working experience in finance, banking, accounting or auditing.

43.2. Independent Members of the Board of Directors must satisfy all standards and conditions prescribed in Clause 43.1 of this Article and the following standards and conditions:

a. Not currently working for the Bank or a subsidiary of the Bank, and not having worked for the Bank or a subsidiary of the Bank for the 03 immediately preceding years;

b. Not receiving regular salary or remuneration from the Bank, other than allowances for Members of the Board of Directors;

c. Not having a spouse, parent, child, sibling or spouse of such persons who is a Major Shareholder of the Bank, Manager, controller, member of the Supervisory Board of the Bank or of a subsidiary of the Bank;

d. Not directly or indirectly owning shares of the Bank; and not being a Related Person of a person who owns 1% or more of the Charter Capital or voting share capital of the Bank;

e. Not having been a Manager or member of the Supervisory Board of the Bank at any time during the 05 immediately preceding years.

43.3. Members of the Supervisory Board must satisfy all of the following standards and conditions:

a. The standards and conditions prescribed at Points a and b Clause 43.1 of this Article;

b. Having an undergraduate degree or higher in one of the following disciplines: finance, banking, economics, business administration, law, accounting or auditing;

c. Having at least 03 years of direct working experience in finance, banking, accounting or auditing;

d. Not being a Related Person of any Manager of the Bank;

e. The Head of the Supervisory Board must reside in Viet Nam during his/her term of office;

43.4. The Chief Executive Officer must satisfy all of the following standards and conditions:

a. The standards and conditions prescribed at Points a and b Clause 43.1 of this Article;

b. Having an undergraduate degree or higher in one of the following disciplines: finance, banking, economics, business administration, law, accounting or auditing;

c. Satisfying one of the following conditions: having at least 05 years of experience as an Executive Manager of a credit institution; having at least 05 years of experience as the Chief Executive Officer/Director or Deputy Chief Executive Officer/Deputy Director of an enterprise having owners' equity at least equal to the Legal Capital applicable to a commercial bank, and at least 05 years of direct working experience in finance, banking, accounting or auditing; or having at least 10 years of direct working experience in finance, banking, accounting or auditing;

d. Residing in Viet Nam during his/her term of office;

e. Not being a Related Person of any Manager of the Bank, member of the Supervisory Board of the Bank and its parent company, or representative of capital contribution of an enterprise at the Bank and its parent company as prescribed at Point d Clause 46 Article 4 of the Law on Securities.

43.5. Deputy Chief Executive Officers, the Chief Accountant, Branch Directors, Chief Executive Officers (Directors) of subsidiaries and equivalent titles must satisfy all of the following standards and conditions:

a. Not falling within the cases of prohibition from holding positions specified in Clause 41.2 Article 41 of this Charter; for Deputy Chief Executive Officers, not falling within the cases of prohibition from holding positions specified in Clause 41.1 Article 41 of this Charter;

b. Satisfying one of the following conditions: having a university degree or higher in one of the following disciplines: finance, banking, economics, business administration, law, accounting or auditing, or another discipline relevant to the professional field for which he/she will be responsible;

c. Residing in Viet Nam during his/her term of office;

d. The Chief Accountant must also satisfy the standards and conditions prescribed by the law on accounting.

Article 44. Cases of Automatic Loss of Status

44.1. The following cases shall result in automatic loss of status as Member of the Board of Directors, member of the Supervisory Board or Chief Executive Officer of the Bank:

a. Falling within any of the cases of prohibition from holding positions specified in Article 41 of this Charter;

b. Being the representative of contributed capital of an organization that is a shareholder of the Bank when such organization ceases to exist;

c. No longer being the authorized representative of contributed capital of an institutional shareholder;

d. Being expelled from the territory of the Socialist Republic of Viet Nam;

e. The Bank has its License revoked;

f. The employment contract of the Chief Executive Officer expires;

g. Death.

44.2. The Board of Directors must submit a written report enclosed with supporting documents on the automatic loss of status of personnel as prescribed at Points a, b, c, d, f and g Clause 44.1 of this Article to the State Bank of Vietnam within 05 working days from the date of receipt of information on such automatic loss of status, and shall be responsible for the accuracy and truthfulness of such report.

44.3. After automatic loss of status, Members of the Board of Directors, members of the Supervisory Board and the Chief Executive Officer shall remain liable for their decisions made during their term of office.

Article 45. Dismissal and Removal

45.1. Except in cases of automatic loss of status as prescribed in Article 44 of this Charter, the Chairperson or other Members of the Board of Directors, the Head or other members of the Supervisory Board, and the Chief Executive Officer of the Bank shall be dismissed or removed in any of the following cases:

a. Dismissal upon submission of a resignation letter to the Board of Directors or the Supervisory Board;

b. Removal due to failure to participate in activities of the Board of Directors or the Supervisory Board for 06 consecutive months, except in force majeure events;

c. Removal due to failure to satisfy the standards and conditions prescribed in Article 43 of this Charter;

d. Removal where an Independent Member of the Board of Directors fails to satisfy the requirements prescribed in Clause 42.3 Article 42 and Clause 43.2 Article 43 of this Charter;

e. Disloyalty to the interests of the Bank through one or more acts, including but not limited to: using information, secrets or business opportunities of the Bank; abusing position, title or assets of the Bank for personal gain or to serve the interests of other organizations or individuals, thereby causing damage to the interests of the Bank or its shareholders;

f. Acts causing difficulty, obstruction or other similar acts that affect the smooth operation or progress of governance and administration of the Bank, including but not limited to intentionally failing to attend duly convened meetings of the Board of Directors; refusing to sign meeting minutes without legitimate reason; failing to perform, or inadequately performing, tasks assigned by the Board of Directors, causing disunity or loss of internal solidarity; and/or committing acts or causing events that adversely affect the reputation or brand image of the Bank;

g. Failing to notify the Bank in a timely, complete and accurate manner of their interests in other organizations or transactions with other organizations or individuals that may give rise to conflicts of interest with the Bank;

h. Other cases of dismissal or removal in accordance with the law.

45.2. After being dismissed or removed, the Chairperson, Members of the Board of Directors, the Head and other members of the Supervisory Board, and the Chief Executive Officer of the Bank shall remain liable for their decisions made during their term of office.

45.3. Within 10 days from the date of approval of the decision on dismissal or removal of personnel specified in Clause 45.1 of this Article, the Board of Directors of the Bank shall submit a written report enclosed with relevant documents to the State Bank of Vietnam.

Article 46. Suspension and Temporary Suspension

46.1. The Chairperson and other Members of the Board of Directors; the Head and other members of the Supervisory Board; and Executive Managers of the Bank may be suspended or temporarily suspended by the State Bank of Vietnam from exercising their rights and performing their obligations in the following cases:

a. Violating regulations on prohibited concurrent positions specified in Article 42 of this Charter;

b. Violating regulations specified in Clause 51.10 Article 51 of this Charter;

c. Violating other relevant laws in the course of exercising their assigned rights and performing their assigned obligations;

d. Failing to satisfy the standards and conditions prescribed in Article 43 of this Charter.

46.2. The Chairperson and other Members of the Board of Directors; the Head and other members of the Supervisory Board; and Executive Managers of the Bank may be specially suspended or temporarily suspended by the Special Supervisory Board from exercising their rights and performing their obligations where the Bank is placed under Special Control and such suspension is deemed necessary.

46.3. A person suspended or temporarily suspended from exercising rights and performing obligations as prescribed in Clauses 46.1 and 46.2 of this Article shall participate in handling existing matters and violations relating to personal liability upon request of the State Bank of Vietnam, the Board of Directors, the Supervisory Board of the Bank, or the Special Supervisory Board.

Article 47. Approval of the Expected List of Persons to be Elected or Appointed as Members of the Board of Directors, Members of the Supervisory Board and Chief Executive Officer

47.1. The expected list of persons to be elected or appointed as Members of the Board of Directors, members of the Supervisory Board and Chief Executive Officer must be included in the list approved by the State Bank of Vietnam.

47.2. The dossiers and procedures for approval of the personnel list expected to be elected or appointed to the titles specified in Clause 47.1 of this Article shall comply with regulations of the Governor of the State Bank of Vietnam.

47.3. The Bank must notify the State Bank of Vietnam of the list of persons elected or appointed to the titles specified in Clause 47.1 of this Article within 10 days from the date of election or appointment.

Article 48. Provision and Public Disclosure of Information

48.1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officers and other equivalent titles of the Bank must provide the Bank with the following information:

a. Name, enterprise code and head office address of the enterprise or other economic organization in which they, or they together with their Related Persons, own contributed capital or shares representing 5% or more of the Charter Capital, including contributed capital or shares held under authorization or entrustment in the name of another individual or organization;

b. Name, enterprise code and head office address of the enterprise in which they and their Related Persons are Members of the Board of Directors, members of the Members' Council, controllers, members of the Supervisory Board or Chief Executive Officer (Director);

c. Information on Related Persons being individuals, including: full name; personal identification number; nationality, passport number, date and place of issuance for foreign persons; and relationship with the information provider;

d. Information on Related Persons being organizations, including: name, enterprise code, head office address of the enterprise, Enterprise Registration Certificate number or equivalent legal document number; Legal Representative; and relationship with the information provider.

48.2. Shareholders owning 1% or more of the Charter Capital of the Bank must provide the Bank with the following information:

a. Full name; personal identification number; nationality, passport number, date and place of issuance for foreign shareholders; Enterprise Registration Certificate number or equivalent legal document number for institutional shareholders; date and place of issuance of such document;

b. Information on Related Persons as prescribed at Points c and d Clause 48.1 of this Article;

c. Number and ratio of shares ownership in the Bank;

d. Number and ratio of shares owned by their Related Persons in the Bank.

48.3. The persons specified in Clauses 48.1 and 48.2 of this Article must send the Bank a written initial information disclosure and any updates to such information within 07 working days from the date on which the information arises or changes.

With respect to the information specified at Points c and d Clause 48.2 of this Article, shareholders shall only be required to provide information to the Bank when there is a change in their share ownership ratio, or in the share ownership ratio of themselves and their Related Persons, of 1% or more of the Charter Capital of the Bank compared with the previous disclosure.

48.4. The Bank shall list and maintain the information specified in Clauses 48.1 and 48.2 of this Article at its Head Office and submit a written report to the State Bank of Vietnam within 07 working days from the date of receipt of the disclosed information. Periodically every year, the Bank shall disclose the information specified at Points a, b and d Clause 48.1 and Points a, c and d Clause 48.2 of this Article to the General Meeting of Shareholders of the Bank.

48.5. The Bank shall publicly disclose information on the full names of individuals and names of organizations being shareholders owning 1% or more of the Charter Capital of the Bank, and the information specified at Points c and d Clause 48.2 of this Article, on the website of the Bank within 07 working days from the date of receipt of the disclosed information.

48.6. Persons subject to information provision and public disclosure must ensure that the information provided and publicly disclosed is truthful, accurate, complete and timely, and shall be responsible for such provision and public disclosure of information.

48.7. Members of the Board of Directors and the Chief Executive Officer who, in their personal capacity or on behalf of another person, perform work in any form within the business scope of the Bank must explain the nature and contents of such work to the Board of Directors and the Supervisory Board before doing so, and may only perform such work upon approval by a majority of the remaining Members of the Board of Directors. If such work is performed without declaration or without approval of the Board of Directors, all income derived from such activity shall belong to the Bank.

Article 49. Remuneration, Salaries and Bonuses for Managers, Executive Managers and Members of the Supervisory Board

49.1. Members of the Board of Directors shall receive remuneration and bonuses based on the business results and performance of the Bank.

49.2. Members of the Supervisory Board shall receive remuneration and bonuses based on work performance.

49.3. The Chief Executive Officer and other Executive Managers shall receive salaries and bonuses based on work performance and internal regulations of the Bank.

CHƯƠNG VIII
GENERAL RIGHTS AND OBLIGATIONS
OF MANAGERS AND EXECUTIVE MANAGERS OF THE BANK

Article 50. Duty of Care of Members of the Board of Directors, Members of the Supervisory Board, Chief Accountant, Chief Executive Officer and Members of the Board of Management

Members of the Board of Directors, members of the Supervisory Board, the Chief Accountant, the Chief Executive Officer and members of the Board of Management shall perform their duties in an honest manner, and in the manner they consider to be in the best interests of the Bank, in compliance with the law and this Charter, with the degree of prudence that an ordinarily prudent person would exercise in similar conditions and circumstances.

Article 51. General Rights and Obligations of Managers and Executive Managers of the Bank

51.1. To comply with the law, the Charter of the Bank, and resolutions and decisions of the General Meeting of Shareholders.

51.2. To exercise assigned rights and perform assigned obligations honestly and prudently in the interests of the Bank and its shareholders.

51.3. Not to use information, secrets or business opportunities of the Bank, or abuse their position, title or assets of the Bank for personal gain or to serve the interests of other organizations or individuals, thereby causing damage to the interests of the Bank or its shareholders.

51.4. To be responsible for compliance with restrictions to ensure prudential safety in banking operations of the Bank in accordance with the Law on Credit Institutions.

51.5. To ensure the retention of records of the Bank in order to provide data for the management, administration and control of all operations of the Bank, as well as inspection, supervision and examination activities of the State Bank of Vietnam.

51.6. To understand the types of risks in the operations of the Bank.

51.7. To notify the Bank in a timely, complete and accurate manner of their interests in other organizations or transactions with other organizations or individuals that may give rise to conflicts of interest with the Bank, and may only participate in such transactions upon approval by the Board of Directors.

51.8. Not to create conditions for themselves or their Related Persons to borrow capital from, or use other banking services of, the Bank on preferential or more favorable terms compared with the general regulations of the Bank.

51.9. Not to increase remuneration or salaries, or request payment of bonuses to Managers and Executive Managers, when the Bank incurs losses.

51.10. Within the scope of assigned rights and obligations, to be responsible for implementing written requests of the State Bank of Vietnam regarding matters within the authority of the State Bank of Vietnam; implementing recommendations, warnings of risks and operational safety; and preventing and combating money laundering, and violations of the law on monetary and banking matters; and implementing inspection conclusions, recommendations and handling decisions.

51.11. Other rights and obligations in accordance with the law and this Charter.

Article 52. Duty of Loyalty and Avoidance of Conflicts of Interest

52.1. Members of the Board of Directors, members of the Supervisory Board, the Chief Accountant, the Chief Executive Officer and other Executive Managers of the Bank shall not use for themselves business opportunities that may bring benefits to the Bank and shall not use information obtained by virtue of the positions they hold for personal gain or to serve the interests of any other economic organization or individual that conflicts with the interests of the Bank.

52.2. Members of the Board of Directors, members of the Supervisory Board, the Chief Accountant, the Chief Executive Officer and other members of the Board of Management shall have the obligation to fully and promptly notify the Board of Directors of any interests that may give rise to conflicts which they may have with economic legal persons, transactions or other individuals. Such persons may only use such opportunities when the Members of the Board of Directors having no related interest have decided not to pursue such matters.

52.3. Members of the Board of Directors, members of the Supervisory Board, the Chief Accountant, the Chief Executive Officer, members of the Board of Management or their Related Persons may not purchase, sell or otherwise transact in any form shares of the Bank or of a subsidiary of the Bank at the time when they possess information that may affect the prices of such shares and other shareholders are not aware of such information.

Article 53. Liability for Damage and Compensation

Members of the Board of Directors, the Supervisory Board, the Chief Accountant, the Chief Executive Officer and members of the Board of Management who breach their duties and responsibilities of loyalty and prudence, or fail to fulfill their obligations, shall be personally liable for any damage caused by their violations.

CHAPTER IX
BOARD OF DIRECTORS

Article 54. Composition, Term of Office and Structure of the Board of Directors

54.1. The Board of Directors is the governance body of the Bank, having full authority to act in the name of the Bank to decide and exercise the rights and perform the obligations of the Bank, except for matters falling within the authority of the General Meeting of Shareholders.

54.2. The term of office of the Board of Directors is 05 years. The term of office of a Member of the Board of Directors shall follow the term of office of the Board of Directors. A Member of the Board of Directors may be elected or reappointed for an unlimited number of terms. The term of office of a Member of the Board of Directors elected additionally or as replacement shall be the remaining term of office of the Board of Directors. The Board of Directors of the term that has just ended shall continue its operation until the Board of Directors of the new term takes over its work.

54.3. The Board of Directors shall have at least 05 members and no more than 11 members. The number of members for each term shall be decided by the General Meeting of Shareholders. The Board of Directors must have at least 02 Independent Members, and two-thirds of the total number of Members of the Board of Directors must be Independent Members and members who are not Executive Managers of the Bank.

Where the number of Members of the Board of Directors is less than the minimum number prescribed in this Clause, within 90 days from the date on which the minimum number is no longer met, the Bank must additionally elect members to ensure the minimum number, except where the Bank is placed under Special Control.

54.4. Individuals and Related Persons of such individuals, or representatives of capital contribution of an institutional shareholder and Related Persons of such representatives, may participate in the Board of Directors but may not exceed 02 members of the Board of Directors of the Bank, except where such persons are representatives of State contributed capital or the compulsory transferee.

54.5. The Board of Directors shall use the seal of the Bank to perform its duties and exercise its powers.

54.6. The Board of Directors shall have assisting units, including the Office of the Board of Directors and specialized committees established by decision of the Board of Directors. The functions and duties of the assisting units shall be prescribed by the Board of Directors.

54.7. The Board of Directors shall establish committees/councils to assist the Board of Directors in performing its duties and exercising its powers, including the Risk Management Committee and the Human Resources Committee. The Board of Directors shall prescribe the duties and powers of these two committees in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 55. Duties and Powers of the Board of Directors

55.1. To be responsible before the General Meeting of Shareholders for performing the assigned duties and powers in accordance with this Charter.

55.2. To submit to the General Meeting of Shareholders for decision and approval matters falling within the duties and powers of the General Meeting of Shareholders as prescribed in Article 30 of this Charter.

55.3. To decide the strategy, medium-term development plan and annual business plan of the Bank.

55.4. To decide the establishment of branches, representative offices and non-business units of the Bank in accordance with the law;

55.5. To appoint, dismiss, enter into contracts with, terminate contracts with, discipline, suspend, and decide salaries, bonuses and other benefits for the Chief Executive Officer, Deputy Chief Executive Officers and other Executive Managers within its authority in accordance with internal regulations of the Board of Directors from time to time.

55.6. To approve the plan for capital contribution, purchase and sale of shares or contributed capital portions of the Bank in enterprises or other credit institutions where the capital contribution amount, expected purchase price or book value in case of sale of shares or contributed capital portions is less than 20% of the Charter Capital of the Bank as recorded in the most recent audited financial statements.

55.7. To appoint representatives of the Bank's contributed capital in enterprises and other credit institutions. To decide matters falling within the authority of the owner at subsidiaries of the Bank, except for matters falling within the authority of the General Meeting of Shareholders in accordance with the law and this Charter.

55.8. To approve decisions on investment in, purchase and sale of fixed assets of the Bank where the investment amount, expected purchase price or historical cost in case of sale of fixed assets is 10% or more of the Charter Capital of the Bank as recorded in the most recent audited financial statements, except for investments in, purchase and sale of fixed assets falling within the decision-making authority of the General Meeting of Shareholders.

55.9. To decide market development, marketing and technology solutions.

55.10. To decide credit extensions as prescribed in Clause 7 Article 136 of the Law on Credit Institutions, except for other contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders.

55.11. To approve other contracts and transactions with a value of less than 20% of the Charter Capital of the Bank as recorded in the most recent audited financial statements between the Bank and Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, Major Shareholders of the Bank, Related Persons of Managers, members of the Supervisory Board, Major Shareholders of the Bank, subsidiaries and associated companies of the Bank. In this case, the related member shall not have voting rights.

55.12. To inspect, supervise and direct the Chief Executive Officer in performing assigned duties; and annually evaluate the work performance of the Chief Executive Officer.

55.13. To issue internal regulations relating to the organization, governance and operations of the Bank in accordance with the Law on Credit Institutions and other relevant laws, except for matters falling within the authority of the General Meeting of Shareholders.

55.14. To decide risk management policies and supervise the implementation of risk prevention measures of the Bank.

55.15. To consider and approve the annual report of the Bank.

55.16. To approve other contracts and transactions with a value of 10% or more of the Charter Capital of the Bank as recorded in the most recent audited financial statements. For contracts and other transactions with a value of less than 10% of the Charter Capital of the Bank as recorded in the most recent audited financial statements, the Board of Directors shall prescribe the delegation of approval authority in accordance with the actual situation of the Bank where deemed necessary, and approve them within its authority, if any, under this regulation.

55.17. To develop, update and adjust the proposed recovery plan in case the Bank is subject to Early Intervention; to approve and submit the proposed recovery plan to the State Bank of Vietnam in accordance with Article 143 of the Law on Credit Institutions; and to approve and send to the State Bank of Vietnam the recovery plan as developed, updated as prescribed in Clauses 1 and 2 Article 158 of the Law on Credit Institutions in case the Bank is subject to Early Intervention.

55.18. To recommend the class of shares and total number of shares of each class authorized for offering; to decide the offering of new shares within the number of shares authorized for offering of each class; to raise additional capital in other forms; to decide the offering price of shares, convertible bonds and other securities of the Bank; and to decide the repurchase of shares of the Bank under an approved plan.

55.19. To recommend the profit distribution plan and dividend rate to be paid; and to decide the timing and procedures for payment of dividends or handling of losses arising in the course of business operations.

55.20. To prepare contents and documents to submit to the General Meeting of Shareholders for decision and approval of matters falling within the authority of the General Meeting of Shareholders, except for matters falling within the duties and powers of the Supervisory Board. The Board of Directors has the right to prescribe the rules on organization and operation of the General Meeting of Shareholders and other relevant matters where: (i) the General Meeting of Shareholders is held by online conference, electronic voting or other electronic forms; or (ii) written opinions of shareholders are collected to approve resolutions or decisions of the General Meeting of Shareholders by fax, email or other electronic means.

55.21. To approve the agenda and operation plan of the Board of Directors; the agenda, contents and documents serving meetings of the General Meeting of Shareholders; to decide the method of holding the General Meeting of Shareholders by in-person meeting, online meeting, online conference or other methods; and to convene the General Meeting of Shareholders or collect written opinions of shareholders to approve resolutions or decisions of the General Meeting of Shareholders.

55.22. To organize implementation, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and of the Board of Directors.

55.23. To submit annual financial statements to the General Meeting of Shareholders.

55.24. To promptly notify the State Bank of Vietnam of information adversely affecting the status of Members of the Board of Directors, members of the Supervisory Board and the Chief Executive Officer.

55.25. To appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, decide the remuneration and other benefits of such persons, and elect, dismiss or remove the Chairperson of the Board of Directors.

55.26. To perform functions and duties relating to control activities in accordance with the Circular of the State Bank of Vietnam on the internal control system of commercial banks and internal regulations of the Bank.

55.27. To decide and delegate authority to decide the level of compensation due to technical incidents in the Bank.

55.28. Other duties and powers in accordance with the law and this Charter.

Article 56. Rights and Obligations of the Chairperson of the Board of Directors

56.1. The Chairperson of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among the Members of the Board of Directors elected by the General Meeting of Shareholders.

56.2. The Chairperson of the Board of Directors shall have the following duties and powers:

a. To convene and chair the General Meeting of Shareholders on behalf of the Board of Directors;

b. To prepare the agenda and operation plan of the Board of Directors, and be responsible for exercising his/her rights and performing his/her obligations;

c. To convene, preside over and chair meetings of the Board of Directors; and appoint the secretary of meetings of the Board of Directors;

d. To organize the approval of resolutions and decisions of the Board of Directors;

e. To supervise and organize supervision of the implementation of resolutions and decisions of the Board of Directors.

f. To sign documents falling within the authority of the Board of Directors on behalf of the Board of Directors;

g. To ensure that Members of the Board of Directors receive complete, objective and accurate information and have sufficient time to discuss matters that the Board of Directors must consider;

h. To assign specific duties to each Member of the Board of Directors. The contents of specific duty assignments to members must be made in writing and signed by the Chairperson of the Board of Directors;

i. To supervise Members of the Board of Directors in exercising their assigned rights and performing their assigned obligations and duties;

j. To annually evaluate the work performance of each Member of the Board of Directors and committees of the Board of Directors, and report the evaluation results to the General Meeting of Shareholders;

k. To authorize only one other Member of the Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors during his/her absence or inability to perform duties;

l. Other rights and obligations in accordance with the law and this Charter.

56.3. Where the Chairperson of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement.

56.4. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another Member of the Board of Directors to exercise the rights and perform the duties of the Chairperson of the Board of Directors. Where there is no authorized person, or where the Chairperson of the Board of Directors is unable to work, or in other cases prescribed by law, the remaining Members of the Board of Directors shall elect one person among them to hold the position of Chairperson of the Board of Directors by majority principle until a new decision of the Board of Directors is issued.

Article 57. Rights and Obligations of Members of the Board of Directors

57.1. To exercise the rights and perform the obligations of Members of the Board of Directors in accordance with the internal regulations of the Board of Directors and the assignment of the Chairperson of the Board of Directors in an honest and prudent manner, in the interests of the Bank and its shareholders; to promote the independence of Independent Members of the Board of Directors in exercising their rights and performing their obligations; and to be responsible for exercising their rights and performing their obligations.

57.2. To review audit reports and financial statements prepared by independent auditors, and to give opinions or request Executive Managers of the Bank, independent auditors and internal auditors to explain matters relating to such reports.

57.3. To request the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors.

57.4. To request the convening of an extraordinary General Meeting of Shareholders in accordance with this Charter.

57.5. To attend meetings of the Board of Directors, discuss and vote on matters falling within the duties and powers of the Board of Directors in accordance with this Charter; and to be responsible before the General Meeting of Shareholders and the Board of Directors for their decisions. Where a voting matter gives rise to a conflict of interest with any member, such member shall not participate in voting.

57.6. To implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

57.7. To explain to the General Meeting of Shareholders and the Board of Directors the performance of assigned duties upon request.

57.8. To disclose information when conducting transactions in shares of the Bank in accordance with the law.

57.9. To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, associated companies and other organizations.

57.10. Members of the Board of Directors may not authorize other persons to attend meetings of the Board of Directors to decide matters prescribed in Clauses 2, 4, 6, 7, 8, 10, 12, 13, 14 and 18 Article 70 of the Law on Credit Institutions.

57.11. Each Independent Member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

57.12. Other rights and obligations in accordance with the law and internal regulations issued by the Board of Directors.

Article 58. Meetings of the Board of Directors

58.1. Where the Board of Directors elects the Chairperson, the first meeting of the term of office of the Board of Directors must be held within 07 working days from the date of completion of the election of the Board of Directors for such term in order to elect the Chairperson and make other decisions within its authority. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. Where more than one member receives the same highest number of votes or voting ratio, the elected members shall elect one person among them by majority principle to convene the meeting of the Board of Directors.

58.2. The Board of Directors shall meet at least once every quarter and may hold regular or extraordinary meetings. The Board of Directors may meet at the Head Office of the Bank or at another location as decided by the Board of Directors.

58.3. Meetings of the Board of Directors shall be convened by the Chairperson of the Board of Directors.

58.4. The Chairperson of the Board of Directors must convene an extraordinary meeting of the Board of Directors in any of the following cases:

a. Upon the proposal of the Supervisory Board or an Independent Member of the Board of Directors;

b. Upon the proposal of the Chief Executive Officer or at least 05 other Managers;

c. Upon the proposal of at least 02 Members of the Board of Directors;

d. Other cases in accordance with the law.

The proposal must be made in writing, clearly stating the purpose, matters to be discussed and decisions falling within the authority of the Board of Directors.

58.5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal prescribed in Clause 58.4 of this Article. Where the Chairperson fails to convene a meeting of the Board of Directors as proposed, the Chairperson shall be liable for any damage caused to the Bank, and the proposer has the right to convene a meeting of the Board of Directors in place of the Chairperson.

58.6. When convening a meeting of the Board of Directors, the Chairperson of the Board of Directors or the person convening the meeting must send the meeting notice at least 03 working days before the meeting date. The meeting notice must specify the time and venue of the meeting, agenda, matters to be discussed and decided. The meeting notice must be accompanied by documents used at the meeting and voting ballots of members. The meeting notice of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods, provided that it reaches the contact address of each Member of the Board of Directors registered with the Bank. Where the Chairperson of the Board of Directors or the person convening the meeting considers that there is a matter requiring urgent handling without sufficient time to notify all Members of the Board of Directors, the Chairperson of the Board of Directors or the person convening the meeting may hold the meeting immediately after sending the meeting notice; relevant documents may be provided to the members at the meeting.

58.7. A Member of the Board of Directors having related interests in a matter submitted to a meeting for decision by the Board of Directors shall not participate in voting on such matter, and shall not authorize another Member of the Board of Directors to vote on such matter.

58.8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend. Where a meeting convened under this Clause does not have the required number of attending members, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the Members of the Board of Directors attend.

58.9. A Member of the Board of Directors may authorize another person who is not a Member of the Board of Directors to attend and vote if approved by a majority of the Members of the Board of Directors. The authorized person must undertake to keep confidential all information and documents used at the meeting, and the authorizing Member of the Board of Directors shall be responsible for maintaining the confidentiality of the meeting contents with respect to the authorized person. Such authorization must comply with Clause 57.10 Article 57 of this Charter.

58.10. A Member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote in accordance with Clause 58.9 of this Article;

c. Attending and voting via online conference, electronic voting or other similar forms;

d. Sending voting ballots to the meeting by mail, fax, email or other methods in accordance with the law.

Where voting ballots are sent to the meeting by mail, the voting ballots must be placed in sealed envelopes and delivered to the Chairperson of the Board of Directors no later than one hour before the opening of the meeting. Voting ballots may only be opened in the presence of all attendees.

58.11. The Board of Directors shall decide to organize meetings of the Board of Directors in online form, other electronic form, or a combination of online and in-person forms, in accordance with the Bank's technology capabilities at the time of organizing the meeting, instead of organizing meetings of the Board of Directors in person.

The procedures, conditions and other matters relating to the application of information technology to meetings of the Board of Directors as prescribed in this Clause and/or the form of voting at meetings of the Board of Directors and/or sending voting ballots to meetings by mail, fax or email shall be decided by the Board of Directors in accordance with the law, this Charter and other internal regulations of the Bank.

Article 59. Authority and Procedures for Collecting Written Opinions of Members of the Board of Directors

59.1. The Chairperson of the Board of Directors shall decide and organize the collection of written opinions of Members of the Board of Directors.

59.2. The documents, procedures and method for collecting written opinions of Members of the Board of Directors shall be decided by the Chairperson of the Board of Directors.

59.3. The vote counting secretary shall count the votes and prepare the vote counting minutes under the witnessing and supervision of at least one Member of the Board of Directors or one member of the Supervisory Board. The vote counting minutes must include at least the following principal contents:

a. Name, head office address and enterprise code of the Bank;

b. Purpose and matters on which opinions are collected;

c. Total number of voting ballots sent out, total number of voting ballots returned, number of valid voting ballots and number of invalid voting ballots. The minutes must include an appendix listing Members of the Board of Directors participating in the vote;

d. Total number of votes in favor, against and abstaining on each matter on which opinions are collected;

e. Full name and signature of the person in charge of vote counting, the Chairperson of the Board of Directors, and the person witnessing and supervising the vote counting.

59.4. The secretary of the Board of Directors participating in the collection of written opinions of Members of the Board of Directors, and the person witnessing and supervising the vote counting, shall be jointly liable for the truthfulness and accuracy of the vote counting minutes, and jointly liable for any damage arising from decisions approved due to dishonest or inaccurate vote counting.

59.5. The vote counting minutes, together with resolutions and decisions of the Board of Directors approved based on the vote counting results, must be sent to Members of the Board of Directors within 15 days from the date of completion of vote counting.

59.6. Completed opinion forms, vote counting minutes, the full text of approved resolutions and relevant documents enclosed with the opinion forms shall all be kept at the Head Office of the Bank.

59.7. Resolutions and decisions approved by collection of written opinions of Members of the Board of Directors shall have the same validity as decisions approved at meetings of the Board of Directors.

Article 60. Approval of Resolutions and Decisions of the Board of Directors and Minutes of Meetings of the Board of Directors

60.1. The Board of Directors shall approve resolutions and decisions by voting at meetings or by collecting written opinions. The collection of written opinions may be carried out by mail, email, fax or other electronic means as prescribed by the Board of Directors. Each Member of the Board of Directors shall have one vote.

60.2. Resolutions and decisions of the Board of Directors shall be approved if they are voted in favor by a majority of Members of the Board of Directors entitled to vote who attend the meeting, including written voting ballots and voting by authorization. In case of a tie, the final decision shall be made in accordance with the opinion of the Chairperson of the Board of Directors or the chairperson of the meeting.

60.3. In case of collecting written opinions to approve resolutions or decisions of the Board of Directors, such resolutions or decisions shall be approved based on the majority of affirmative opinions of Members of the Board of Directors entitled to vote. In case of a tie, the final decision shall be made in accordance with the opinion of the Chairperson of the Board of Directors.

60.4. Minutes of meetings of the Board of Directors:

a. Minutes of meetings of the Board of Directors must bear the signatures of the chairperson and the minute taker. The chairperson of a meeting of the Board of Directors shall be responsible for arranging the preparation and sending of the minutes of such meeting to all Members of the Board of Directors. Such minutes shall be deemed conclusive evidence of the work conducted at the meeting, unless there are complaints relating to the contents of the minutes within 10 days from the date of sending such minutes;

b. Minutes of meetings of the Board of Directors must be prepared in Vietnamese and may additionally be prepared in a foreign language. Minutes prepared in Vietnamese and minutes prepared in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese minutes and the foreign-language minutes, the Vietnamese minutes shall prevail;

c. Minutes of meetings of the Board of Directors and documents used at the meeting must be kept at the Head Office of the Bank.

CHAPTER X
SUPERVISORY BOARD

Article 61. Composition, Term of Office and Structure of the Supervisory Board

61.1. The Supervisory Board shall supervise and evaluate compliance with the law, internal regulations, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

61.2. The Supervisory Board of the Bank shall have at least 05 members. The Supervisory Board shall elect one member as the Head of the Supervisory Board.

61.3. The term of office of the Supervisory Board is 05 years. The term of office of a member of the Supervisory Board shall follow the term of office of the Supervisory Board. The term of office of a member elected additionally or as replacement shall be the remaining term of office of the Supervisory Board. The Supervisory Board of the term that has just ended shall continue its operation until the Supervisory Board of the new term takes over its work.

61.4. The Supervisory Board shall have assisting units and an internal audit unit to perform its duties.

61.5. Where the number of members of the Supervisory Board is less than the minimum number prescribed in Clause 61.2 of this Article, within 90 days from the date on which the minimum number is no longer met, the Bank must additionally elect members to ensure the minimum number, except where the Bank is placed under Special Control.

Article 62. Duties and Powers of the Supervisory Board

62.1. To supervise the governance and administration of the Bank in compliance with the law, internal regulations, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; and to be responsible before the General Meeting of Shareholders for performing assigned duties and powers in accordance with the law and this Charter.

62.2. To issue internal regulations of the Supervisory Board; and annually review the internal regulations of the Supervisory Board and the internal regulations of the Bank on accounting and reporting.

62.3. To organize the performance of internal audit; to be fully, accurately and promptly provided with information and documents relating to the governance and administration of the Bank, and to have access to resources of the Bank to perform assigned duties and powers; to engage experts, independent consultants and external organizations to perform its duties, while remaining responsible for the performance of duties of the Supervisory Board. Members of the Board of Directors, the Chief Executive Officer and other Executive Managers of the Bank shall be responsible for promptly and fully providing information at the request of the Supervisory Board.

62.4. To supervise the financial status, appraise the semi-annual and annual financial statements of the Bank, and report to the General Meeting of Shareholders on the results of appraisal of financial statements; to assess the reasonableness, legality, truthfulness and level of prudence in accounting, statistics and preparation of financial statements. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.

62.5. To supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and transactions of the Bank falling within the decision-making authority of the General Meeting of Shareholders and the Board of Directors. On an annual basis, to prepare and submit a supervision report to the General Meeting of Shareholders and the Board of Directors.

62.6. To supervise compliance with the provisions of Chapter VII of the Law on Credit Institutions on restrictions to ensure prudential safety in banking operations of the Bank.

62.7. To inspect accounting books, other documents and the governance and administration of the Bank when deemed necessary, or pursuant to resolutions or decisions of the General Meeting of Shareholders, or at the request of the State Bank of Vietnam, or at the request of a Major Shareholder or group of Major Shareholders in accordance with the law. The inspection shall be carried out within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the matters requested for inspection to the requesting organization or individual.

62.8. To promptly notify the General Meeting of Shareholders and the Board of Directors upon detecting that a Manager or Executive Manager of the Bank has committed any violation of the law, this Charter, internal regulations of the Bank, or resolutions and decisions of the General Meeting of Shareholders or the Board of Directors; and to request the violator to immediately cease the violation and provide remedial measures, if any.

62.9. To prepare the list of founding shareholders within 05 years from the date they become founding shareholders, shareholders owning 1% or more of the Charter Capital, and Related Persons of Members of the Board of Directors, members of the Supervisory Board and the Chief Executive Officer of the Bank; and to retain and update changes to such list.

62.10. To propose the Board of Directors to hold an extraordinary meeting, or to propose the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the Law on Credit Institutions and this Charter.

62.11. To convene an extraordinary General Meeting of Shareholders where the Board of Directors issues a decision that seriously violates the Law on Credit Institutions or exceeds its delegated authority, or in other cases prescribed in this Charter.

62.12. To decide the organizational structure, duties, powers and staffing quota of the internal audit unit; and to appoint, dismiss, discipline, suspend, and decide salaries and other benefits for titles within the internal audit unit.

62.13. To promptly report to the State Bank of Vietnam on violations specified in Clauses 6, 8 and 11 Article 52 of the Law on Credit Institutions, and violations of regulations on share ownership ratios and Related Persons under the Law on Credit Institutions.

62.14. To be responsible for matters relating to the internal audit system and internal inspection and control in accordance with regulations of the State Bank of Vietnam.

62.15. Other duties and powers in accordance with the law and this Charter.

Article 63. Rights and Obligations of the Head of the Supervisory Board

63.1. To organize the performance of duties and powers of the Supervisory Board in accordance with this Charter and internal regulations of the Supervisory Board, and to be responsible for exercising his/her rights and performing their obligations.

63.2. To convene and chair meetings of the Supervisory Board.

63.3. To sign documents falling within the authority of the Supervisory Board on behalf of the Supervisory Board.

63.4. To convene an extraordinary General Meeting of Shareholders on behalf of the Supervisory Board in accordance with this Charter, or to propose the Board of Directors to hold an extraordinary meeting.

63.5. To attend meetings of the Board of Directors and have the right to express opinions, but not to vote.

63.6. To request that their opinions be recorded in the minutes of meetings of the Board of Directors if such opinions differ from resolutions or decisions of the Board of Directors, and to report to the General Meeting of Shareholders.

63.7. To prepare the working plan of the Supervisory Board and assign specific duties to each member of the Supervisory Board.

63.8. To ensure that members of the Supervisory Board receive complete, objective and accurate information and have sufficient time to discuss matters that the Supervisory Board must consider.

63.9. To supervise and direct the performance of assigned duties and the exercise of rights and obligations by members of the Supervisory Board.

63.10. To authorize only one other member of the Supervisory Board to exercise his/her rights and perform his/her obligations during his/her absence or inability to perform duties.

63.11. Other rights and obligations in accordance with the law and internal regulations of the Supervisory Board.

Article 64. Rights and Obligations of Members of the Supervisory Board

64.1. To comply with the law, the Charter of the Bank and internal regulations of the Supervisory Board, and to perform duties as assigned by the Head of the Supervisory Board in order to carry out the duties and powers of the Supervisory Board honestly and prudently, in the interests of the Bank and its shareholders; and to be responsible for exercising their rights and performing their obligations.

64.2. To elect one member of the Supervisory Board as the Head of the Supervisory Board.

64.3. To request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.

64.4. To inspect business operations, accounting books, assets and financial statements, and to recommend remedial measures.

64.5. To request Managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the governance and administration of the Bank.

64.6. To request Managers, Executive Managers and employees of the Bank to provide data and explanations on business activities for the performance of assigned duties.

64.7. To report to the Head of the Supervisory Board on abnormal financial activities of the Bank and be responsible for their assessments and conclusions.

64.8. To attend meetings of the Supervisory Board, discuss and vote on matters falling within the duties and powers of the Supervisory Board, except for matters involving a conflict of interest with such member.

64.9. Other rights and obligations in accordance with the law and internal regulations of the Supervisory Board.

Article 65. Meetings and Collection of Written Opinions of the Supervisory Board

65.1. The Supervisory Board may hold regular or extraordinary meetings. The Supervisory Board may meet at the Head Office of the Bank or at another location.

65.2. Regular meetings of the Supervisory Board shall be convened by the Head of the Supervisory Board whenever deemed necessary, provided that at least 01 meeting must be held every quarter.

65.3. Extraordinary meetings of the Supervisory Board shall be held upon proposal of:

a. The Head of the Supervisory Board;

b. At least two-thirds of the members of the Supervisory Board;

c. Other cases in accordance with the law.

65.4. A proposal must be made in writing, clearly stating the purpose, matters to be discussed and decisions falling within the authority of the Supervisory Board. The Head of the Supervisory Board must convene a meeting of the Supervisory Board within 10 days from the date of receipt of the proposal specified in Clause 65.3 of this Article. Where the Head of the Supervisory Board fails to convene a meeting as proposed, the Head of the Supervisory Board shall be liable for any damage caused to the Bank, and the proposer has the right to convene a meeting of the Supervisory Board in place of the Head of the Supervisory Board.

65.5. Meeting notices of the Supervisory Board, except for extraordinary meetings, must be sent to members of the Supervisory Board at least 05 days before the meeting. Such notices may be made in writing, by email, telephone or other forms. A notice of meeting of the Supervisory Board must clearly state the meeting agenda, time and venue, and must be enclosed with necessary documents relating to matters to be discussed and voted on at the meeting of the Supervisory Board, and voting ballots for members of the Supervisory Board. Where a member of the Supervisory Board is unable to attend the meeting, such member has the right to send a written voting ballot to the Supervisory Board before the meeting.

65.6. A meeting of the Supervisory Board shall be conducted when two-thirds or more of the total members attend. Where a member of the Supervisory Board does not attend in person, such member may authorize another member of the Supervisory Board to vote, or may send written voting opinions. Where voting is conducted in writing, the voting ballot must be enclosed in a sealed envelope and delivered to the chairperson of the meeting of the Supervisory Board no later than 01 hour before the opening time. Voting ballots may only be opened in the presence of all members attending the meeting in person.

65.7. A member of the Supervisory Board may authorize another person who is not a member of the Supervisory Board to attend the meeting if approved by a majority of the members of the Supervisory Board. In this case, the authorized attendee shall not be entitled to vote.

65.8. Decisions of the Supervisory Board, whether approved at a meeting or by collection of written opinions, shall be approved when more than 51% of the members of the Supervisory Board entitled to vote vote in favor. In case of a tie, the final decision shall be made in accordance with the opinion of the chairperson of the meeting.

65.9. Minutes of meetings of the Supervisory Board must bear the signatures of all members of the Supervisory Board attending the meeting. The chairperson of a meeting of the Supervisory Board shall be responsible for arranging the preparation and sending of the minutes of the meeting of the Supervisory Board to members of the Supervisory Board, and such minutes shall be deemed conclusive evidence of the work conducted at the meeting, unless there are complaints relating to the contents of the minutes of the meeting of the Supervisory Board within 10 days from the date of sending such minutes.

Article 66. Principles of Internal Control and Internal Audit

The internal control and internal audit activities of the Bank shall be organized and implemented on the basis of satisfying requirements on the internal control system in accordance with the law and regulations of the Governor of the State Bank of Vietnam from time to time.

CHAPTER XI
CHIEF EXECUTIVE OFFICER

Article 67. Chief Executive Officer

67.1. The Chief Executive Officer is the highest Executive Manager of the Bank and shall be responsible to the Board of Directors and before the law for exercising his/her rights and performing his/her obligations.

67.2. The Board of Directors shall appoint one of its members as the Chief Executive Officer or hire a Chief Executive Officer.

67.3. The term of office of the Chief Executive Officer shall not exceed 05 years and he/she may be reappointed for an unlimited number of terms.

67.4. The appointment may cease to be effective pursuant to the provisions of the employment contract. The appointment, dismissal, removal and hiring of the Chief Executive Officer shall comply with the Law on Credit Institutions, regulations of the State Bank of Vietnam and relevant laws.

67.5. Where the position of Chief Executive Officer is vacant, a Deputy Chief Executive Officer shall be assigned by the Board of Directors to administer the operations of the Bank to ensure stable and continuous operation of the Bank. The Board of Directors must appoint a Chief Executive Officer within 90 days from the date on which the position becomes vacant.

Article 68. Rights and Obligations of the Chief Executive Officer

68.1. To organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

68.2. To decide matters relating to the day-to-day business operations of the Bank that do not fall within the authority of the Board of Directors.

68.3. To organize the implementation of the business plan and investment plan of the Bank.

68.4. To prepare and submit financial statements to the Board of Directors for approval or to competent authorities for approval; and to be responsible for the accuracy and truthfulness of financial statements, statistical reports, finalization data and other financial information.

68.5. To establish and maintain an effectively operating internal control system.

68.6. To issue, within his/her authority, internal regulations, operational processes and procedures for operating the business administration system and management information system.

68.7. To report to the Board of Directors, Supervisory Board, General Meeting of Shareholders and competent State authorities on the operations and business results of the Bank.

68.8. To decide on measures beyond his/her authority in cases of natural disaster, calamity, fire, incident or accident, and be responsible for such decisions, and promptly report to the Board of Directors.

68.9. To recommend and propose the management organizational structure of the Bank to the Board of Directors and the General Meeting of Shareholders for decision within their respective authority.

68.10. To propose the Board of Directors to hold extraordinary meetings in accordance with this Charter.

68.11. To appoint, dismiss and remove management and executive titles of the Bank, except for titles falling within the decision-making authority of the General Meeting of Shareholders and the Board of Directors, and other titles, if any, in accordance with the Internal Regulations of the Bank.

68.12. To sign contracts on behalf of the Bank in accordance with this Charter and the Internal

Regulations of the Bank.

68.13. To recommend the plan for use of profits and handling of losses in the business operations of the Bank.

68.14. To recruit employees and decide salaries, bonuses and allowances, if any, of employees within his/her authority.

68.15. The Chief Executive Officer must administer the day-to-day business operations of the Bank in accordance with the law, the Charter of the Bank, the employment contract signed with the Bank, and decisions of the Board of Directors. If acting contrary to these provisions and causing damage to the Bank, the Chief Executive Officer shall be liable before the law and must compensate the Bank for such damage.

68.16. To approve credit extensions according to the specific delegation of authority by the Board of Directors from time to time, provided that the credit extension limit for one customer and Related Persons does not exceed the limit prescribed by law.

68.17. Other duties and authorities in accordance with relevant laws, this Charter and decisions of the Board of Directors.

CHAPTER XII
ORGANIZATIONAL STRUCTURE OF THE BANK

Article 69. Organizational Structure of the Bank

69.1. The Bank shall promulgate a management system under which the management apparatus shall be responsible to and operate under the leadership of the Board of Directors. The Bank shall have a Chief Executive Officer, a number of Deputy Chief Executive Officers and a Chief Accountant appointed and removed by the Board of Directors by lawfully adopted resolutions.

69.2. The organizational structure of the Bank mainly comprises the following components:

a. Head Office;

b. Member units, representative offices, non-business units and subsidiaries;

c. Branches, transaction offices and ATM transaction points.

69.3. The Bank may open branches, representative offices, transaction offices, transaction points, non-business units, subsidiaries and ATMs when needed, in accordance with regulations of the State Bank of Vietnam.

69.4. The organizational structure and operations of the above units shall be decided by the Board of Directors in accordance with internal regulations issued by the Board of Directors and the law.

Article 70. Organizational Structure of the Head Office

The Head Office comprises the following components:

70.1. Board of Directors.

70.2. Supervisory Board.

70.3. Chief Executive Officer.

70.4. Other Divisions, departments/sections and centers in accordance with the Internal Regulations of the Bank.

CHAPTER XIII
RIGHT TO ACCESS BOOKS AND RECORDS OF THE BANK

Article 71. Rights to access Books and Records of the Bank

71.1. Members of the Board of Directors and members of the Supervisory Board shall have the right to access the list of shareholders and other books and records of the Bank for purposes relating to their duties and powers, provided that such information must be kept confidential.

71.2. Shareholders of the Bank shall have the right to review, look up and extract information on names and contact addresses in the list of shareholders having voting rights; and to review, look up, extract and copy the Charter of the Bank, minutes of meetings, resolutions and decisions of the General Meeting of Shareholders.

71.3. A shareholder or group of shareholders owning 5% or more of the total ordinary shares of the Bank shall have the right to access records and books of the Bank in accordance with Point j Clause 25.1 Article 25 of this Charter.

71.4. The Bank shall retain the Charter and amendments and supplements thereto, the Establishment and Operation License, the Shareholders Register, documents evidencing ownership of assets, the annual financial statements certified by the independent auditor, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, accounting books and any other documents prescribed by law at the Head Office or another location, provided that shareholders and the business registration authority are notified of the place where such documents are retained.

CHAPTER XIV
EMPLOYEES AND UNION

Article 72. Employees and Union

72.1. The Chief Executive Officer shall prepare plans for the Board of Directors to approve matters relating to recruitment, employment, termination of employment, salaries, social insurance, welfare, rewards and discipline applicable to managerial officers and employees, as well as relations between the Bank and trade union organizations, which shall be recognized in accordance with the best management standards, practices and policies, the practices and policies prescribed in this Charter, the regulations of the Bank and applicable laws.

72.2. The establishment and operation of unions of employees at the Bank shall comply with the law.

CHAPTER XV
PROFIT DISTRIBUTION AND APPROPRIATION OF FUND

Article 73. Dividends

73.1. The payment of dividends by the Bank shall comply with Article 135 of the Law on

Enterprises.

73.2. Pursuant to decisions of the General Meeting of Shareholders and the law, dividends shall be declared and paid from retained earnings of the Bank, but must not exceed the amount recommended by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders.

73.3. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers that such payment is consistent with the Bank's profitability.

73.4. Where dividends or other amounts relating to a class of shares are paid in cash, the Bank shall pay them in Vietnamese dong and may make payment by cheque or postal money order sent to the registered address of the entitled shareholder, and any risk arising therefrom, including risk arising from the registered address of the shareholder, shall be borne by such shareholder. In addition, dividends or other amounts paid in cash relating to a class of shares may be paid by bank transfer if the Bank has detailed information on the shareholder's bank account enabling the Bank to make direct transfer to the shareholder's bank account. Where the Bank has made the transfer in accordance with the bank account details provided by the shareholder but such shareholder does not receive the money, the Bank shall not be liable for the amount already transferred to the entitled shareholder. Payment of dividends for listed shares on the Stock Exchange may be made through a securities company or Vietnam Securities Depository and Clearing Corporation.

73.5. With approval of the General Meeting of Shareholders, the Board of Directors may decide and notify that holders of ordinary shares shall receive dividends in ordinary shares instead of cash dividends. Such additional ordinary shares for dividend payment shall be recorded as shares that have been fully paid on the basis that the value of the shares paid as dividends must be equivalent to the cash dividend amount.

73.6. Pursuant to the Law on Enterprises, the Board of Directors may adopt a resolution specifying a particular date as the record date of the Bank. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices or other documents. Such record date may be on the same date as, or before, the date on which such entitlements are exercised. This Article shall not affect the rights of the two parties in a transaction for transfer of shares or related securities.

73.7. The Bank shall not pay interest or any other amount having the nature of interest on dividends, except where dividends are paid into a deposit account of a shareholder at the Bank.

Article 74. Profit Distribution and Funds

74.1. The remaining profits of the Bank, after offsetting prior-year losses in accordance with the Law on Corporate Income Tax and paying corporate income tax, shall be distributed in accordance with regulations of the Government.

74.2. Annually, the Bank shall appropriate from after-tax profits to establish and maintain the following funds:

a. Charter Capital Supplementary Reserve Fund, appropriated annually at the rate of 10%

of the after-tax profits. The maximum balance of this fund shall not exceed the Charter Capital of the Bank;

b. Financial Provision Fund;

c. Other reserve funds in accordance with the law.

74.3. The Bank shall manage and use the funds prescribed in Clause 74.2 of this Article in accordance with the law and the Internal Regulations of the Bank.

CHAPTER XVI
FINANCIAL AND ACCOUNTING REGIME

Article 75. Financial Regime and Financial Year

75.1. The financial regime of the Bank shall comply with regulations of the Government and guidance of the Ministry of Finance, the State Bank of Vietnam and other relevant laws.

75.2. Based on guiding documents on the financial regime, the Bank shall formulate a Financial Regulation for approval by the Board of Directors and implementation.

75.3. The Board of Directors, the Supervisory Board and the Chief Executive Officer of the Bank shall be responsible before the law and competent State authorities for the Bank's compliance with the financial, accounting and auditing regime.

75.4. The financial year of the Bank shall commence on January 01 and end on December 31 of the same calendar year.

Article 76. Accounting System

76.1. The Bank shall use an accounting system in accordance with regulations of the Ministry of Finance, the State Bank of Vietnam and other relevant laws.

76.2. The Bank shall apply the accounting and statistical regime in accordance with the law.

76.3. The Bank shall maintain accounting books in Vietnamese. The Bank shall maintain accounting books according to its business form. Such books must be accurate, updated, systematic and sufficient to evidence and explain transactions.

76.4. The Bank shall conduct accounting in accordance with the system of accounts prescribed by the State Bank of Vietnam.

Article 77. Financial Statements

77.1. The Bank shall prepare financial statements in accordance with the law on accounting and statistics, and periodic operational reports in accordance with regulations of the State Bank of Vietnam.

77.2. The financial statements of the Bank shall include the balance sheet, income statement, cash flow statement and notes to the financial statements. Annual financial statements must truthfully and objectively reflect the profit and loss position of the Bank during the financial year and the status of the Bank's operations up to the time of preparation of the report. Where the Bank has subsidiaries, the Bank shall prepare consolidated financial statements in accordance with the law.

77.3. A summary of the audited annual financial statements must be sent to all shareholders and implemented in accordance with the law. Where the Bank has its own website, the audited financial statements and quarterly and semi-annual reports of the Bank must be published on such website.

77.4. Within 120 days from the end of the financial year, the Bank must publicly disclose its financial statements in accordance with the law.

Article 78. Independent Audit

78.1. Before the end of the financial year, the Bank must select an independent audit organization satisfying the requirements prescribed by the Governor of the State Bank of Vietnam to audit financial statements and conduct assurance engagements on internal control activities in the preparation and presentation of financial statements for the following financial year.

78.2. Within 30 days from the date of decision on selection of the independent audit organization, the Bank must notify the State Bank of Vietnam of the selected independent audit organization.

78.3. The specific audit of the Bank's operations shall comply with the Law on Credit Institutions, the law on audit and other relevant laws.

CHAPTER XVII
PRUDENTIAL SAFETY RESTRICTIONS, EARLY INTERVENTION, SPECIAL CONTROL, DISSOLUTION, BANKRUPTCY, LIQUIDATION AND REORGANIZATION OF THE BANK

Article 79. Prudential Safety Restrictions in the Operations of the Bank

The Bank shall comply with the provisions of Chapter VII of the Law on Credit Institutions and regulations of the Governor of the State Bank of Vietnam on prudential safety restrictions in operations.

Article 80. Development of Proposed Recovery Plan in Case of Early Intervention

80.1. The Bank shall develop a proposed recovery plan in case of Early Intervention.

80.2. At least once every 02 years, the Bank shall update and adjust the proposed recovery plan prescribed in Clause 1 of this Article. The recovery plan, after being updated and adjusted, must be approved by the General Meeting of Shareholders and sent to the State Bank of Vietnam within 10 days from the date of approval.

Article 81. Special Control

81.1. Special Control means the State Bank of Vietnam's decision to place a credit institution under direct control by the State Bank of Vietnam.

81.2. Responsibilities of the Bank, shareholders, the Board of Directors, the Supervisory Board and the Chief Executive Officer of the Bank when the Bank is placed under Special Control:

a. The Bank and shareholders shall have the following responsibilities:

(i) Develop a restructuring plan at the request of the Special Supervisory Board;

(ii) Implement the restructuring plan approved by competent authority;

(iii) Implement decisions and requests of the State Bank of Vietnam prescribed in Article 163 of the Law on Credit Institutions;

(iv) Implement decisions and requests of the Special Supervisory Board prescribed in Article 164 of the Law on Credit Institutions.

b. The Board of Directors, the Supervisory Board and the Chief Executive Officer shall have the following responsibilities:

(i) Perform the responsibilities prescribed at Point a of this Clause;

(ii) Govern, control and administer the business operations of the Bank, ensuring the safety of the Bank's assets;

(iii) The Board of Directors shall decide matters falling within the decision-making authority of the General Meeting of Shareholders and approve the restructuring plan in accordance with the Law on Credit Institutions.

Article 82. Bankruptcy

82.1. Bankruptcy of the Bank shall comply with Article 203 of the Law on Credit Institutions and relevant laws.

82.2. The development of a bankruptcy plan of the Bank under Special Control, and the organization and implementation of such bankruptcy plan, shall comply with Articles 188, 189 and 190 of the Law on Credit Institutions.

Article 83. Cases of Dissolution or Termination of Operations

83.1. The Bank fails to apply for extension, or applies for extension but does not obtain written approval from the State Bank of Vietnam upon expiry of its operation term.

83.2. The License is revoked.

83.3. The Bank voluntarily dissolves if it is able to fully settle all debts and obtains prior written approval from the State Bank of Vietnam.

83.4. The Bank subject to Early Intervention or Special Control has its entire obligations and liabilities transferred to another credit institution.

Article 84. Asset Liquidation

84.1. Upon dissolution or termination of operations in accordance with Article 83 of this Charter, the Bank shall liquidate its assets under the supervision of the State Bank of Vietnam in accordance with the order and procedures for asset liquidation prescribed by the Governor of the State Bank of Vietnam.

84.2. The Bank shall be responsible for paying expenses relating to asset liquidation.

Article 85. Reorganization

85.1. The Bank may be reorganized in the form of division, separation, consolidation, merger or conversion of legal form after obtaining written approval from the State Bank of Vietnam.

85.2. The General Meeting of Shareholders shall decide the reorganization of the Bank.

CHAPTER XVIII

RESOLUTION OF INTERNAL DISPUTES

Article 86. Resolution of Internal Disputes

86.1. Where any dispute or complaint arises in relation to the affairs of the Bank or the rights of shareholders arising from this Charter or from any rights or obligations prescribed by law between: (i) one or more shareholders and the Bank; or (ii) one or more shareholders and the Board of Directors, the Supervisory Board, the Chief Executive Officer or other Managers of the Bank.

The parties concerned shall attempt to resolve such dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over dispute resolution and shall require each party to present practical matters relating to the dispute within 21 working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request a competent authority to resolve the dispute.

86.2. If no decision is reached through mediation within 06 weeks from the commencement of the mediation process, or if the decision of the mediator is not accepted by the disputing parties, any party may bring such dispute before a competent Court.

86.3. Each party shall bear its own costs relating to the negotiation and mediation procedures. Court costs shall be decided by the Court as to which party shall bear them.

CHAPTER XIX
INFORMATION AND CONFIDENTIALITY

Article 87. Provision of Information

87.1. The Bank shall provide account holders with information on transactions and balances on their accounts at the Bank as agreed with the account holders.

87.2. The Bank may exchange information on the Bank's operations with other credit institutions.

87.3. The Bank shall be responsible for reporting to the State Bank of Vietnam information relating to its business operations and may be provided by the State Bank of Vietnam with information on customers having credit relationships with credit institutions and foreign bank branches in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 88. Obligation to Maintain Information Confidentiality

88.1. Employees of the Bank and Related Persons may not disclose national secrets or business secrets of the Bank of which they become aware.

88.2. The Bank shall ensure the confidentiality of customer information at the Bank in accordance with the law.

88.3. The Bank may not provide customer information to other organizations or individuals, except where requested by a competent State authority in accordance with the law or with the customer's approval.

CHAPTER XX
SEAL

Article 89. Seal

89.1. The Board of Directors shall decide the number, form, contents and specimen of the seal, and the management and use of the Bank's seal at the Head Office. The Chief Executive Officer shall decide the number, form, contents, specimen of the seal, and the management and use of seals at the remaining units throughout the Bank's system, unless otherwise prescribed by the Board of Directors.

89.2. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with the law.

CHAPTER XXI
IMPLMENTATION PROVISIONS

Article 90. Implementation Provisions

90.1. This Charter has been approved by the General Meeting of Shareholders and shall take effect from April 02, 2026, except for Clause 42.4 Article 42, which shall take effect from July 01, 2026.

90.2. From the effective date of this Charter, the Charter approved by the General Meeting of Shareholders on December 24, 2025 shall cease to be effective.

90.3. Amendments and supplements to this Charter must be approved by the General Meeting of Shareholders before promulgation.

90.4. Matters relating to the Bank's operations that are not provided for in this Charter shall comply with relevant laws. Where this Charter and legal normative documents contain different provisions on the same matter, the provisions of legal normative documents shall prevail.

90.5. Copies or extracts of this Charter must bear the signature of the Chairperson of the Board of Directors or a person duly authorized in accordance with regulations of the Bank from time to time./.

NATIONAL CITIZEN COMMERCIAL JOINT-STOCK BANK
CHAIRPERSON OF THE BOARD

BÙI THỊ THANH HƯƠNG