

No.: 08/2025/TTr-HĐQT

Ha Noi, dated 01 month 04, 2025

PROPOSAL

Re: Amendment of Internal Governance Regulations

Dear: General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued on June 17, 2020 and its amendments, supplements and guidance documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 issued on November 26, 2019 and its amendments, supplements and guidance documents;
- Pursuant to the Charter of Everest Securities Joint Stock Company (“**Company**”);
- Pursuant to the Company’s Internal Governance Regulations;
- Pursuant to the Company’s operational situation.

The Board of Directors (BOD) of Everest Securities Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval to amend a number of contents of the Company’s Internal Governance Regulations:

1. Proposed amendments:

No.	Term	Charter issued	Content after adjustment
1.	Preamble	This Charter was approved by the Annual General Meeting of Shareholders of Everest Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 2, 2021 and was amended on November 2, 2023.	This Charter was approved by the Annual General Meeting of Shareholders of EVS Securities Joint Stock Company under Resolution No. 01/2021/NQ-ĐHĐCĐ dated March 2, 2021 and was amended for the second time on March 18, 2025.
2.	Point a, point b, clause 1, Article 2	a) “Company” means Everest Securities Joint Stock Company b) “Charter” means the Charter of Everest Securities Joint Stock Company approved by the Company’s General Meeting of Shareholders	a) “Company” means EVS Securities Joint Stock Company b) “Charter” means the Charter of EVS Securities Joint Stock Company approved by the Company’s General Meeting of Shareholders
3.	Point a, clause 9, Article 9	a) Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 3, Article	a) Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for

		<p>20, Clause 2, Article 16 and Clause 8, Article 21 of the Company Charter:</p> <ul style="list-style-type: none"> - Types of shares and total number of shares of each type; - Changes in business lines, occupations and fields; - Changes in the Company's management structure; - Decisions to invest or sell assets with a value of 50% or more of the total value of assets recorded in the Company's most recent audited or reviewed financial statements; - Reorganization or dissolution of the Company; - Changes or cancellations of special rights attached to a type of preferred shares. 	<p>the cases specified in Clause 3, Article 20, Clause 2, Article 16 and Clause 8, Article 21 of the Company Charter:</p> <ul style="list-style-type: none"> - Types of shares and total number of shares of each type; - Changes in business lines, occupations and fields; - Changes in the Company's management structure; - Decisions to invest or sell assets with a value of 50% or more of the total value of assets recorded in the Company's most recent financial statements; - Reorganization or dissolution of the Company; - Changes or cancellations of special rights attached to a type of preferential shares.
4.	Clause 4, Article 11	<p>4. Term and number of members of the Board of Directors:</p> <p>The number of members of the Board of Directors is from 05 (five) to 11 (eleven) members.</p> <p>The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.</p>	<p>4. Term and number of members of the Board of Directors:</p> <p>The number of members of the Board of Directors is 07 members.</p> <p>The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.</p>
5.	Point a, Clause 5, Article 11	<p>a) The structure of the Board of Directors of the Company must ensure the minimum number of non-executive Board members, independent Board members and other requirements as prescribed by law in each period. The structure of</p>	<p>a) The structure of the Board of Directors of the Company must ensure the minimum number of non-executive Board members, independent Board members and other requirements as prescribed by law in each period. The</p>



		<p>the Board of Directors of the Company must ensure the following provisions:</p> <p>(i). There must be at least 01 independent member in case the Company has 05 Board members;</p> <p>(ii). There must be at least 02 independent members in case the Company has 06 to 08 Board members;</p> <p>(iii). There must be at least 03 independent members in case the Company has 09 to 11 Board members;</p> <p>(iv). The Company must ensure that at least (1/3) of the total number of Board members are non-executive members.</p>	<p>structure of the Board of Directors of the Company must ensure the following provisions:</p> <p>(i). There must be at least 02 independent members;</p> <p>(ii). At least (1/3) of the total number of Board members must be non-executive members.</p>
6.	Clause 2, Article 12	<p>2. The nomination of people for the position of Board of Directors member is carried out as follows:</p> <p>a) A shareholder or group of shareholders holding from 10% to 20% of the total number of voting shares may nominate a maximum of two (02) candidates if the number of Board of Directors members is from 08 (eight) members or less, or a maximum of three (03) candidates if the number of Board of Directors members is from nine (09) to eleven (11) members;</p> <p>b) A shareholder or group of shareholders holding from 20% to 40% of the total number of voting shares may nominate a maximum of three (03) candidates if the number of members of the Board of Directors is from 08 (eight) members or less, or a maximum of four (04) candidates if the number of members of the Board of Directors is from nine (09) to eleven (11) members;</p> <p>c) Shareholders or groups of shareholders holding from 40% to 60% of the total number of voting shares may nominate a maximum of five (05) candidates if the number of members of the Board of Directors is from 08 (eight) members or less, or a maximum of six (06)</p>	<p>2. The nomination of candidates for the position of Board of Directors is carried out as follows:</p> <p>a) A shareholder or group of shareholders holding from 10% to 20% of the total number of voting shares may nominate a maximum of two (02) candidates;</p> <p>b) A shareholder or group of shareholders holding from 20% to 40% of the total number of voting shares may nominate a maximum of three (03) candidates;</p> <p>c) A shareholder or group of shareholders holding from 40% to 60% of the total number of voting shares may nominate a maximum of five (05) candidates;</p> <p>d) A shareholder or group of shareholders holding from 60% or more of the total number of voting shares may nominate enough candidates to be elected as members of the Board of Directors.</p> <p>Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this</p>

	<p>candidates if the number of members of the Board of Directors is from nine (09) to eleven (11) members;</p> <p>d) Shareholders or groups of shareholders holding from 60% to 60% of the total number of voting shares or more may nominate the number of candidates expected to be elected as members of the Board of Directors.</p> <p>Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors. The Board of Directors' introduction/nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.</p>	<p>clause has the right to nominate one or more candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors. The Board of Directors' introduction/nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.</p>
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2. The General Meeting of Shareholders assigns/authorizes the Board of Directors of the Company to amend, supplement and promulgate the Company's internal governance regulations after the Company is granted a business registration certificate regarding the change of the Company's name.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Recipient:

- Shareholders;
- BOD members;
- Board of Directors' Office.

PP. BOARD OF DIRECTOR

PRESIDENT



Nguyen Hai Chau