Phụ lục VI
Appendix VI

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

(Ban hành kèm theo Quyết định số .../QĐ-SGDVN ngày ... của Tổng Giám đốc Sở Giao dịch Chứng khoán Việt Nam về Quy chế Công bố thông tin tại Sở Giao dịch Chứng khoán Việt Nam)
(Issued with the Decision No. .../QĐ-SGDVN on ... of the CEO of Vietnam Exchange on the Information Disclosure Regulation of Vietnam Exchange)

NGÂN HÀNG TMCP VIỆT NAM THƯƠNG TÍN *ORGANIZATION NAME*	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập - Tự do - Hạnh phúc** **THE SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom - Happiness**
Số: 471/2026/CV-TGĐ No.: ...../2026/CV-TGD	*Cần Thơ, ngày 25 tháng 02 năm 2026* *Can Tho, day ... month ... year 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch Chứng khoán Hà Nội/ Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh
To: Vietnam Exchange/ Hanoi Stock Exchange/ Hochiminh Stock Exchange

1. Tên tổ chức/*Name of organization:*

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code:* VBB

- Địa chỉ/*Address:* Số 47 Trần Hưng Đạo, Phường Phú Lợi, Thành phố Cần Thơ.

- Điện thoại liên hệ/*Tel.:* (0299) 3621454 Fax: (0299) 3621858

- E-mail:

2. Nội dung thông tin công bố/*Contents of disclosure:*

Căn cứ Nghị quyết số 39/2026/NQ-HĐQT ngày 11/02/2026 của Hội đồng quản trị của Ngân hàng TMCP Việt Nam Thương Tín (Vietbank), Vietbank đã tiến hành sửa đổi, bổ sung và ban hành Điều lệ Vietbank (*Chi tiết theo các hồ sơ đính kèm*)/*Pursuant to Resolution No. 39/2026/NQ-HĐQT dated 11 February 2026 of the Board of Directors of Vietnam Thuong Tin Commercial Joint Stock Bank (Vietbank), Vietbank has amended, supplemented, and promulgated its Charter (as detailed in the attached documents).*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 25/02/2026 tại đường dẫn: https://www.vietbank.com.vn/nha-dau-tu/dieu-le-quy-che-quan-tri/*This*

information was published on the company's website on 25/02/2026 (date), as in the link https://www.vietbank.com.vn/nha-dau-tu/dieu-le-quy-che-quan-tri.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/Attached documents:
Điều lệ năm 2026 của Vietbank

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật/Người UQ CBTT
Legal representative/ Person authorized to disclose information
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position, and seal)

PHÓ TỔNG GIÁM ĐỐC/DGD

M.S.D.N: 2200269805 - C.T.C.P
NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN VIỆT NAM THƯƠNG TÍN
THÀNH PHỐ CẦN THƠ

TRẦN THỊ NGỌC LÝ

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN VIỆT NAM THƯƠNG TÍN

Digitally signed by NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN VIỆT NAM THƯƠNG TÍN
DN: C=VN, L=CẦN THƠ, CN=NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN VIỆT NAM THƯƠNG TÍN, OID.0.9.2342.19200300.100.1.1=MST:2200269805, E=VIETBANK@VIETBANK.COM.VN
Reason: I am the author of this document
Location: your signing location here
Date: 2026.02.25 18:09:09+07'00'
Foxit PDF Reader Version: 11.2.2

VIETBANK
Vietnam Thuong Tin Commercial Joint Stock Bank

ARTICLES OF ASSOCIATION

VIETNAM THUONG TIN COMMERCIAL JOINT STOCK BANK

YEAR OF 2026

TABLE OF CONTENTS

PREAMBLE **5**

CHAPTER I **6**

DEFINITIONS OF TERMS IN THESE ARTICLES OF ASSOCIATION **6**

Article 1. Definitions 6

CHAPTER II **8**

INFORMATION OF THE BANK **8**

Article 2. Name, Address, Term of Operation, and Information on Founding Shareholders of the Bank 8

CHAPTER III **9**

OBJECTIVES AND SCOPE OF OPERATIONS **9**

Article 3. Objectives, Business Scope, and Operations of the Bank 9

Article 4. General Provisions on the Bank's Operations 10

Article 5. Principal Activities 10

Article 6. Borrowing, Depositing, and Trading Valuable Papers 10

Article 7. Opening of Bank Accounts 10

Article 8. Organization and Participation in Payment Systems 11

Article 9. Capital Contribution and Shareholding 11

Article 10. Foreign Exchange and Derivatives Operations 11

Article 11. Entrustment and Agency Operations 11

Article 12. Other Business Activities 11

Article 13. Real Estate Business 12

Article 14. Prudential Ratios 12

CHAPTER IV **12**

CHARTER CAPITAL AND OPERATING CAPITAL **12**

Article 15. Charter Capital 13

Article 16. Changes in Charter Capital 13

Article 17. Operating Capital of the Bank 13

CHAPTER V **14**

SHARES, SHARE CERTIFICATES, AND SHAREHOLDERS **14**

Article 18. Shares and Shareholders 14

Article 19. Shareholding Limits 14

Article 20. Share Certificates 15

Article 21. Offering and Transfer of Shares 16

Article 22. Forfeiture of Shares 17

CHAPTER VI **18**

ORGANIZATIONAL STRUCTURE OF MANAGEMENT **18**

Article 23. Organizational Structure of Management 18
SECTION I 18
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS 18
Article 24. Shareholder Register 18
Article 25. Rights of Shareholders 18
Article 26. Obligations of Shareholders 20
Article 27. General Meeting of Shareholders 21
Article 28. Extraordinary General Meeting of Shareholders 21
Article 29. Powers and Duties of the General Meeting of Shareholders 23
Article 30. Right to Attend the General Meeting of Shareholders 24
Article 31. Authorization to Attend the General Meeting of Shareholders 24
Article 32. Convening the General Meeting of Shareholders, Agenda, and Notice 25
Article 33. Conditions, Procedures for Conducting Meetings, Voting, and Minutes of the General Meeting of Shareholders 26
Article 34. Adoption of Resolutions of the General Meeting of Shareholders by Written Consultation 29
Article 35. Annulment of Resolutions of the General Meeting of Shareholders 30
SECTION II 30
GENERAL PROVISIONS ON THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR .30
Article 36. General Duties 30
Article 37. Cases of Ineligibility to Hold Office 31
Article 38. Cases of Incompatibility of Offices 31
Article 39. Automatic Loss of Membership of the Board of Directors, the Supervisory Board, and the Position of General Director 31
Article 40. Dismissal, Removal, and Resignation 31
Article 41. Suspension or Temporary Suspension of Members of the Board of Directors, the Supervisory Board, and the General Director 31
SECTION III 31
DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES 31
Article 42. Duty of Care of Members of the Board of Directors, Members of the Supervisory Board, the General Director, and Other Executives 31
Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest 32
Article 44. Obligation to Disclose Related Interests 32
Article 45. Liability for Damages and Compensation 33
SECTION IV 34
BOARD OF DIRECTORS 34
Article 46. Composition and Term of the Board of Directors 34
Article 47. Powers and Duties of the Board of Directors 34

Article 48. Powers and Duties of the Chairperson and Members of the Board of Directors 36
Article 49. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors 37
Article 50. Replacement of Members of the Board of Directors 38
Article 51. Meetings of the Board of Directors 38
Article 52. Supporting Apparatus of the Board of Directors 39
Article 53. Corporate Governance Officer and Secretary of the Board of Directors 39
SECTION V 40
GENERAL DIRECTOR 40
Article 54. General Director 40
Article 55. Appointment, Dismissal, and Removal of the General Director 40
Article 56. Powers and Duties of the General Director 41
Article 57. Remuneration, Salary, and Other Benefits of the General Director 42
SECTION VI 42
SUPERVISORY BOARD 42
Article 58. Composition and Term of the Supervisory Board 42
Article 59. Powers and Duties of the Supervisory Board 42
Article 60. Rights and Duties of the Head and Members of the Supervisory Board 44
Article 61. Remuneration and Other Benefits of Members of the Supervisory Board 45
Article 62. Replacement of Members of the Supervisory Board 46
Article 63. Meetings of the Supervisory Board 46
CHAPTER VII 47
ORGANIZATIONAL STRUCTURE OF THE BANK 47
Article 64. Organizational Structure of the Bank 47
Article 65. Supporting Apparatus of the General Director 47
CHAPTER VIII 47
RIGHTS TO INSPECT BOOKS AND RECORDS OF THE BANK 47
Article 66. Rights to Inspect Books and Records of the Bank 47
CHAPTER IX 48
LABOR AND TRADE UNION 48
Article 67. Employees and Trade Union 48
CHAPTER X 48
PROFIT DISTRIBUTION 48
Article 68. Dividends 48
CHAPTER XI 49
INTERNAL CONTROL SYSTEM AND INTERNAL AUDIT 49
Article 69. Internal Control System 49

Article 70. Internal Audit 49
Article 71. Internal Auditors 50
Article 72. Responsibilities, Powers, and Duties of the Internal Audit Committee 50
CHAPTER XII 51
RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM 51
Article 73. Fiscal Year 51
Article 74. Capital and Use of Capital 51
Article 75. Establishment and Maintenance of Funds 51
Article 76. Financial Autonomy of the Bank 52
Article 77. Accounting System 52
CHAPTER XIII 52
ANNUAL REPORTS, DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS 52
Article 78. Reports 52
Article 79. Annual Report and Corporate Governance Report of the Bank 53
CHAPTER XIV 53
BANK AUDIT 53
Article 80. Audit 53
CHAPTER XV 54
EARLY INTERVENTION, SPECIAL CONTROL, TERMINATION OF OPERATIONS, AND LIQUIDATION 54
Article 81. Application of Early Intervention 54
Article 82. Special Control and Reporting 54
Article 83. Dissolution and Termination of Operations of the Bank 55
Article 84. Liquidation of the Bank 55
CHAPTER XVI 56
SETTLEMENT OF INTERNAL DISPUTES 56
Article 85. Settlement of Internal Disputes 56
CHAPTER XVII 56
AMENDMENT AND SUPPLEMENTATION OF THE ARTICLES OF ASSOCIATION 56
Article 86. Amendment and Supplementation of the Articles of Association 56
CHAPTER XVIII 56
IMPLEMENTING PROVISIONS 56
Article 87. Implementing Provisions 56

PREAMBLE

Vietnam Thuong Tin Commercial Joint Stock Bank is a commercial joint stock bank duly authorized to engage in banking operations and other related business activities in accordance with applicable laws, for the purpose of generating profit and contributing to the achievement of the State's economic objectives. The organization and governance of the Bank shall be conducted pursuant to these Articles of Association, the prevailing regulations of the State Bank of Vietnam, and other relevant laws.

These Articles of Association consolidate all amendments and supplements duly approved by the General Meeting of Shareholders of Vietnam Thuong Tin Commercial Joint Stock Bank, and incorporate Decision No. 179/QĐ-NHNN dated February 5, 2026 of the State Bank of Vietnam, which amended the charter capital provisions in the Bank's License for Establishment and Operation. These Articles supersede all prior versions of the Bank's Articles of Association. Any annexes and subsequent amendments hereto (if any) shall form an integral part of these Articles.

CHAPTER I

DEFINITIONS OF TERMS IN THESE ARTICLES OF ASSOCIATION

Article 1. Definitions

1. For the purposes of these Articles of Association, the following terms shall be construed as follows:

a. **Vietbank** or **the Bank**: Vietnam Thuong Tin Commercial Joint Stock Bank.

b. **Shareholder**: Any legal entity or individual holding at least one share in the Bank.

c. **Founding Shareholder**: A shareholder holding at least one ordinary share and whose name is recorded in the list of founding shareholders of the Bank.

d. **Major Shareholder**: A shareholder who directly or indirectly owns five percent (05%) or more of the Bank's voting shares.

e. **Share**: A unit of the Bank's charter capital, divided into equal portions.

f. **Share Certificate**: A certificate issued by the Bank, a book-entry record, or electronic data evidencing ownership of one or more shares in the Bank.

g. **Dividend**: The portion of net profit distributed per share, payable in cash or other assets.

h. **Controlling Company**: A company that directly or indirectly owns twenty percent (20%) or more of the charter capital of a commercial bank, or otherwise exercises control over a commercial bank, or a commercial bank that has subsidiaries or affiliates.

i. **Affiliate of the Bank**: A company in which the Bank, or the Bank together with its related persons, owns more than eleven percent (11%) of the charter capital or voting shares, but which is not a subsidiary of the Bank.

j. **Subsidiary of the Bank**: A company falling under any of the following circumstances:

i. The Bank, or the Bank together with its related persons, owns more than fifty percent (50%) of the charter capital or voting shares of such company;

ii. The Bank has the authority to appoint the majority or all members of the Board of Directors, Members' Council, or the General Director (Director) of such company;

iii. The Bank has the authority to amend or supplement the Articles of Association of such company;

iv. The Bank, or the Bank together with its related persons, 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.

k. **Early Intervention**: Measures imposed by the State Bank of Vietnam (hereinafter referred to as the State Bank) on credit institutions or branches of foreign banks, requiring such institutions to implement remedial plans under the supervision of the State Bank, in accordance with Clause 1, Article 156 of the Law on Credit Institutions.

l. **Contact Address**: The registered head office address for organizations; or the permanent residence, workplace, or other address registered by an individual with the Bank for communication purposes.

m. **License**: The License for Establishment and Operation issued by the State Bank to the Bank, including any amendments or supplements thereto issued by the State Bank.

n. **Personal Identification Documents**: One of the following valid documents: Identity Card, Citizen Identity Card, National Identity Card, Passport, or other lawful personal identification papers.

o. **Organizational Legal Documents**: One of the following valid documents: the Establishment Decision, Enterprise Registration Certificate, or other equivalent instruments.

p. **Law on Credit Institutions**: Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024.

q. **Law on Enterprises**: The Law on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam, Legislature XIV, 9th Session, on June 17, 2020.

r. **Law on Securities**: Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

s. **SBV**: State Bank of Vietnam.

t. **Date of Establishment**: The date on which the State Bank of Vietnam issued the initial License for Establishment and Operation of the Bank.

u. **Manager**: Includes the Chairperson of the Board of Directors, other members of the Board of Directors, the General Director, and other managerial positions as prescribed in these Articles of Association.

v. **Executive Officer**: Includes the General Director, Deputy General Directors, Chief Accountant, Branch Directors, and other positions as determined by the Board of Directors.

w. **Related Person**: Any individual or organization as defined in Clause 24, Article 4 of the Law on Credit Institutions; Clause 46, Article 4 of the Law on Securities; and Clause 23, Article 4 of the Law on Enterprises.

x. **Applicable Law**: All provisions of normative legal documents, including the Constitution, codes, laws, ordinances, decrees, regulations, circulars, decisions, and other legal instruments issued by competent authorities of the Socialist Republic of Vietnam from time to time, relating to banking activities.

y. **Shareholder Register**: A written document or electronic database recording information on the ownership of shares by the Bank's shareholders. The Shareholder Register must contain the principal particulars as required by law.

z. **Term of Operation**: The period during which the Bank is authorized to conduct business activities under the law, commencing from the date the State Bank of Vietnam issued the initial License for Establishment and Operation. The Bank's term of operation may be extended upon resolution of the General Meeting of Shareholders and subject to approval by the State Bank of Vietnam.

aa. **Charter Capital**: The aggregate par value of shares of the Bank that have been issued and sold to shareholders.

bb. **Legal Capital**: The minimum capital required by law for the establishment of the Bank.

cc. **Vietnam**: The Socialist Republic of Vietnam.

2. Any reference in these Articles of Association to any regulation or legal instrument shall be deemed to include any amendments thereto or successor legislation.
3. The headings (chapters, articles) in these Articles of Association are inserted for convenience only and shall not affect the interpretation of the provisions herein.
4. Terms or expressions defined in the Law on Enterprises, the Law on Credit Institutions, and the Law on Securities (where not inconsistent with the subject matter or context) shall bear the same meaning in these Articles of Association.

CHAPTER II

INFORMATION OF THE BANK

Article 2. Name, Address, Term of Operation, and Information on Founding Shareholders of the Bank

Vietnam Thuong Tin Commercial Joint Stock Bank is duly authorized to operate under License for Establishment and Operation of a commercial joint stock bank No. 05/GP-NHNN issued by the Governor of the State Bank of Vietnam on February 24, 2023 (reissued from License No. 2399/QĐ-NHNN issued by the Governor of the State Bank of Vietnam on December 15, 2006), and has:

1. Legal entity in accordance with the laws of the Socialist Republic of Vietnam.
2. Full name in Vietnamese: Ngân hàng Thương mại Cổ phần Việt Nam Thương Tín
   Abbreviated name in Vietnamese: Ngân hàng Việt Nam Thương Tín
   Full name in English: Vietnam Thuong Tin Commercial Joint Stock Bank
   Abbreviated name in English: Vietbank
3. Head Office Address: No. 47 Tran Hung Dao Street, Phu Loi Ward, Can Tho City
   Telephone: (0299) 3621454 Fax: (0299) 3621858
   Email: callcenter@vietbank.com.vn Website: www.vietbank.com.vn
4. The Bank may establish branches, transaction offices, representative offices, non-business units, and subsidiaries to pursue its operational objectives, subject to resolutions of the General Meeting of Shareholders and the Board of Directors, and within the scope permitted by law. The addresses, names, and certain information of such entities shall be published on the Bank's official website upon any change.
5. Articles of Association on organization and operation, and management and executive bodies.
6. Seal and accounts: The Bank shall have its own seal and accounts opened with the State Bank of Vietnam and other domestic and foreign banks in accordance with SBV regulations. The number, form, content, and specimen of the Bank's seal shall be determined by the Board of Directors. The management, custody, and use of the seal shall be governed by regulations issued by the Board of Directors from time to time.
7. Balance sheet and funds as required by law.
8. Term of operation: Fifty (50) years.
9. Legal Representative of the Bank:
   a. The legal representative of the Bank shall be:
      i. The General Director; or
      ii. The Chairperson of the Board of Directors during any vacancy in the office of General Director until a replacement is duly appointed.
   b. The legal representative is the individual authorized to represent the Bank in exercising rights and performing obligations arising from the Bank's transactions, and to act on behalf of the Bank as claimant, plaintiff, defendant, or interested party before arbitral tribunals, courts, and in other rights and obligations as prescribed by law.
   c. The legal representative of the Bank must reside in Vietnam and shall authorize in writing a Manager or Executive Officer of the Bank residing in Vietnam to exercise the rights and obligations of the legal representative during any absence from Vietnam. In such case, the legal representative remains responsible for the exercise of the delegated rights and obligations.
   d. If the authorization under point (c) above expires while the legal representative has not returned to Vietnam and no new authorization has been made, the authorized person shall continue to exercise the rights and obligations of the legal representative within the scope of the authorization until the legal

representative resumes duties at the Bank or until the Board of Directors appoints another person as the legal representative of the Bank.

e. If the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and obligations of the legal representative, or in the event of death, disappearance, criminal prosecution, detention, imprisonment, compulsory administrative measures at rehabilitation or educational institutions, restriction or loss of legal capacity, cognitive or behavioral difficulties, or prohibition by court from holding office, practicing a profession, or performing certain work, the Board of Directors shall appoint another person as the legal representative of the Bank.

f. The Bank shall notify the State Bank of Vietnam of its legal representative within ten (10) days from the date of election or appointment of the position serving as the legal representative pursuant to these Articles of Association, or upon any change of the legal representative.

10. Founding Shareholders: Names, addresses, and nationalities:

No.	Founding Shareholder	Address	Nationality
1	Duong Ngoc Hoa	598B Nguyen Dinh Chieu Street, Ward 3, District 3, Ho Chi Minh City	Vietnamese
2	Dang Ngoc Lan	104 To Hien Thanh Street, Hai Ba Trung District, Hanoi	Vietnamese
3	Cao Van Duc	149 Group 13, Lieu Giai, Cong Vi Ward, Ba Dinh District, Hanoi	Vietnamese
4	Asia Commercial Joint Stock Bank (ACB)	442 Nguyen Thi Minh Khai Street, District 3, Ho Chi Minh City	Vietnamese

CHAPTER III
OBJECTIVES AND SCOPE OF OPERATIONS

Article 3. Objectives, Business Scope, and Operations of the Bank

1. The Bank's line of business consists of monetary trading and banking services, including accepting deposits and utilizing such deposits to extend credit, providing payment and treasury services, and conducting other activities in accordance with applicable law.
2. The objectives of the Bank are:
   a. Profit generation;
   b. Providing customers with high-quality products and services;
   c. Creating opportunities for employee development;
   d. Contributing to the socio-economic development of the country.
3. Scope of business and operations:
   a. The Bank is authorized to plan and carry out all business activities in accordance with its License for Establishment and Operation issued by the State Bank of Vietnam, its Enterprise Registration Certificate, and these Articles of Association, consistent with applicable laws, and to take appropriate measures to achieve its objectives.
   b. The Bank may engage in other business activities as permitted by the State Bank of Vietnam, applicable laws, and approved by the Board of Directors.

c. The Bank shall not engage in any business activities other than banking operations and other business activities specified in its License issued by the State Bank of Vietnam.

Article 4. General Provisions on the Bank's Operations

1. The Bank's banking operations and other business activities shall be specified in the License issued to the Bank.
2. The Bank's banking operations shall be governed by the Law on Credit Institutions and implemented in accordance with regulations of the Governor of the State Bank of Vietnam.
3. Internal regulations on the Bank's professional operations; regulations on interest rates and fees in its business activities; regulations on credit approval, monitoring of loan use, and financial leasing assets; regulations on termination of credit, debt settlement, interest exemption or reduction; and regulations on recordkeeping shall be implemented in compliance with the Law on Credit Institutions, regulations of the State Bank of Vietnam, and other applicable laws.

Article 5. Principal Activities

1. Accepting demand deposits, term deposits, savings deposits, and other types of deposits.
2. Issuing certificates of deposit.
3. Extending credit in the following forms:
   a. Lending;
   b. Discounting and rediscounting;
   c. Bank guarantees;
   d. Issuance of credit cards;
   e. Domestic factoring; international factoring where the Bank is authorized to conduct international payments;
   f. Letters of credit;
   g. Other forms of credit extension as prescribed by the Governor of the State Bank of Vietnam.
4. Opening payment accounts for customers.
5. Providing payment instruments.
6. Providing payment services through accounts, including:
   a. Domestic payment services such as checks, payment orders, collection orders, remittances, bank cards, collection and disbursement services;
   b. International payment services upon written approval by the State Bank of Vietnam; other payment services as prescribed by the Governor of the State Bank of Vietnam.

Article 6. Borrowing, Depositing, and Trading Valuable Papers

1. The Bank may borrow from the State Bank of Vietnam in the form of refinancing in accordance with the Law on the State Bank of Vietnam.
2. The Bank may purchase and sell valuable papers with the State Bank of Vietnam in accordance with the Law on the State Bank of Vietnam.
3. The Bank may lend, borrow, deposit, accept deposits, and purchase or sell valuable papers on a term basis with credit institutions and branches of foreign banks in accordance with regulations of the Governor of the State Bank of Vietnam.
4. The Bank may borrow funds from abroad in accordance with the provisions of law.

Article 7. Opening of Bank Accounts

1. The Bank shall open a payment account with the State Bank of Vietnam and maintain the mandatory reserve balance therein.

2. The Bank may open payment accounts with credit institutions authorized to provide payment services through accounts.
3. The Bank may open payment accounts abroad in accordance with the laws on foreign exchange.

Article 8. Organization and Participation in Payment Systems

1. The Bank may organize internal payment systems and participate in the national interbank payment system.
2. The Bank may participate in international payment systems upon satisfying the conditions prescribed by the Government and obtaining written approval from the State Bank of Vietnam.

Article 9. Capital Contribution and Shareholding

1. The Bank may use only its charter capital and reserve funds to contribute capital or acquire shares in accordance with Clauses 2, 3, 4, and 7 of this Article.
2. The Bank shall establish or acquire subsidiaries or affiliates when engaging in the following business activities:
   a. Securities underwriting, securities brokerage; management and distribution of investment fund certificates; portfolio management and trading of shares;
   b. Financial leasing;
   c. Insurance.
3. The Bank may establish or acquire subsidiaries or affiliates engaged in debt management and asset recovery, remittance, gold trading, factoring, issuance of credit cards, consumer credit, intermediary payment services, and credit information services.
4. The Bank may contribute capital to or acquire shares of enterprises operating in the following sectors:
   a. Insurance, securities, remittance, gold trading, factoring, issuance of credit cards, consumer credit, intermediary payment services, and credit information services;
   b. Other sectors not specified in point (a) above, subject to written approval from the State Bank of Vietnam.
5. The establishment or acquisition of subsidiaries or affiliates under Clauses 2 and 3 of this Article shall be subject to written approval from the State Bank of Vietnam.
6. The Bank shall establish subsidiaries or affiliates in accordance with the Law on Credit Institutions, these Articles of Association, and other applicable laws.
7. The Bank and its subsidiaries may acquire and hold shares of other credit institutions subject to conditions and limits prescribed by the Governor of the State Bank of Vietnam.

Article 10. Foreign Exchange and Derivatives Operations

1. The Bank may conduct foreign exchange business and provide the following services and products to domestic and foreign customers upon written approval from the State Bank of Vietnam:
   a. Foreign exchange transactions;
   b. Derivatives relating to interest rates, foreign exchange, currencies, and other financial assets.
2. The Bank's foreign exchange business and provision of foreign exchange services to customers shall be carried out in accordance with the laws on foreign exchange.

Article 11. Entrustment and Agency Operations

1. The Bank may entrust, receive entrustment, act as agent in banking operations, and engage in payment agency activities in accordance with regulations of the Governor of the State Bank of Vietnam.
2. The Bank may act as an insurance agent in accordance with the laws on insurance business, within the scope of insurance agency activities permitted by the Governor of the State Bank of Vietnam.

Article 12. Other Business Activities

1. The Bank may conduct the following other business activities in accordance with regulations of the Governor of the State Bank of Vietnam:

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

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

c. Purchase and sale of SBV bills, corporate bonds; purchase and sale of other valuable papers, except those specified in point a, Clause 2 of this Article;

d. Money brokerage services;

e. Gold trading;

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

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

2. The Bank may conduct the following other business activities in accordance with applicable laws:

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

b. Issuance of bonds;

c. Securities depository services;

d. Banking supervisory services;

e. Acting as agent for the management of secured assets for lenders being international financial institutions, foreign credit institutions, domestic credit institutions, or branches of foreign banks.

3. Investment in Government bond futures contracts.

4. The Bank may conduct other business activities related to banking operations beyond those specified in Clauses 1, 2, and 3 of this Article, subject to regulations of the Governor of the State Bank of Vietnam and other applicable laws.

Article 13. Real Estate Business

The Bank shall not engage in real estate business, except in the following cases:

1. Purchase, investment, or ownership of real estate for use as business premises, offices, or warehouses directly serving the Bank's operations;

2. Leasing part of the Bank's business premises not fully utilized;

3. Holding real estate obtained through debt settlement. Within five (5) years from the date of the decision to dispose of collateral being real estate, the Bank must sell, transfer, or repurchase such real estate. In case of repurchase, the real estate must be used for the purposes specified in Clause 1 of this Article, and the investment ratio in fixed assets must comply with applicable laws.

Article 14. Prudential Ratios

In the course of its operations, the Bank shall comply with prudential requirements as prescribed in Chapter VII of the Law on Credit Institutions and regulations of the State Bank of Vietnam; classify assets and make provisions for risks in banking operations in accordance with applicable laws.

CHAPTER IV
CHARTER CAPITAL AND OPERATING CAPITAL

Article 15. Charter Capital

1. The charter capital of the Bank is VND **10,768,973,840,000** (*ten trillion seven hundred sixty-eight billion nine hundred seventy-three million eight hundred forty thousand dong*), divided into **1,076,897,384** (*one billion seventy-six million eight hundred ninety-seven thousand three hundred eighty-four*) shares, with a par value of VND 10,000 (ten thousand dong) per share.

   The charter capital may be adjusted in accordance with applicable laws and regulations of the State Bank of Vietnam from time to time. In case the Bank intends to increase its charter capital, upon receipt of the written approval and amended License from the State Bank of Vietnam regarding Vietbank's charter capital, the provisions on charter capital in this clause shall be automatically updated in accordance with such approval.
2. The charter capital shall be recorded in Vietnamese dong (VND).
3. The Bank must ensure that its actual charter capital is not lower than the statutory minimum capital as prescribed by law.
4. The Bank shall not contribute capital to or acquire shares of the following enterprises or credit institutions:
   a. Enterprises or credit institutions that are shareholders of the Bank;
   b. Enterprises or credit institutions that are related persons of major shareholders of the Bank.
5. Charter capital shall be used for the following purposes:
   a. Purchase of, investment in fixed assets of the Bank, not exceeding the ratio prescribed by the State Bank of Vietnam;
   b. Capital contribution and shareholding in accordance with regulations of the State Bank of Vietnam;
   c. Purchase of investment fund certificates and establishment of subsidiaries in accordance with applicable laws;
   d. Lending;
   e. Conducting other business services in accordance with applicable laws.

Article 16. Changes in Charter Capital

1. Any change in charter capital must be approved by the General Meeting of Shareholders and registered with, and approved by, competent state authorities in accordance with applicable laws.
2. Upon change of charter capital pursuant to written approval by competent state authorities, the Bank must register the new charter capital with such authorities and disclose information in accordance with applicable laws.

Article 17. Operating Capital of the Bank

The Bank's operating capital shall comprise the following sources:

1. Owner's equity:
   a. The Bank's charter capital;
   b. Revaluation differences of assets and foreign exchange differences.
   c. Share premium;
   d. Statutory funds: statutory reserve fund for supplementing charter capital, development investment fund, and financial reserve fund;
   e. Retained earnings not yet distributed and accumulated losses not yet settled;
   f. Other capital owned by the Bank.
2. Mobilized capital in the forms prescribed in these Articles of Association.
3. Other types of capital as provided by law.

CHAPTER V
SHARES, SHARE CERTIFICATES, AND SHAREHOLDERS

Article 18. Shares and Shareholders

1. The Bank shall maintain the number and structure of shareholders and the shareholding ratios in compliance with applicable laws. Foreign organizations and individuals may purchase shares of the Bank in accordance with the laws on banking, securities, the securities market, and other relevant legal provisions.
2. Types of shares and shareholders: The Bank shall issue ordinary shares, and holders of ordinary shares shall be ordinary shareholders.
3. Shares of the Bank may be purchased with Vietnamese dong, freely convertible foreign currencies, gold, land use rights, and other assets as prescribed in these Articles of Association and applicable laws.
4. In case of capital contribution by land use rights or other assets not being Vietnamese dong, freely convertible foreign currencies, or gold, such assets must be necessary for directly serving the Bank's operations and must be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of such assets shall be carried out in accordance with Articles 35 and 36 of the Law on Enterprises and other relevant legal provisions.
5. The Board of Directors shall determine the offering price of shares. The offering price shall not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except in the following cases:
   a. Shares offered for the first time to persons who are not founding shareholders;
   b. Shares offered to all shareholders in proportion to their existing shareholdings in the Bank;
   c. Shares offered to brokers or underwriters. In this case, the specific discount or discount rate must be approved by the General Meeting of Shareholders, unless otherwise provided in these Articles of Association;
   d. Other cases and discount levels as provided in these Articles of Association or resolutions/decisions of the General Meeting of Shareholders.
6. Any new ordinary shares proposed to be issued shall be offered first to existing shareholders in proportion to their current ordinary shareholdings in the Bank. The offering shall be made by notice specifying the number of shares offered and the subscription period (not less than 20 days). If the subscription form is not returned to the Bank within the prescribed period, the relevant shareholder shall be deemed to have waived the pre-emptive right. If the number of shares proposed to be issued is not fully subscribed by shareholders and transferees of pre-emptive rights, the remaining shares shall be managed by the Board of Directors. The Board of Directors may allocate such shares to the Bank's shareholders or other persons under conditions and methods it deems appropriate, provided that such shares are not offered on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or sold through the Stock Exchange by auction.
7. The Bank may repurchase its own issued shares in the manner prescribed in these Articles of Association and applicable laws. Shares repurchased by the Bank shall constitute treasury shares, which the Board of Directors may re-offer in accordance with these Articles of Association, the Law on Securities, applicable laws, and relevant implementing regulations.
8. The Bank may issue other types of securities when approved by the General Meeting of Shareholders and in compliance with applicable laws.

Article 19. Shareholding Limits

1. No individual shareholder shall hold more than five percent (5%) of the Bank's charter capital.
2. No institutional shareholder shall hold more than ten percent (10%) of the Bank's charter capital.
3. A shareholder together with its related persons shall not collectively hold more than fifteen percent (15%) of the Bank's charter capital. A major shareholder of the Bank and its related persons shall not hold five percent (5%) or more of the charter capital of another credit institution.
4. The provisions of Clauses 2 and 3 of this Article shall not apply in the following cases:
   a. Shareholding in subsidiaries or affiliates being credit institutions as prescribed in Clauses 2 and 3 of Article 111 of the Law on Credit Institutions;
   b. State ownership of shares in equitized credit institutions;
   c. Shareholding by foreign investors as prescribed in Clause 6 of this Article.
5. The shareholding limits prescribed in Clauses 1 and 2 of this Article include indirect ownership. The shareholding limit prescribed in Clause 3 of this Article includes shares entrusted by a shareholder to other organizations or individuals for purchase, and excludes shares owned by related persons being subsidiaries of such shareholder as provided in point a, Clause 9, Article 4 of the Law on Credit Institutions.
6. Foreign investors may acquire shares of the Bank in accordance with applicable laws.
7. Organizations and individuals holding convertible bonds, upon conversion of such bonds into shares, must comply with the shareholding limits set forth in this Article.

Article 20. Share Certificates

1. Share certificates of the Bank shall contain the following essential particulars:
   a. Name, enterprise code, and head office address of the Bank;
   b. Number of shares and type of shares;
   c. Par value of each share and the aggregate par value of the shares recorded on the certificate;
   d. Full name, contact address, nationality, and legal identification number (for individual shareholders); name, enterprise code or legal identification number, and head office address (for institutional shareholders);
   e. Signature of the legal representative and signature of the Chairperson of the Board of Directors;
   f. Registration number in the Bank's shareholder register and date of issuance of the share certificate.
2. In the event of any error in the content or form of share certificates issued by the Bank, the rights and interests of the holders of such certificates shall not be affected. The Bank's legal representative shall be liable for any damages arising from such errors.
3. In the event a share certificate is lost, destroyed, or otherwise damaged, the shareholder shall be reissued a certificate by the Bank upon request. The shareholder's request must include the following:
   a. The certificate has been lost, destroyed, or otherwise damaged; in case of loss, a declaration that all reasonable efforts have been made to locate it and that if found, it will be returned to the Bank for cancellation;
   b. An undertaking to assume responsibility for any disputes arising from the reissuance of the new certificate.
4. Each shareholder shall be issued by the Bank a share certificate corresponding to the number and type of shares owned.
5. Pursuant to these Articles of Association, any person whose name is recorded in the shareholder register in respect of any type of shares shall be entitled to receive, free of charge, a share certificate within thirty (30) days (or a longer period as provided in the issuance terms or by resolution of the Board of Directors regarding transfer) after purchasing or receiving transferred shares.

6. In the event only part of the shares recorded on a certificate are transferred, the old certificate shall be cancelled and the Bank shall issue a new certificate reflecting the number of shares transferred and the number of shares remaining.
7. The Bank may manage share certificates on behalf of shareholders or issue share certificates upon request of shareholders. For share certificates with a par value exceeding VND 100,000,000 (one hundred million dong), prior to accepting a request for reissuance, the Bank's legal representative may require the shareholder to publish a notice of the loss, destruction, or cancellation of the certificate, and after fifteen (15) days from the date of such notice, may request the Bank to issue a new certificate.
8. Share certificates of the Bank shall not be used as collateral for credit facilities at the Bank itself.
9. Where shares are issued in certificate form, the Bank shall issue share certificates to shareholders within thirty (30) days from the date the shareholder fully pays for the subscribed shares in connection with an increase of the Bank's charter capital.

Article 21. Offering and Transfer of Shares

1. Offering of shares:
   a. Offering of shares means the Bank increases the number of shares authorized for offering and sells such shares during its operations to increase charter capital. Share offerings may be conducted in one of the following forms:
      i. Offering of shares to existing shareholders;
      ii. Public offering of shares;
      iii. Private placement of shares.
   b. Share offerings shall be conducted in accordance with the laws on securities.
   c. The Bank shall register the change of charter capital within ten (10) days from the completion of the share offering.
2. Shares held by shareholders shall be deemed transferred when the information prescribed in Article 24 of these Articles of Association is fully recorded in the shareholder register.
3. The time at which shareholder rights and obligations arise shall be: For deposited shares: when the shareholder's securities depository account at a depository member reflects a balance of the Bank's shares; For non-deposited shares: when the shareholder's name and information are recorded in the Bank's shareholder register.
4. The Bank's shareholder register and the list of shareholders provided by the Securities Depository Center to the Bank shall constitute the sole basis for determining shareholders' rights and obligations.
5. Unless otherwise provided by law, any transfer of shares resulting in a shareholder becoming a major shareholder must be approved in writing by the State Bank of Vietnam prior to implementation.
6. Share certificate transfers shall be carried out in accordance with the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, and implementing regulations. Transfers may be effected by contract or through transactions on the securities market. In case of transfer by contract, the form of transfer shall be established in writing as specifically prescribed by the Board of Directors; the transfer document must be signed by the transferor, the transferee, or their duly authorized representatives. In case of transactions on the securities market, the procedures for transfer shall be implemented in accordance with securities laws. Share certificates shall be deemed transferred when the information specified in point d, Clause 1, Article 24 of these Articles of Association is accurately and fully recorded in the shareholder register for non-deposited shares, or when a securities depository balance exists at a depository member. From that time, the transferee shall be recognized as a shareholder of the Bank. The transferor shall remain the

owner of the relevant shares until the transferee's name is registered in the shareholder register. The Bank must register the change of shareholders in the shareholder register upon request of the relevant shareholder within twenty-four (24) hours from receipt of such request, in accordance with these Articles of Association.

7. In the event that an individual shareholder dies, the settlement of the shareholder's rights and obligations shall be carried out in accordance with the laws on inheritance. If the deceased shareholder has no heirs, or the heirs refuse to accept the inheritance, or are disqualified from inheritance, the shares of such shareholder shall be disposed of in accordance with civil law.
8. Procedures for the transfer of shares by foreign shareholders shall be carried out in accordance with applicable laws.
9. Individual shareholders and institutional shareholders whose authorized representatives at the Bank serve as members of the Board of Directors, members of the Supervisory Board, or the General Director shall not transfer their shares during their tenure.
10. While obligations arising from personal liability under resolutions or decisions of the General Meeting of Shareholders or decisions of the State Bank of Vietnam are being addressed, members of the Board of Directors, members of the Supervisory Board, and the General Director shall not transfer their shares, except in the following cases:

    a. The member is the authorized representative of an institutional shareholder that is merged, consolidated, divided, separated, dissolved, or declared bankrupt in accordance with law;

    b. The member is compelled to transfer shares pursuant to a legally effective judgment or decision of a court;

    c. The member transfers shares to another investor in order to implement an approved recovery plan, plan for transfer of all contributed capital, or mandatory transfer plan.

Article 22. Forfeiture of Shares

1. In the event that a shareholder fails to pay in full and on time the amount payable for subscribed shares, the Board of Directors shall notify and may require such shareholder to pay the outstanding amount together with interest thereon and any expenses incurred by the Bank due to such non-payment.
2. The payment notice must specify the new payment deadline (at least seven (7) days from the date of the notice), the place of payment, and must state that failure to pay as required will result in forfeiture of the unpaid shares.
3. The Board of Directors shall have the right to forfeit shares not fully and timely paid if the requirements in the notice are not complied with.
4. Forfeited shares shall be deemed authorized shares available for offering. The Board of Directors may directly or through authorized persons sell, reallocate, or otherwise dispose of such shares to the shareholder whose shares have been forfeited or to other persons under conditions and methods it deems appropriate.
5. A shareholder whose shares are forfeited shall cease to be a shareholder in respect of such shares but shall remain liable to pay all amounts due together with interest at a rate determined by the Board of Directors from the date of forfeiture until payment is made. The Board of Directors shall have full authority to enforce payment of the entire value of the shares at the time of forfeiture.
6. A forfeiture notice shall be sent to the holder of the forfeited shares prior to forfeiture. The forfeiture shall remain valid notwithstanding any error or omission in the sending of the notice.

CHAPTER VI

ORGANIZATIONAL STRUCTURE OF MANAGEMENT

Article 23. Organizational Structure of Management

The organizational structure of the Bank shall comprise:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The General Director.

SECTION I

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 24. Shareholder Register

1. The Bank shall establish and maintain a shareholder register from the date of issuance of its License for Establishment and Operation. The shareholder register may be in written form, electronic data, or both. The shareholder register must contain the following essential particulars:

   a. Name and head office address of the Bank;

   b. Total number of shares authorized for offering, types of shares authorized for offering, and number of shares authorized for offering of each type;

   c. Changes in the total number of shares sold of each type and the value of contributed share capital;

   d. Full name, contact address, nationality, and legal identification number for an individual shareholder; name, enterprise code or legal identification number, and head office address for an organization shareholder;

   e. Number of shares of each type held by each shareholder, total number of shares held by each shareholder, and date of share registration.

2. The shareholder register shall be maintained at the Bank's head office or at other organizations authorized to maintain the shareholder register. Shareholders shall have the right to inspect, search, extract, and copy the names and contact addresses of the Bank's shareholders recorded in the shareholder register.
3. In the event that a shareholder changes their contact address, such shareholder must promptly notify the Bank so that the shareholder register may be updated. The Bank shall not be liable for any failure to contact the shareholder arising from the shareholder's failure to notify the Bank of such change of address.
4. The Bank shall promptly update changes relating to shareholders in the shareholder register upon request of the relevant shareholder in accordance with these Articles of Association.

Article 25. Rights of Shareholders

1. Shareholders are the owners of the Bank and shall enjoy rights and bear obligations corresponding to the number and type of shares they hold.
2. Holders of ordinary shares shall have the following rights:

   a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through duly authorized representatives. Each ordinary share shall entitle its holder to one vote;

   b. To receive dividends at the rate determined by resolutions or decisions of the General Meeting of Shareholders;

c. To exercise pre-emptive rights to purchase newly issued shares in proportion to their existing ordinary shareholdings in the Bank, and to transfer such pre-emptive rights to other persons;

d. To transfer shares and rights to purchase shares to other shareholders of the Bank or to other organizations or individuals in accordance with these Articles of Association and in compliance with the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, and other relevant legal provisions;

e. To obtain information on the Bank's operations in accordance with these Articles of Association; to inspect, search, and extract information on names and contact addresses in the list of shareholders entitled to vote and to request correction of inaccurate information; to inspect, search, extract, or copy the Bank's Articles of Association, minutes of meetings of the General Meeting of Shareholders, and resolutions and decisions of the General Meeting of Shareholders;

f. To authorize another person in writing to exercise their rights and obligations (including authorization to attend meetings of the General Meeting of Shareholders) under these Articles of Association. The authorized person shall not re-authorize and shall not stand for election in their own capacity;

g. Upon dissolution or bankruptcy of the Bank, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Bank in accordance with laws on dissolution and bankruptcy;

h. To stand for election or nominate candidates to the Board of Directors and the Supervisory Board in accordance with these Articles of Association or applicable laws where these Articles of Association are silent. Lists of candidates must be submitted to the Board of Directors within the time limit prescribed by the Board of Directors;

i. To be treated equally. Each share of the same class shall confer equal rights, obligations, and benefits upon its holder. In the case of preference shares, the rights and obligations attached thereto shall be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have access to all periodic and extraordinary information disclosed by the Bank in accordance with applicable laws;

k. To protect their lawful rights and interests. Where a resolution of the General Meeting of Shareholders violates the law or these Articles of Association, or a decision of the Board of Directors contravenes the law or these Articles of Association and causes damage to the Bank, shareholders shall have the right to request annulment or suspension of such resolution or decision in accordance with the Law on Enterprises;

l. To exercise other rights as provided by law and these Articles of Association.

3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares, in addition to the rights set forth in Clause 2 of this Article, shall have the following rights:

a. To inspect, search, and extract minutes and resolutions or decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, except those relating to the Bank's trade secrets or business secrets;

b. To request the Supervisory Board to examine specific matters relating to the management and operation of the Bank when deemed necessary. Such request must be made in writing and must include the following particulars: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number, and head office address for institutional shareholders; number of shares and date of share registration of each shareholder; total number of shares of the group of shareholders and the percentage of ownership in the Bank's total shares; the matters to be examined and the purpose of examination;

c. To nominate candidates to the Board of Directors and the Supervisory Board. Nomination shall be conducted as follows:

i. Ordinary shareholders forming a group to nominate one or more persons as candidates to the Board of Directors and the Supervisory Board must notify the meeting participants of such grouping prior to the commencement of the General Meeting of Shareholders;

ii. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as prescribed in this Clause shall have the right to nominate one or more persons as candidates for election to the Board of Directors and the Supervisory Board, as determined by the General Meeting of Shareholders. Where the number of candidates nominated by shareholders or groups of shareholders is fewer than the number they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders;

d. To exercise other rights as provided by law and these Articles of Association.

Article 26. Obligations of Shareholders

1. Shareholders shall have the following obligations:

a. To fully pay for the shares subscribed within the time limit prescribed by the Bank and to be responsible before law for the legality of the sources of capital used to contribute, purchase, or receive transfer of shares in the Bank; not to use funds borrowed from credit institutions or foreign bank branches, or funds raised from corporate bond issuance, to purchase or receive transfer of shares of the Bank; not to contribute capital or purchase shares of the Bank under the name of another individual or legal entity in any form, except in cases of entrustment as provided by law;

b. To comply with these Articles of Association and the Bank's internal corporate governance regulations;

c. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

d. To be liable for the Bank's debts and other property obligations within the scope of the capital contributed;

e. Not to withdraw contributed share capital from the Bank in any form that results in a reduction of the Bank's charter capital, except where shares are repurchased by the Bank or acquired by another person. In cases where a shareholder withdraws part or all of the contributed share capital contrary to this provision, such shareholder and persons with related interests in the Bank shall be jointly liable for the Bank's debts and other property obligations within the value of the withdrawn shares and for any damages incurred;

f. Ordinary shareholders shall bear personal liability when acting in the name of the Bank in any form to carry out any of the following acts:

i. Violating the law;

ii. Conducting business or other transactions for personal gain or for the benefit of another organization or individual;

iii. Making payments of debts not yet due in circumstances where financial risks may arise for the Bank.

g. Major shareholders shall not abuse their dominant position to the detriment of the rights and interests of the Bank or other shareholders, in contravention of law and these Articles of Association.

h. Major shareholders shall be obliged to disclose information in accordance with law.

i. Shareholders holding shares under entrusted investment arrangements for other organizations or individuals must provide the Bank with information on the ultimate beneficial owner of the shares held under such entrustment. The Bank shall have the right to suspend the shareholder rights of entrusted shareholders who fail to provide, or provide incomplete or inaccurate information on, the ultimate beneficial owner of such shares.

j. Shareholders shall maintain confidentiality of information provided by the Bank in accordance with these Articles of Association and law; such information shall only be used to exercise and protect their lawful rights and interests. Dissemination, duplication, or transmission of such information to other organizations or individuals is strictly prohibited.

k. Shareholders shall perform other obligations as provided by law and these Articles of Association.

2. Shareholders holding one percent (1%) or more of the Bank's charter capital 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 for institutional shareholders, together with date and place of issuance;

b. Information on related persons as defined in Points c and d, Clause 1, Article 44 of these Articles of Association;

c. Number and percentage of shares owned by such shareholder in the Bank;

d. Number and percentage of shares owned in the Bank by their related persons.

Such information must be provided to the Bank in writing within seven (7) working days from the date of occurrence or change. With respect to information under Points c and d of this Clause, shareholders shall only be required to provide information to the Bank when there is a change in their shareholding percentage, or the shareholding percentage of themselves and their related persons, of one percent (1%) or more of the Bank's charter capital compared to the most recent disclosure.

The Bank shall publicly post and maintain the information prescribed in this Clause at its head office and submit a written report to the State Bank of Vietnam within seven (7) working days from the date of receipt of such information. On an annual basis, the Bank shall disclose the information prescribed in Points a, c, and d of this Clause to the General Meeting of Shareholders.

The Bank shall publicly disclose on its website the names of individuals and organizations holding one percent (1%) or more of the Bank's charter capital and the information prescribed in Points c and d of this Clause within seven (7) working days from the date of receipt of such information.

Shareholders must ensure that the information provided is truthful, accurate, complete, and timely, and shall be responsible for the provision of such information.

Article 27. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders entitled to vote, is the highest authority of the Bank. The annual General Meeting of Shareholders shall be convened within four (4) months from the end of the financial year. The Board of Directors may decide to extend the time for convening the annual General Meeting of Shareholders when necessary, but not beyond six (6) months from the end of the financial year. The annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions from shareholders. In addition to the annual meeting, extraordinary General Meetings of Shareholders may be convened.
2. The General Meeting of Shareholders shall be convened by the Board of Directors, with the specific venue determined by the Board of Directors based on actual circumstances. The venue of the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be located within the territory of Vietnam. The annual General Meeting of Shareholders shall decide on matters within its duties and powers as prescribed by law and these Articles of Association.

Article 28. Extraordinary General Meeting of Shareholders

1. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following circumstances:

   a. When deemed necessary for the interests of the Bank;

   b. When the number of members of the Board of Directors falls below the minimum required under these Articles of Association;

   c. When the number of members of the Supervisory Board falls below the minimum required under these Articles of Association;

   d. At the request of a shareholder or group of shareholders holding more than ten percent (10%) of the total ordinary shares, in the circumstances specified in Clause 2 of this Article;

   e. At the request of the Supervisory Board;

   f. As required by the State Bank of Vietnam in the event of circumstances affecting the safety of the Bank's operations;

   g. Other cases as provided by these Articles of Association and by law.

2. Shareholders or groups of shareholders as specified in Point d, Clause 1 of this Article shall have the right to request the convening of a General Meeting of Shareholders in the following cases:

   a. The Board of Directors seriously violates shareholders' rights, breaches managerial obligations, or makes decisions beyond its delegated authority;

   b. The term of office of the Board of Directors has exceeded six (6) months without a new Board of Directors being elected;

   c. Other cases as provided by these Articles of Association.

   Requests for convening a General Meeting of Shareholders under this Clause must be made in writing and must include the following particulars: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or equivalent legal document, and head office address for institutional shareholders; number of shares and date of share registration of each shareholder; total number of shares of the group of shareholders and the percentage of ownership in the Bank's total shares; grounds and reasons for requesting the convening of the General Meeting of Shareholders. Such request must be accompanied by documents and evidence of violations by the Board of Directors, the extent of such violations, or decisions made beyond its authority.

3. The Board of Directors shall convene a meeting of shareholders within thirty (30) days from the date of receipt of a request or the occurrence of any of the events specified in Clause 1 of this Article.

4. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairperson of the Board of Directors and members of the Board of Directors shall be liable under law and must compensate the Bank for any damages incurred. Within the following thirty (30) days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors in accordance with law.

5. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as required, the Supervisory Board shall be liable under law and must compensate the Bank for any damages incurred; and shareholders or groups of shareholders as specified in Clause 3, Article 25 of these Articles of Association shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors and the Supervisory Board in accordance with law. In such case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

6. All necessary expenses for convening and conducting a meeting of shareholders shall be borne by the Bank. For clarity, such expenses shall not include costs incurred by shareholders in attending the General Meeting of Shareholders, such as accommodation, travel, and other related expenses.

Article 29. Powers and Duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following powers and duties:

a. To approve the Bank's strategic development orientation;

b. To approve, amend, and supplement the Bank's Articles of Association;

c. To approve internal corporate governance regulations; rules on the organization and operation of the Board of Directors and the Supervisory Board;

d. To determine the number of members of the Board of Directors and the Supervisory Board for each term; to elect, dismiss, remove, elect additional, or replace members of the Board of Directors and the Supervisory Board in accordance with the standards and conditions prescribed by law and these Articles of Association;

e. To decide on remuneration, bonuses, and other benefits for members of the Board of Directors and the Supervisory Board, and on the operating budget of the Board of Directors and the Supervisory Board;

f. To review and, within its competence, address violations committed by the Board of Directors or the Supervisory Board that cause damage to the Bank or its shareholders;

g. To decide on the organizational structure of management of the Bank;

h. To approve plans for changes in the Bank's charter capital;

i. To approve plans for the offering of shares, including the type and number of newly issued shares; to decide on the annual dividend rate for each class of shares;

j. To approve plans for the repurchase of issued shares;

k. To approve plans for the issuance of convertible bonds;

l. To approve proposed remedial measures in the event of early intervention;

m. To approve the annual financial statements; and plans for profit distribution after fulfillment of tax obligations and other financial obligations of the Bank;

n. To approve reports of the Board of Directors and the Supervisory Board on the performance of their assigned powers and duties;

o. To decide on the establishment or conversion of legal forms of commercial presence abroad, and of subsidiaries;

p. To approve plans for capital contribution, purchase, or sale of shares or equity interests of the Bank in other enterprises or credit institutions where the proposed contribution, purchase price, or book value in the case of sale amounts to twenty percent (20%) or more of the Bank's charter capital as recorded in the latest audited financial statements;

q. To approve decisions on investment, purchase, or sale of fixed assets of the Bank where the proposed investment, purchase price, or original cost in the case of sale amounts to twenty percent (20%) or more of the Bank's charter capital as recorded in the latest audited financial statements;

r. To approve contracts or transactions valued at twenty percent (20%) or more of the Bank's charter capital as recorded in the latest audited financial statements, between the Bank and members of the Board of Directors, members of the Supervisory Board, the General Director, major shareholders, related persons of managers, members of the Supervisory Board, or major shareholders of the Bank, as well as subsidiaries or affiliates of the Bank, except where the Bank is implementing a mandatory transfer plan;

s. To decide on the division, separation, consolidation, merger, conversion of legal form, dissolution, or request to the Court to initiate bankruptcy proceedings against the Bank;

t. To decide on measures to remedy major financial fluctuations of the Bank;

u. To approve the list of independent auditing firms; to appoint the independent auditing firm to audit the Bank's operations; and to dismiss independent auditors when deemed necessary;

v. To decide on other matters as prescribed by law, these Articles of Association, and resolutions or decisions of the General Meeting of Shareholders.

2. Shareholders shall not be entitled to vote on resolutions of the General Meeting of Shareholders concerning:

a. Any contract specified in Point q, Clause 1 of this Article and in Article 43 of these Articles of Association in which such shareholder or any of its related persons is a party; or

b. Any repurchase of shares from such shareholder or any of its related persons, except where the repurchase is conducted in proportion to the shareholding of all shareholders or is carried out through order matching or public tender offer on the Stock Exchange.

3. The General Meeting of Shareholders shall deliberate and vote on resolutions concerning matters included in the agenda of the meeting.

Article 30. Right to Attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Bank's shareholder register. Such list shall be drawn up upon issuance of the convening decision and shall be finalized no earlier than five (5) days prior to the date of sending invitations to the General Meeting of Shareholders.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must include: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or equivalent legal document, and head office address for institutional shareholders; number of shares of each type, and the shareholder registration number and date of each shareholder.
3. Each shareholder shall have the right to inspect, search, extract, and copy names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to be provided with information relating to themselves recorded in such list.
4. Shareholders shall have the right to request the convener of the General Meeting of Shareholders to correct inaccurate information or supplement necessary information concerning themselves in the list of shareholders entitled to attend the General Meeting of Shareholders.
5. The Bank's managers must promptly provide information from the shareholder register, and correct or supplement inaccurate information at the request of shareholders; and shall be liable to compensate for any damages arising from failure to provide, or untimely or inaccurate provision of, information from the shareholder register as requested.

Article 31. Authorization to Attend the General Meeting of Shareholders

1. A shareholder who is an individual, or the authorized representative of a shareholder that is an organization, may directly attend or authorize in writing one or more individuals or organizations to attend the General Meeting of Shareholders. Authorized persons attending the General Meeting of Shareholders shall not re-authorize another person to attend and shall not stand for election in their own capacity. Where more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically determined.
2. Authorization for representatives to attend the General Meeting of Shareholders must be made in writing. The authorization document shall be prepared in accordance with civil law and must specify the name of

the authorizing shareholder, the name of the authorized person, the number of shares authorized, the content, scope, and term of authorization. Where the authorizing shareholder is an organization, the authorization document must bear the signature of the authorized representative, the legal representative of the institutional shareholder, and the legal representative of the authorized organization attending the meeting. In other cases, the authorization document must bear the signature of the legal representative of the shareholder and the authorized person attending the meeting. Authorized persons must submit the authorization document upon registration before entering the meeting room.

3. Voting ballots of authorized persons attending the General Meeting of Shareholders within the scope of authorization shall remain valid in the following cases:

a. The authorizing shareholder has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing shareholder has revoked the authorization;

c. The authorizing shareholder has revoked the authority of the person executing the authorization.

This provision shall not apply where the Bank receives notice of any of the above events twenty-four (24) hours prior to the opening of the General Meeting of Shareholders or prior to the reconvening of the meeting.

Article 32. Convening the General Meeting of Shareholders, Agenda, and Notice

1. The convener of the General Meeting of Shareholders shall perform the following duties:

a. To prepare a list of shareholders entitled to attend and vote at the General Meeting of Shareholders as prescribed in Article 30 of these Articles of Association; to prepare the agenda, contents of the meeting, documents in compliance with law and the Bank's regulations, and draft resolutions for each matter on the agenda;

b. To determine the time and venue of the General Meeting;

c. To send notices of invitation to the General Meeting of Shareholders to all shareholders in the list of shareholders entitled to attend. The notice and accompanying documents must be sent no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders. The notice of invitation must include the name, address, head office, enterprise code of the Bank; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to participants.

2. The notice of invitation to the General Meeting of Shareholders must be accompanied by the agenda and reasonable documents and information relating to matters to be discussed and voted upon at the General Meeting. The notice and documents may be delivered to shareholders either directly or by registered mail to the shareholder's registered address, or to the address provided by the shareholder. In the case of Bank employees, the notice may be delivered individually in sealed envelopes at the workplace.

3. The notice of invitation to the General Meeting of Shareholders shall be published on the Bank's website concurrently with its delivery to shareholders. The agenda of the General Meeting of Shareholders and documents relating to matters to be voted upon shall be delivered to shareholders and/or published on the Bank's website. Where the agenda and documents are not enclosed with the notice of invitation, the notice must specify the website address and instructions for downloading the documents to ensure shareholders' access.

4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 25 of these Articles of Association shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Bank no later than three (3) working days prior to the opening date of the meeting. The proposal must specify the name of the

shareholder, the number of each type of shares held, the shareholder registration number and date at the Bank, and the matters proposed for inclusion in the agenda.

The convener of the General Meeting of Shareholders must accept and include such proposals in the draft agenda and contents of the meeting, except as provided in Clause 5 of this Article; proposals shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

5. In the event that the convener of the General Meeting of Shareholders refuses a proposal, a written reply stating the reasons must be sent no later than two (2) working days prior to the opening date of the General Meeting of Shareholders. The convener may only refuse proposals under Clause 4 of this Article in the following cases:

   a. The proposal was not submitted in accordance with Clause 4 of this Article;

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

   c. The proposed matter is inconsistent with these Articles of Association or with applicable laws.

6. Only the General Meeting of Shareholders shall have the authority to amend the agenda attached to the notice convening the General Meeting of Shareholders.

Article 33. Conditions, Procedures for Conducting Meetings, Voting, and Minutes of the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be validly convened when shareholders attending represent at least sixty-five percent (65%) of the total voting shares. If the required quorum is not met within sixty (60) minutes from the scheduled opening time, the General Meeting of Shareholders must be reconvened for a second meeting within thirty (30) days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be validly convened when shareholders attending represent at least fifty-one percent (51%) of the total voting shares. If the required quorum is not met within sixty (60) minutes from the scheduled opening time of the second meeting, the General Meeting of Shareholders shall be reconvened for a third meeting within twenty (20) days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be validly convened regardless of the number of shareholders attending or the percentage of voting shares represented, and shall have authority to decide on all matters that the first General Meeting of Shareholders could have validly decided.

2. Prior to the opening of the meeting, the Bank shall carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have completed registration, in accordance with the following:

   a. Upon registration, the Bank shall issue to each shareholder or authorized representative entitled to vote a voting card, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. Voting shall be conducted by indicating approval, disapproval, or abstention. At the General Meeting, voting cards indicating approval shall be collected first, followed by voting cards indicating disapproval, and finally the total number of votes for and against shall be counted to determine the resolution;

   b. Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to register immediately and thereafter participate and vote at the General Meeting. However, the chairperson shall not be obliged to suspend the meeting to allow such shareholders to register, and the validity of votes already cast shall not be affected.

3. The election of the chairperson, secretary, and vote-counting committee of the General Meeting of Shareholders shall be conducted as follows:

a. The Chairperson of the Board of Directors shall act as chairperson of the meeting, or may authorize another member of the Board of Directors to act as chairperson of the General Meeting convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among themselves to act as chairperson by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside over the General Meeting to elect a chairperson from among the attendees, and the person receiving the highest number of votes shall act as chairperson;

b. Except as provided in Point a of this Clause, the person signing the convening notice of the General Meeting of Shareholders shall preside over the meeting for the election of the chairperson, and the person receiving the highest number of votes shall act as chairperson;

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

d. The General Meeting of Shareholders shall elect a vote-counting committee upon the proposal of the chairperson of the meeting.

4. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify the time allocated for each matter to be discussed.
5. The convener or the chairperson of the General Meeting of Shareholders shall have the right to:

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

b. Request competent authorities to maintain order at the meeting; expel any person who fails to comply with the chairperson's authority, intentionally disrupts order, obstructs the proper conduct of the meeting, or fails to comply with security inspection requirements.

6. The chairperson shall have the right to postpone the General Meeting of Shareholders, provided that the number of registered participants is sufficient, for a maximum of three (3) working days from the scheduled opening date, and may only postpone or change the venue of the meeting in the following cases:

a. The meeting venue does not have adequate seating for all participants;

b. Communication facilities at the venue do not ensure shareholders' ability to participate, discuss, and vote;

c. Participants engage in acts of obstruction or disorder that may prevent the meeting from being conducted fairly and lawfully.

7. In the event that the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to preside over the meeting until its conclusion, and all resolutions adopted at such meeting shall remain valid and enforceable.
8. The General Meeting of Shareholders shall adopt resolutions within its competence by voting at the meeting. The General Meeting of Shareholders shall deliberate and vote on each matter included in the agenda. Matters specified in Points a, d, f, and s, Clause 1, Article 29 of these Articles of Association must be adopted by voting at the General Meeting of Shareholders. Resolutions of the General Meeting of Shareholders shall be adopted when:

a. Except as provided in Point b of this Clause, resolutions are approved by shareholders representing more than fifty percent (50%) of the total votes of all shareholders attending the meeting;

b. Resolutions on changes to charter capital; plans for offering shares, including the type and number of newly issued shares; decisions on investment, purchase, or sale of fixed assets of the Bank where the proposed investment, purchase price, or original cost in the case of sale amounts to twenty percent (20%)

or more of the Bank's charter capital as recorded in the latest audited financial statements; and decisions on division, separation, consolidation, merger, conversion of legal form, dissolution, or request to the Court to initiate bankruptcy proceedings against the Bank must be approved by shareholders representing more than sixty-five percent (65%) of the total votes of all shareholders attending the meeting.

c. Voting for members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders may allocate all or part of their votes to one or more candidates. Candidates elected as members of the Board of Directors or the Supervisory Board shall be determined based on the number of votes received, ranked from highest to lowest, until the required number of members is reached. In the event that two (2) or more candidates receive an equal number of votes for the final position on the Board of Directors or the Supervisory Board, a re-election shall be conducted among such candidates, or selection shall be made in accordance with criteria prescribed in the election regulations.

d. Resolutions and decisions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified therein.

e. Resolutions and decisions adopted at a General Meeting of Shareholders attended in person or by proxy by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening and adopting such resolutions or decisions were not carried out in strict compliance with these Articles of Association or applicable laws.

9. The General Meeting of Shareholders must be recorded in minutes, which may also be recorded and stored by audio or other electronic means. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, both versions having equal legal validity; in case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail. The minutes must contain the following principal details:

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

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

c. Agenda and contents of the meeting;

d. Full name of the chairperson and secretary;

e. Summary of the proceedings of the meeting and opinions expressed by shareholders on each matter in the agenda;

f. Number of shareholders and total voting rights of shareholders attending, with an annex of the list of registered shareholders and representatives attending, indicating the number of shares and corresponding votes;

g. Total number of votes cast on each matter, specifying the voting method, total valid and invalid votes, votes in favor, against, and abstentions, together with the corresponding percentages of the total votes of shareholders attending;

h. Matters discussed and resolutions adopted by the General Meeting of Shareholders, together with the corresponding voting percentages, and any outstanding matters;

i. Names and signatures of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all required details under this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.

10. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting and must be sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting. Delivery of the vote-counting minutes may be substituted by publication on the Bank's website. The minutes shall constitute evidence of the matters conducted at the General Meeting of Shareholders.
11. Resolutions, minutes of the General Meeting of Shareholders, annexes of the list of registered shareholders with signatures, proxy authorizations for attendance, all documents attached to the minutes (if any), and documents related to the notice of invitation must be kept at the Bank's head office. Within fifteen (15) days from the date of conclusion of the General Meeting of Shareholders or from the date of completion of vote-counting in the case of written consultation, the Bank must submit to the State Bank of Vietnam all resolutions and decisions adopted by the General Meeting of Shareholders.

Article 34. Adoption of Resolutions of the General Meeting of Shareholders by Written Consultation

1. Except for matters specified in Points a, d, f, and s, Clause 1, Article 29 of these Articles of Association which must be adopted by voting at the General Meeting of Shareholders, resolutions of the General Meeting of Shareholders may be adopted by written consultation, provided that they are approved in writing by shareholders representing more than fifty percent (50%) of the Bank's total voting shares.
2. In order for resolutions to be unanimously adopted by shareholders through written consultation, the Board of Directors shall be responsible for:

   a. Determining the matters to be submitted for shareholder consultation, the voting method, and contents in accordance with these Articles of Association and applicable laws;

   b. Preparing ballots and relevant documents relating to the matters to be consulted, specifying the deadline for return ("Return Date") of such documents, together with written instructions requiring shareholders to state their voting opinions and return them to the Bank. Such ballots and documents must be sent to all shareholders entitled to vote no later than ten (10) days prior to the Return Date. The preparation of the list of shareholders to whom ballots are sent shall comply with Clauses 1 and 2, Article 30 of these Articles of Association. The requirements and method of sending ballots and accompanying documents shall comply with Article 32 of these Articles of Association. Ballots must contain the principal contents as prescribed by law;

   c. Summarizing voting opinions to determine the resolutions of the General Meeting of Shareholders, and within fifteen (15) days from the Return Date, issuing a written notice of the voting results and resolutions of the General Meeting of Shareholders to the branch of the State Bank of Vietnam in the province or city where the Bank's head office is located.
3. Shareholders may return completed ballots to the Bank by one of the following methods:

   a. By mail: ballots must bear the signature of the shareholder, if an individual; or the signature of the authorized representative or legal representative, if an institutional shareholder. Ballots sent to the Bank must be enclosed in sealed envelopes and shall not be opened prior to vote-counting;

   b. By fax or email: ballots sent to the Bank by fax or email must be kept confidential until the time of vote-counting.

   Ballots returned to the Bank after the deadline specified in the ballot, or ballots opened in the case of mail, or disclosed in the case of fax or email, shall be invalid. Ballots not returned shall be deemed non-participation in voting.
4. The Board of Directors shall organize vote-counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or shareholders not holding managerial positions in the Bank.

5. The vote-counting minutes must contain the following principal details:

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

b. Purpose and matters submitted for consultation to adopt resolutions or decisions;

c. Number of shareholders and total votes cast, distinguishing valid and invalid votes, method of submission of completed ballots, together with an annex listing shareholders participating in the voting;

d. Total number of votes in favor, against, and abstentions for each matter;

e. Resolutions adopted and corresponding voting percentages;

f. Full names and signatures of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote-counters.

Members of the Board of Directors, vote-counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes, and jointly liable for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote-counting.

6. The vote-counting minutes and the resolutions or decisions must be sent to shareholders within fifteen (15) days from the date of completion of vote-counting, or may alternatively be published on the Bank's website.
7. Returned ballots, vote-counting minutes, full text of resolutions adopted, and related documents accompanying the ballots must be kept at the Bank's head office.
8. Resolutions and decisions of the General Meeting of Shareholders adopted by written consultation shall have the same validity as resolutions and decisions adopted directly by voting at the General Meeting of Shareholders. Resolutions and decisions adopted by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for written consultation and adoption were not carried out in strict compliance with applicable laws or these Articles of Association.

Article 35. Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution or minutes of the General Meeting of Shareholders, or vote-counting minutes of written consultation, shareholders or groups of shareholders as prescribed in Clause 3, Article 25 of these Articles of Association shall have the right to request a court or arbitration to review and annul resolutions of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting or conducting written consultation and adopting resolutions of the General Meeting of Shareholders seriously violate applicable laws or these Articles of Association, except as provided in Point e, Clause 8, Article 33 and Clause 8, Article 34 of these Articles of Association;
2. The contents of the resolutions violate applicable laws or these Articles of Association.

SECTION II

GENERAL PROVISIONS ON THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR

Article 36. General Duties

1. The Board of Directors is the governing body of the Bank, vested with full authority to act on behalf of the Bank to decide and implement the Bank's rights and obligations, and to decide on matters relating to the purposes and interests of the Bank, except for matters within the competence of the General Meeting of Shareholders.

2. The Supervisory Board shall supervise and evaluate compliance with laws, internal regulations, these Articles of Association, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
3. The General Director is the highest executive officer of the Bank and shall be accountable to the Board of Directors for the performance of his/her rights and obligations.

Article 37. Cases of Ineligibility to Hold Office

Detailed provisions are set forth in the Bank's Internal Corporate Governance Regulations.

Article 38. Cases of Incompatibility of Offices

Detailed provisions are set forth in the Bank's Internal Corporate Governance Regulations.

Article 39. Automatic Loss of Membership of the Board of Directors, the Supervisory Board, and the Position of General Director

Detailed provisions are set forth in the Bank's Internal Corporate Governance Regulations.

Article 40. Dismissal, Removal, and Resignation

Detailed provisions are set forth in the Bank's Internal Corporate Governance Regulations.

Article 41. Suspension or Temporary Suspension of Members of the Board of Directors, the Supervisory Board, and the General Director

1. The Chairperson and other members of the Board of Directors, the Head and other members of the Supervisory Board, and the Bank's executives may be suspended or temporarily suspended from exercising their rights and obligations by decision of the State Bank of Vietnam in cases of violation of Article 43 and Clause 10, Article 48 of the Law on Credit Institutions, or other relevant legal provisions during the performance of their assigned rights and obligations, or failure to meet the standards and conditions prescribed in Article 41 of the Law on Credit Institutions. The State Bank of Vietnam shall have the authority to request the competent body to dismiss, remove, elect, or appoint replacements, or to designate replacements if deemed necessary.
2. In the event that the Bank is placed under special control, the Special Control Board at the Bank shall have the authority to suspend or temporarily suspend the exercise of rights and obligations of the Chairperson and other members of the Board of Directors; the Head and other members of the Supervisory Board; and the Bank's executives, if deemed necessary.
3. Persons suspended or temporarily suspended from exercising their rights and obligations under Clauses 1 and 2 of this Article shall remain responsible for participating in the resolution of outstanding issues and violations related to their personal liability when required by the State Bank of Vietnam, the Board of Directors, the Supervisory Board of the Bank, or the Special Control Board.

SECTION III
DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 42. Duty of Care of Members of the Board of Directors, Members of the Supervisory Board, the General Director, and Other Executives

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the duty to perform their responsibilities honestly and in a manner they reasonably

believe to be in the best interests of the Bank, in compliance with applicable laws and these Articles of Association, and with the level of care that a prudent person would exercise under similar circumstances.

Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives entrusted with responsibilities shall not appropriate for themselves business opportunities that the Bank could otherwise exploit for its benefit, nor shall they use information obtained by virtue of their positions for personal gain or for the benefit of any other organization or individual.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the duty to promptly, fully, and accurately disclose to the Board of Directors any interests that may conflict with the Bank's interests which they may have in other organizations or transactions with other organizations or individuals, and may only exploit such opportunities if the Board of Directors (excluding members with related interests) has reviewed and approved them.
3. Contracts and transactions of the Bank not prohibited or restricted under the Law on Credit Institutions with members of the Board of Directors, members of the Supervisory Board, the General Director, major shareholders; related persons of managers, members of the Supervisory Board, or major shareholders of the Bank; subsidiaries or affiliates of the Bank; and other entities specified in Article 44 of these Articles of Association may only be executed if the following requirements are met:

   a. For contracts or transactions valued at twenty percent (20%) or more of the Bank's charter capital as recorded in the latest audited financial statements, prior approval of the General Meeting of Shareholders is required before execution. In such cases, the Bank's representative signing the contract must notify the Board of Directors and the Supervisory Board of the related parties to the contract or transaction, together with the draft contract or a statement of the principal terms of the transaction. The Board of Directors shall submit the draft contract or explanation of the principal terms of the transaction to the General Meeting of Shareholders or conduct written consultation of shareholders. Shareholders with related interests shall not be entitled to vote. The contract or transaction shall be approved if shareholders representing sixty-five percent (65%) of the remaining voting shares vote in favor, unless these Articles of Association prescribe a higher voting threshold. Shareholders who are parties to the contract or shareholders related to the contracting party shall not be permitted to vote.

   b. For contracts or transactions valued at less than twenty percent (20%) of the Bank's charter capital as recorded in the latest audited financial statements, prior approval of the Board of Directors is required before execution. In such cases, the Bank's representative signing the contract must notify members of the Board of Directors and the Supervisory Board of the related parties to the contract or transaction, together with the draft contract or principal terms of the transaction. The Board of Directors shall decide on approval of the contract or transaction within fifteen (15) days from the date of receipt of the notice. Members of the Board of Directors who are parties to the contract or who have related interests with the contracting party shall not be entitled to vote.
4. In the event that a contract is executed without prior approval of the General Meeting of Shareholders or the Board of Directors as required under Clause 3 of this Article, such contract shall be invalid and handled in accordance with applicable laws. Persons causing damage to the Bank shall be liable for compensation.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall not buy, sell, or trade shares of the Bank or its subsidiaries when they possess information that may affect the price of such shares while other shareholders do not have access to such information.

Article 44. Obligation to Disclose Related Interests

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and equivalent positions of the Bank must provide the Bank with the following information:

   a. Name, enterprise code, and head office address of enterprises or economic organizations in which they or their related persons hold ownership of contributed capital or shares amounting to five percent (5%) or more of the charter capital, including capital or shares authorized or entrusted to other organizations or individuals;

   b. Name, enterprise code, and head office address of enterprises or economic organizations in which they and their related persons serve as members of the Board of Directors, members of the Members' Council, controllers, members of the Supervisory Board, or General Director (Director);

   c. Information on related persons who are individuals, including: full name; personal identification number; nationality, passport number, date and place of issuance for foreign nationals; and relationship with the reporting person;

   d. Information on related persons who are organizations, including: name, enterprise code, head office address, enterprise registration certificate number or equivalent legal document; legal representative; and relationship with the reporting person.
2. Disclosure of information under Clause 1 of this Article and any changes thereto must be made in writing within seven (7) working days from the date of occurrence or change.
3. The Bank must annually disclose to the General Meeting of Shareholders the information specified in Points a, b, and d, Clause 1 of this Article, and must post and maintain such information at the Bank's head office.
4. The Bank must notify the State Bank of Vietnam in writing of the information specified in Clause 1 of this Article within seven (7) working days from the date the Bank receives disclosure in accordance with Clause 2 of this Article.

Article 45. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who fail to perform their duties honestly and with due care, or who fail to fulfill their obligations with diligence and professional competence, shall be liable for damages caused by their breach of duties. Liability for damages and compensation of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall be governed by the Bank's Internal Corporate Governance Regulations.
2. The Bank shall indemnify and reimburse expenses (including legal fees), judgments, fines, and amounts actually and reasonably incurred in connection with the settlement of proceedings, to the extent permitted by law, for any person who is, was, or is threatened to become a party to complaints, claims, lawsuits, or prosecutions (including civil and administrative proceedings, but excluding actions initiated by the Bank itself), provided that such person acted in the capacity of a member of the Board of Directors, member of the Supervisory Board, the General Director, other executives, officers, or employees of the Bank, and was required to participate or represent the Bank as duly authorized. Indemnification shall be granted on the condition that such persons acted in compliance with applicable laws, these Articles of Association, and the Bank's internal regulations, with honesty, prudence, diligence, and professional competence, in the interests of or not against the interests of the Bank. The Bank may purchase and maintain insurance for such persons against liabilities for indemnification as stated above.

SECTION IV
BOARD OF DIRECTORS

Article 46. Composition and Term of the Board of Directors

1. Members of the Board of Directors shall be elected by the General Meeting of Shareholders through cumulative voting.
2. Members of the Board of Directors may be dismissed or removed by the General Meeting of Shareholders with the approval of shareholders representing more than fifty percent (50%) of the total votes of all shareholders attending the meeting. The Board of Directors shall elect, dismiss, or remove the Chairperson and Vice Chairperson of the Board of Directors.
3. The Board of Directors shall consist of not fewer than five (5) members and not more than eleven (11) members, including at least two (2) independent members. The number of members for each term shall be determined by the General Meeting of Shareholders.

   At least two-thirds (2/3) of the total members of the Board of Directors must be independent members and members who are not executives of the Bank.

   An individual and his/her related persons, or representatives of the contributed capital of a shareholder that is an organization and their related persons, may participate in the Board of Directors but shall not exceed two (2) members of the Board of Directors of the Bank, except in the case of representatives of the State's contributed capital or mandatory transferees.
4. The term of office of the Board of Directors shall be five (5) years. The term of office of each member of the Board of Directors shall be five (5) years and may be renewed without limitation on the number of terms.

   The Board of Directors of the outgoing term shall continue to operate until the newly elected Board of Directors assumes office. In the event that a member is elected to replace or supplement a member who has been dismissed or removed during the term, the term of office of such member shall be the remaining duration of the current term of the Board of Directors.
5. The nomination, candidacy, election, dismissal, removal, and resignation of the Chairperson and other members of the Board of Directors must be carried out in accordance with applicable laws, these Articles of Association, and the Bank's Internal Corporate Governance Regulations. The procedures, formalities, and documentation for notification of election, appointment, dismissal, or removal of the Chairperson and other members of the Board of Directors shall comply with the regulations of the State Bank of Vietnam. The results of election, appointment, dismissal, or removal of the Chairperson and other members of the Board of Directors of the Bank must be reported to the State Bank of Vietnam as prescribed.
6. The Chairperson of the Board of Directors must reside in Vietnam during his/her term of office.
7. In the case of foreign shareholders (including overseas Vietnamese) participating in the Board of Directors, the following additional conditions shall apply:

   a. The proportion of foreign members of the Board of Directors shall correspond to the proportion of contributed capital held by all foreign shareholders in the Bank;

   b. Foreign members shall not concurrently serve as members of the Board of Directors of another credit institution in Vietnam.

Article 47. Powers and Duties of the Board of Directors

1. To be responsible for ensuring that the Bank's operations comply with applicable laws, these Articles of Association, and the Bank's internal regulations; to treat all shareholders equally; and to respect the interests of persons having rights and interests related to the Bank.

2. To be accountable to the General Meeting of Shareholders for the performance of its assigned powers and duties; to submit to the General Meeting of Shareholders for decision and approval matters falling within the competence of the General Meeting of Shareholders as prescribed in Clause 1, Article 29 of these Articles of Association.
3. To decide on the establishment of branches, representative offices, and non-business units of the Bank.
4. To elect, dismiss, and remove the Chairperson of the Board of Directors.
5. To appoint, dismiss, discipline, suspend, and decide on salaries, bonuses, and other benefits for the General Director, Deputy General Directors, and other executives within its competence in accordance with the Board of Directors' regulations and the Bank's Internal Corporate Governance Regulations; to sign and terminate contract with the General Director.
6. To approve plans for capital contribution, purchase, or sale of shares or equity interests of the Bank in enterprises or other credit institutions where the proposed contribution, purchase price, or book value in the case of sale is less than twenty percent (20%) of the Bank's charter capital as recorded in the latest audited financial statements.
7. To appoint representatives of the Bank's contributed capital in enterprises or other credit institutions and to decide on remuneration and other benefits of such representatives.
8. To approve decisions on investment, purchase, or sale of fixed assets of the Bank where the proposed investment, purchase price, or original cost in the case of sale is equal to or greater than ten percent (10%) of the Bank's charter capital as recorded in the latest audited financial statements, except for investments, purchases, or sales of fixed assets falling within the competence of the General Meeting of Shareholders under Point q, Clause 1, Article 29 of these Articles of Association.
9. To decide on credit extensions in accordance with Clause 7, Article 136 of the Law on Credit Institutions, except for contracts or transactions falling within the competence of the General Meeting of Shareholders.
10. To approve contracts or transactions valued at less than twenty percent (20%) of the Bank's charter capital as recorded in the latest audited financial statements between the Bank and members of the Board of Directors, members of the Supervisory Board, the General Director, major shareholders of the Bank; related persons of managers, members of the Supervisory Board, or major shareholders of the Bank; subsidiaries or affiliates of the Bank.
11. To approve contracts or transactions valued at ten percent (10%) or more of the Bank's charter capital as recorded in the latest audited financial statements.
12. To approve restructuring plans of the Bank's operations from time to time as directed by the State Bank of Vietnam and to report to the General Meeting of Shareholders at the nearest meeting.
13. To inspect, supervise, and direct the General Director in performing assigned duties and other managers in the daily business operations of the Bank; to annually evaluate the performance of the General Director.
14. To promulgate internal regulations relating to organization, governance, operations, and professional ethics standards of the Bank in compliance with the Law on Credit Institutions and relevant laws, except for matters within the competence of the Supervisory Board (including ethical standards applicable to members of the Supervisory Board and internal auditors) or the General Meeting of Shareholders.
15. To decide on risk management policies and supervise the implementation of the Bank's risk prevention measures.
16. To supervise and direct the General Director in internal control and risk management activities, ensuring that members of the Board of Directors do not participate in reviewing or approving risk-related decisions

within the functions and duties of the General Director. Detailed provisions shall be set forth in the Regulations on Organization and Operation of the Board of Directors.

17. To review and approve the annual report.
18. To decide on the issuance of new shares within the authorized number of shares.
19. To determine the offering price of shares and convertible bonds of the Bank.
20. To decide on the repurchase of the Bank's shares in accordance with approved plans.
21. To propose profit distribution plans and dividend levels; to decide on the timing and procedures for dividend payment or the handling of losses arising in the course of business.
22. To prepare contents and documents for submission to the General Meeting of Shareholders for decision and approval of matters within its competence, except for matters within the duties and powers of the Supervisory Board.
23. To approve the program and plan of activities of the Board of Directors; to approve the agenda, contents, and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or conduct written consultation of shareholders to adopt resolutions and decisions of the General Meeting of Shareholders.
24. To organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
25. To promptly notify the State Bank of Vietnam of information adversely affecting the qualifications of members of the Board of Directors, the Supervisory Board, or the General Director.
26. To perform other powers and duties as prescribed by law.

Article 48. Powers and Duties of the Chairperson and Members of the Board of Directors

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

a. To prepare programs and plans of activities of the Board of Directors; to be responsible for the performance of his/her powers and duties.

b. To convene and preside over meetings of the Board of Directors.

c. To sign, on behalf of the Board of Directors, documents within the competence of the Board of Directors.

d. To organize the adoption 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 preside over meetings of the General Meeting of Shareholders.

g. To ensure that members of the Board of Directors receive full, objective, and accurate information and have sufficient time to discuss matters to be considered by the Board of Directors.

h. To assign specific duties to each member of the Board of Directors.

i. To supervise members of the Board of Directors in performing their powers, duties, and assigned tasks.

j. To authorize another member of the Board of Directors to perform the powers and duties of the Chairperson during his/her absence or inability to perform such duties.

k. To annually evaluate the performance of each member of the Board of Directors and its Committees, and to report the evaluation results to the General Meeting of Shareholders.

l. To exercise other powers and duties as prescribed in Clause 2 of this Article and by law.

2. Members of the Board of Directors shall have the following powers and duties:

a. To perform the powers and duties of members of the Board of Directors in accordance with the internal regulations of the Board of Directors and assignments of the Chairperson, with honesty, prudence, and in the interests of the Bank and its shareholders; to exercise independence in the performance of powers and

duties of independent members of the Board of Directors; and to be accountable for the performance of their powers and duties.

b. To review audited financial statements prepared by independent auditors, to provide opinions or request the Bank's executives, independent auditors, and internal auditors to explain and clarify matters related to such reports.

c. To request the Chairperson of the Board of Directors to convene extraordinary meetings of the Board of Directors.

d. To attend meetings of the Board of Directors, to discuss and vote on matters within the powers and duties of the Board of Directors as prescribed in these Articles of Association, except where voting is prohibited due to conflicts of interest. To be accountable to the General Meeting of Shareholders and the Board of Directors for their decisions.

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

f. To provide explanations to the General Meeting of Shareholders and the Board of Directors regarding the performance of assigned duties when required.

g. To disclose to the Bank any remuneration received from subsidiaries, affiliates, and other organizations in which they act as representatives of the Bank's contributed capital.

h. Members of the Board of Directors and their related persons, when conducting transactions in the Bank's shares, must report to the State Securities Commission and disclose such transactions in accordance with applicable laws.

i. Members of the Board of Directors shall not authorize another person to attend meetings of the Board of Directors to decide on matters specified in Clauses 2, 5, 6, 8, 9, 10, 11, 14, 15, 17, and 21 of Article 47 of these Articles of Association.

j. To perform other powers and duties as prescribed by law and these Articles of Association.

Article 49. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Bank shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors shall be entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration of each member of the Board of Directors shall be recorded as business expenses of the Bank in accordance with the laws on corporate income tax, disclosed as a separate item in the Bank's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, serving on committees of the Board of Directors, or performing tasks beyond the ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be provided with liability insurance by the Bank upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of laws or these Articles of Association.

Article 50. Replacement of Members of the Board of Directors

1. Within fifteen (15) days from the date the Chairperson of the Board of Directors automatically loses membership of the Board of Directors, the remaining members of the Board of Directors shall convene a meeting to elect a member of the Board of Directors (meeting current legal standards and conditions) to serve as Chairperson of the Board of Directors.
2. A Chairperson of the Board of Directors wishing to resign must submit a written resignation to the Board of Directors. Within sixty (60) days from the date of receipt of the resignation, the Board of Directors must convene a meeting to consider, decide, and carry out procedures for dismissal, removal, and election of a new Chairperson of the Board of Directors in accordance with current regulations.
3. A member of the Board of Directors wishing to resign must submit a written resignation to the Board of Directors for submission to the General Meeting of Shareholders for decision.
4. In the event that the number of members of the Board of Directors falls below the minimum required under these Articles of Association, the Bank must, within ninety (90) days from the date of deficiency, elect additional members to ensure compliance with the minimum requirement, except as provided in Clause 5, Article 166 of the Law on Credit Institutions.
5. In other cases, the nearest General Meeting of Shareholders shall elect new members of the Board of Directors to replace dismissed or removed members or to supplement the missing members.
6. After the first General Meeting of Shareholders, persons elected as Chairperson, Vice Chairperson, and members of the Board of Directors shall be legally responsible for implementing and completing the establishment of the Bank.
7. Persons elected as Chairperson, Vice Chairperson, and members of the Board of Directors, upon election, shall immediately assume and perform the duties of their respective positions. Chairperson, Vice Chairperson, and members of the Board of Directors who are dismissed or removed shall be responsible for handing over their work to the newly elected Chairperson, Vice Chairperson, and members of the Board of Directors for continuation and resolution, and shall remain personally liable for decisions made during their tenure.

Article 51. Meetings of the Board of Directors

1. In the case where the Board of Directors elects a Chairperson, the first meeting of the office term of the Board of Directors to elect the Chairperson and adopt other decisions within its competence must be held within seven (7) working days from the conclusion of the election of the Board of Directors for that term. This meeting shall be convened by the member receiving the highest number of votes. In the event that more than one member receives the highest and equal number of votes, the members shall, by majority, elect one among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. The Chairperson of the Board of Directors must convene regular or extraordinary meetings of the Board of Directors. The procedures for convening meetings, preparing agendas, and determining the time and venue of meetings shall be detailed in the Bank's Internal Corporate Governance Regulations.
3. Venue of meetings: Meetings of the Board of Directors shall be held at the registered head office of the Bank or other venues as determined by the Board of Directors.

4. Quorum: The first meeting of the Board of Directors shall only be validly conducted when at least three-fourths (3/4) of the members of the Board of Directors are present either in person or through authorized representatives.

   For subsequent meetings of the Board of Directors, the procedures, quorum, and participation requirements shall be determined in accordance with the Bank's Internal Corporate Governance Regulations.

5. Voting principles:

   a. Each member of the Board of Directors attending a meeting shall have one vote.

   b. Resolutions of the Board of Directors shall be adopted if approved by the majority of members entitled to vote and present at the meeting. In the event of a tie, the final decision shall rest with the Chairperson of the Board of Directors or the member authorized by the Chairperson to preside over the meeting (in case of the Chairperson's absence).

   c. Matters relating to voting rights, restrictions on voting, conflicts of interest, and declarations of interests, etc. shall be detailed in the Bank's Internal Corporate Governance Regulations.

6. Minutes: Meetings of the Board of Directors must be recorded in minutes. Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, both having equal legal validity. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail. The Chairperson, secretary, and members of the Board of Directors attending the meeting shall be jointly responsible for the accuracy and truthfulness of the minutes.
7. Forms of meetings: In addition to in-person meetings, meetings of the Board of Directors may be held in other forms such as telephone conferences or video conferences, etc.
8. Notification of resolutions: Resolutions of the Board of Directors shall be sent to members of the Board of Directors, the Supervisory Board, and relevant departments/individuals for implementation.

   Details of procedures, formalities, and authorizations for attendance, contents of minutes, and other matters relating to meetings of the Board of Directors shall be specified in the Bank's Internal Corporate Governance Regulations and the Regulations on Organization and Operation of the Board of Directors of Vietnam Thuong Tin Commercial Joint Stock Bank.

Article 52. Supporting Apparatus of the Board of Directors

1. The Board of Directors shall be entitled to use the supporting apparatus and the seal of the Bank in the performance of its powers and duties.
2. The Board of Directors shall have dedicated support staff and shall determine the number and specific duties of each support staff member.
3. The Board of Directors must establish committees to assist in the performance of its powers and duties, including a Risk Management Committee and a Human Resources Committee. The Board of Directors shall determine the powers and duties of these committees in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 53. Corporate Governance Officer and Secretary of the Board of Directors

1. The Board of Directors of the Bank shall appoint at least one (01) person to perform the duties of the Corporate Governance Officer of the Bank. The Corporate Governance Officer may concurrently be the Chief of the Office of the Board of Directors and/or the Secretary of the Board of Directors. The standards, functions, rights, and duties of the Corporate Governance Officer shall be implemented in accordance with the Bank's Internal Corporate Governance Regulations.

2. The Board of Directors shall appoint a Secretary of the Board of Directors to assist the Board of Directors. The functions and duties of the Secretary of the Board of Directors shall be determined by the Board of Directors.

SECTION V
GENERAL DIRECTOR

Article 54. General Director

1. The Bank shall be managed and operated by the General Director, assisted by several Deputy General Directors, the Chief Accountant, and specialized professional departments.
2. The Board of Directors shall appoint either a member of the Board of Directors or another person as General Director and shall enter into a labor contract stipulating salary, bonuses, compensation, benefits, and other terms applicable to the General Director. Information on the salary, bonuses, allowances, compensation, and benefits of the General Director must be reported to the annual General Meeting of Shareholders, disclosed as a separate item in the annual financial statements, and included in the Bank's annual report.
3. The General Director shall be accountable to the Board of Directors and to the law for the performance of his/her powers and duties in managing the Bank's daily operations.
4. Unless otherwise decided by the Board of Directors, the term of office of the General Director shall be five (5) years; the General Director may be reappointed for unlimited terms. Appointment, dismissal, removal, and resignation of the General Director shall be carried out in accordance with the Law on Credit Institutions and regulations of the State Bank of Vietnam.

   In case of vacancy in the position of General Director, the Board of Directors must appoint a new General Director within ninety (90) days from the date of vacancy.

   If at the end of a term a new General Director has not yet been appointed, the outgoing General Director shall continue to exercise powers and perform duties until the new General Director is appointed and assumes office.
5. Deputy General Directors shall assist the General Director in managing and operating one or several areas of the Bank's activities as assigned by the General Director. Deputy General Directors shall report to and be accountable to the General Director and to the law for the performance of their assigned duties.
6. The Chief Accountant shall assist the General Director in directing the Bank's accounting and statistical work and shall have rights and duties as prescribed by law.

Article 55. Appointment, Dismissal, and Removal of the General Director

1. The Board of Directors may only decide on the appointment of the General Director after obtaining written approval from the State Bank of Vietnam for the proposed list of candidates. Procedures, formalities, and documentation for approval of the proposed list of candidates for appointment of the General Director shall comply with regulations of the State Bank of Vietnam.
2. Upon appointment, the General Director shall immediately assume the duties of the newly appointed position; the outgoing General Director shall be responsible for handing over work to the new General Director and shall remain personally liable for decisions made during his/her tenure.
3. In the event that the General Director automatically loses qualification, the Board of Directors must immediately appoint a Deputy General Director who meets the conditions prescribed by the State Bank of Vietnam and is not subject to the restrictions under Article 37 of these Articles of Association to assume

the duties of the General Director, and must report in writing to the provincial/municipal branch of the State Bank of Vietnam where the Bank's head office is located.

4. Within ninety (90) days from the date the General Director automatically loses qualification or the Board of Directors receives the General Director's written resignation, the Board of Directors must find a replacement and carry out procedures for appointment of a new General Director in accordance with regulations of the State Bank of Vietnam.
5. In the event that the General Director seriously violates laws, regulations of the State Bank of Vietnam, or these Articles of Association, the Board of Directors shall have the right to temporarily suspend the General Director's management authority, and must immediately appoint a Deputy General Director who meets the conditions prescribed by the State Bank of Vietnam and is not subject to the restrictions under Article 37 of these Articles of Association to assume the duties of the General Director. The Board of Directors must promptly issue a written report and proposal for handling such violations and the position of General Director to the provincial/municipal branch of the State Bank of Vietnam where the Bank's head office is located, for resolution in accordance with current regulations.

Article 56. Powers and Duties of the General Director

The General Director shall have the following powers and duties:

1. To organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To decide on matters within his/her competence relating to the Bank's daily business operations.
3. To establish and maintain an effective internal control system.
4. To prepare and submit financial statements to the Board of Directors for approval or report to competent authorities for approval; to be responsible for the accuracy and truthfulness of financial statements, statistical reports, settlement figures, and other financial information.
5. To promulgate, within his/her competence, internal regulations, rules, processes, and operational procedures for the management system and management information system.
6. To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state authorities on the Bank's operations and business results.
7. To decide on measures beyond his/her authority in cases of natural disasters, enemy sabotage, fire, or incidents, and to be responsible for such decisions while promptly reporting to the Board of Directors.
8. To propose and recommend organizational and management structures of the Bank for decision by the Board of Directors or the General Meeting of Shareholders, as appropriate.
9. To request the Board of Directors to convene extraordinary meetings in accordance with law and these Articles of Association.
10. To appoint, dismiss, and remove managerial and executive positions of the Bank, except for positions within the competence of the General Meeting of Shareholders or the Board of Directors.
11. To sign contracts and other transactions on behalf of the Bank in accordance with these Articles of Association and the Bank's internal regulations.
12. To decide on all matters (except those requiring resolutions or decisions of the Board of Directors under these Articles of Association and relevant regulations), including signing financial and commercial contracts on behalf of the Bank, and organizing and managing the Bank's daily business operations in accordance with best management practices.
13. To propose plans for profit utilization and handling of business losses of the Bank.
14. To recruit employees and decide on salaries and bonuses of employees within his/her competence.

15. To perform other powers and duties as prescribed by law, these Articles of Association, and decisions of the Board of Directors.

Article 57. Remuneration, Salary, and Other Benefits of the General Director

The Board of Directors shall decide on the salary, bonuses, and other benefits of the General Director based on business results and performance. The salary and expenses for the activities of the General Director shall be recorded as business expenses of the Bank in accordance with the laws on corporate income tax, disclosed as a separate item in the Bank's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

SECTION VI
SUPERVISORY BOARD

Article 58. Composition and Term of the Supervisory Board

1. Members of the Supervisory Board shall be elected by the General Meeting of Shareholders through cumulative voting.
2. Members of the Supervisory Board may be dismissed or removed by the General Meeting of Shareholders with the approval of shareholders representing more than fifty percent (50%) of the total votes of all shareholders attending the meeting. The Supervisory Board shall elect, dismiss, or remove the Head of the Supervisory Board.
3. The Supervisory Board shall consist of at least five (5) members.
4. The Supervisory Board shall have a supporting apparatus and an internal audit department to perform its duties.
5. The term of office of the Supervisory Board shall not exceed five (5) years. The term of office of each member shall coincide with the term of the Supervisory Board. Members of the Supervisory Board may be re-elected or re-appointed for unlimited terms. The term of office of members elected or appointed to replace or supplement shall be the remaining duration of the current term. The Supervisory Board of the outgoing term shall continue to operate until the newly elected Supervisory Board assumes office.
6. Persons elected as Head and members of the Supervisory Board, upon election, shall be responsible for receiving the handover and immediately assuming the duties of their elected positions. Persons dismissed or removed shall be responsible for handing over their work to newly elected members, and shall remain personally liable for decisions made during their tenure.
7. Nomination, candidacy, election, dismissal, removal, and resignation of members of the Supervisory Board shall be carried out in accordance with applicable laws, these Articles of Association, and the Bank's Internal Corporate Governance Regulations.

Article 59. Powers and Duties of the Supervisory Board

1. To supervise the Bank's governance and management in compliance with laws, internal regulations, these Articles of Association, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; to be accountable to the General Meeting of Shareholders for the performance of its assigned powers and duties.
2. To promulgate internal regulations of the Supervisory Board; to annually review the internal regulations of the Supervisory Board and the Bank's internal regulations on accounting and reporting.

3. To organize the implementation of internal audit; to have access to and be provided with complete, accurate, and timely information and documents relating to the Bank's governance and management; to be entitled to use the Bank's resources to perform its assigned powers and duties; to hire experts, independent consultants, and external organizations to perform its tasks, while remaining responsible for the performance of the Supervisory Board's duties.
4. Duties relating to internal audit include:
   a. To directly direct and manage internal audit activities.
   b. To supervise and evaluate compliance with professional ethics standards by members of the Supervisory Board and internal auditors.
   c. To supervise internal audit in:
      i. Conducting internal audits;
      ii. Reviewing and evaluating the effectiveness of internal audit and the performance of the Head of Internal Audit;
      iii. Addressing and remedying deficiencies and limitations of internal audit as required or recommended by the State Bank of Vietnam, independent auditors, and other competent authorities;
      iv. Other matters as prescribed by the Supervisory Board.
   d. To approve and adjust the annual internal audit plan upon the proposal of the Head of Internal Audit after consultation with the Board of Directors and the General Director.
   e. To decide on the organizational structure, duties, and powers of Internal Audit in compliance with applicable laws.
5. To supervise the Bank's financial status; to appraise the semi-annual and annual financial statements of the Bank; to report to the General Meeting of Shareholders on the results of appraisal of financial statements; to evaluate the reasonableness, legality, truthfulness, and 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.
6. To inspect accounting books, other documents, and the Bank's management and operational activities when deemed necessary or in the following cases:
   a. As required by resolutions or decisions of the General Meeting of Shareholders;
   b. At the request of the State Bank of Vietnam or major shareholders, or groups of major shareholders, in accordance with law. Inspections must be conducted within seven (7) working days from the date of receipt of the request. Within fifteen (15) days from the date of completion of the inspection, the Supervisory Board must report and explain the matters requested to the requesting organization or individual. Inspections by the Supervisory Board under this Clause shall not obstruct the normal activities of the Board of Directors or disrupt the Bank's business operations.
7. To review contracts and transactions with related persons that fall within the approval authority of the Board of Directors or the General Meeting of Shareholders, and to make recommendations regarding contracts and transactions requiring approval of the Board of Directors or the General Meeting of Shareholders.
8. To promptly notify the General Meeting of Shareholders and the Board of Directors upon detecting that managers or executives of the Bank have committed violations of law, these Articles of Association, the Bank's internal regulations, or resolutions and decisions of the General Meeting of Shareholders or the Board of Directors; to require violators to immediately cease such violations and propose remedial measures, if any.

9. To prepare a list of founding shareholders within five (5) years from the date of becoming founding shareholders, shareholders holding one percent (1%) or more of the Bank's charter capital, and related persons of members of the Board of Directors, members of the Supervisory Board, and the General Director of the Bank, as well as shareholders holding one percent (1%) or more of the Bank's charter capital; to maintain and update changes to such list.
10. To request the Board of Directors to convene extraordinary meetings or to request the Board of Directors to convene extraordinary General Meetings of Shareholders in accordance with law and these Articles of Association.
11. To convene extraordinary General Meetings of Shareholders in cases where the Board of Directors makes decisions in serious violation of the Law on Credit Institutions or exceeds its delegated authority.
12. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and business operations of the Bank.
13. To appoint, dismiss, discipline, suspend, and decide on salaries and other benefits for positions within the internal audit department.
14. To propose and recommend to the General Meeting of Shareholders the approval of an independent auditing organization to audit the Bank's financial statements.
15. To supervise the Bank's financial situation, the legality of activities of members of the Board of Directors, the General Director, and other managers, and the coordination between the Supervisory Board, the Board of Directors, the General Director, and shareholders.
16. In cases where violations of law or these Articles of Association by members of the Board of Directors, the General Director, or other executives are detected, to notify the Board of Directors in writing within forty-eight (48) hours, requiring violators to cease violations and propose remedial measures.
17. The Supervisory Board shall have the right to require members of the Board of Directors, the General Director, and representatives of the independent auditing firm to attend meetings and respond to matters of concern to the Supervisors.
18. To supervise the adoption and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of the Bank falling within the decision-making authority of the General Meeting of Shareholders or the Board of Directors; to prepare and submit annual reports on supervision results to the General Meeting of Shareholders, the owners, and the Board of Directors.
19. To supervise compliance with the provisions of Chapter VII of the Law on Credit Institutions regarding restrictions to ensure safety in the Bank's operations.
20. To promptly report to the State Bank of Vietnam on violations specified in Clauses 8, 11, and 19 of this Article, and on violations relating to shareholding ratios and related persons as prescribed by the Law on Credit Institutions.
21. To perform other powers and duties as prescribed by law, these Articles of Association, and the Regulations on Organization and Operation of the Supervisory Board.

Article 60. Rights and Duties of the Head and Members of the Supervisory Board

1. The Head of the Supervisory Board shall have the following rights and duties:
   a. To organize the implementation of the rights and duties of the Supervisory Board as prescribed in Article 52 of the Law on Credit Institutions, and to be responsible for the performance of his/her rights and duties.
   b. To convene and preside over meetings of the Supervisory Board.
   c. To sign, on behalf of the Supervisory Board, documents within its competence.

d. To convene, on behalf of the Supervisory Board, extraordinary General Meetings of Shareholders as prescribed in Clause 11, Article 59 of these Articles of Association, or to request the Board of Directors to convene extraordinary meetings.

e. To attend meetings of the Board of Directors, with the right to express opinions but without voting rights.

f. To request that his/her 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 such opinions to the General Meeting of Shareholders.

g. To prepare the work plan of the Supervisory Board and assign specific tasks to each member of the Supervisory Board.

h. To ensure that members of the Supervisory Board receive full, objective, and accurate information and have sufficient time to discuss matters to be considered by the Supervisory Board.

i. To supervise and direct the performance of assigned duties and the rights and obligations of members of the Supervisory Board.

j. To authorize another member of the Supervisory Board to perform the powers and duties of the Head of the Supervisory Board during his/her absence or inability to perform such duties.

k. To perform other powers and duties as prescribed by law.

2. Members of the Supervisory Board shall have the following powers and duties:

a. To comply with laws, these Articles of Association, and the internal regulations of the Supervisory Board, and to perform tasks assigned by the Head of the Supervisory Board with honesty, prudence, and in the interests of the Bank and its shareholders; to be responsible for the performance of their rights and duties.

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

c. To request the Head of the Supervisory Board to convene extraordinary meetings of the Supervisory Board.

d. To supervise business operations, accounting books, assets, and financial statements, and to propose remedial measures.

e. To request managers, executives, and employees of the Bank to provide data and explanations of business activities in order to perform assigned duties.

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

g. To attend meetings of the Supervisory Board, to discuss and vote on matters within the rights and duties of the Supervisory Board, except for matters involving conflicts of interest with such member.

h. To request managers to report and explain the financial status, business results of subsidiaries, investment plans, projects, development programs, and other decisions in the Bank's management and operations.

i. To perform other rights and duties as prescribed by law.

Article 61. Remuneration and Other Benefits of Members of the Supervisory Board

1. Members of the Supervisory Board shall be entitled to remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Remuneration and operating expenses of the Supervisory Board shall be recorded as business expenses of the Bank in accordance with the laws on corporate income tax and other relevant laws, disclosed as a separate item in the Bank's annual financial statements.

Article 62. Replacement of Members of the Supervisory Board

1. Members of the Supervisory Board shall automatically lose qualification or be dismissed or removed in accordance with Articles 39 and 40 of these Articles of Association. The procedures and formalities for election, appointment, dismissal, and removal of the Head and members of the Supervisory Board shall comply with regulations of the State Bank of Vietnam.
2. Within fifteen (15) days from the date the Head of the Supervisory Board automatically loses qualification, the remaining members of the Supervisory Board must convene a meeting to elect a member of the Supervisory Board (meeting current legal standards and conditions) as Head of the Supervisory Board. A Head of the Supervisory Board wishing to resign must submit a written resignation to the Board of Directors and the Supervisory Board. Within sixty (60) days from the date of receipt of the resignation, the Supervisory Board must convene a meeting to consider, decide, and carry out procedures for dismissal, removal, and election of a new Head of the Supervisory Board in accordance with current regulations.
3. A member of the Supervisory Board wishing to resign must submit a written resignation to the Board of Directors and the Supervisory Board for submission to the nearest General Meeting of Shareholders for decision.
4. In the event that the number of members of the Supervisory Board falls below the minimum required under these Articles of Association, the Bank must, within ninety (90) days from the date of deficiency, elect additional members to ensure compliance with the minimum requirement, except as provided in Clause 5, Article 166 of the Law on Credit Institutions.
5. In other cases, the nearest General Meeting of Shareholders shall elect new members of the Supervisory Board to replace dismissed or removed members or to supplement the missing members.

Article 63. Meetings of the Supervisory Board

1. Regular meetings: The first meeting of the Supervisory Board must be held within thirty (30) days after the date of establishment. The Head of the Supervisory Board must convene the first meeting, prepare the agenda, and notify the time and venue at least seven (7) days prior to the scheduled meeting date. The Supervisory Board shall meet regularly at least once every quarter and may convene extraordinary meetings to promptly address urgent matters.
2. Extraordinary meetings of the Supervisory Board shall be conducted in accordance with the Regulations on Organization and Operation of the Supervisory Board.
3. Venue: Meetings of the Supervisory Board shall be held at the registered head office of the Bank.
4. Quorum: Meetings of the Supervisory Board shall be validly conducted when at least two-thirds (2/3) of the members of the Supervisory Board are present either in person or through authorized members of the Supervisory Board.

   For subsequent meetings, procedures, quorum, and participation requirements shall be determined in accordance with the Regulations on Organization and Operation of the Supervisory Board.
5. Voting principles:

   a. Each member attending a meeting of the Supervisory Board shall have one vote.

   b. Resolutions of the Supervisory Board shall be adopted if approved by the majority of members entitled to vote and present at the meeting. In the event of a tie, the final decision shall rest with the Head of the

Supervisory Board or the member authorized by the Head to preside over the meeting (in case of the Head's absence).

c. Matters relating to voting rights, restrictions on voting, conflicts of interest, and declarations of interests, etc. shall be detailed in the Regulations on Organization and Operation of the Supervisory Board.

6. Minutes: Meetings of the Supervisory Board must be recorded in minutes. Minutes shall be prepared in Vietnamese, signed by all members of the Supervisory Board attending the meeting, and members shall be jointly responsible for the accuracy and truthfulness of the minutes.

Details of procedures, authorizations for attendance, and other matters relating to meetings of the Supervisory Board shall be specified in the Regulations on Organization and Operation of the Supervisory Board.

CHAPTER VII
ORGANIZATIONAL STRUCTURE OF THE BANK

Article 64. Organizational Structure of the Bank

1. The organizational structure of the Bank shall primarily consist of:

a. Head office;

b. Branches, Transaction Offices, Representative Offices, and non-business units within Vietnam, including provinces and centrally governed cities where the head office is located;

c. Branches, Representative Offices, and other forms of commercial presence abroad;

d. Subsidiaries.

2. The Bank shall be permitted to establish branches, representative offices, and non-business units within Vietnam, including provinces and centrally governed cities where the head office is located, as well as branches, representative offices, and other forms of commercial presence abroad, when necessary, in accordance with regulations of the State Bank of Vietnam. The organizational structure of such units shall be determined by the Board of Directors in compliance with applicable laws.

Article 65. Supporting Apparatus of the General Director

1. Deputy General Directors;
2. Chief Accountant;
3. Divisions, Centers, Departments, Committees, and Offices.

CHAPTER VIII
RIGHTS TO INSPECT BOOKS AND RECORDS OF THE BANK

Article 66. Rights to Inspect Books and Records of the Bank

1. Major shareholders shall have the right, directly or through authorized representatives, upon written request, to examine the list of shareholders of the Bank and minutes of the General Meeting of Shareholders during working hours at the Bank's head office, and to copy or extract such records. A request by an authorized representative must be accompanied by a power of attorney from the shareholder represented or a notarized copy thereof.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives of the Bank shall have the right to inspect the Bank's shareholder register, list of shareholders,

books, and other records of the Bank for purposes related to their positions, provided that such information must be kept confidential.

3. The Bank must maintain these Articles of Association and any amendments or supplements thereto, the Establishment and Operation License, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law, at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of such documents.
4. The Bank's Articles of Association shall be published on the Bank's official website.

CHAPTER IX
LABOR AND TRADE UNION

Article 67. Employees and Trade Union

The Bank shall establish regulations relating to recruitment, employment, termination, salaries, social insurance, welfare, rewards, and discipline of the Bank's employees, as well as the Bank's relationship with the Trade Union organization.

CHAPTER X
PROFIT DISTRIBUTION

Article 68. Dividends

1. Dividends paid on ordinary shares shall be determined based on realized net profits, and dividend payments shall be made from the Bank's retained earnings. The Bank may only pay dividends on ordinary shares when all of the following conditions are satisfied:
   a. The Bank has fulfilled its tax obligations and other financial obligations in accordance with law;
   b. Statutory funds have been appropriated and prior losses have been fully offset in accordance with law and these Articles of Association;
   c. Immediately after payment of the declared dividends, the Bank remains able to fully discharge its due debts and other financial obligations.
2. Based on the dividend payment plan and level approved by the General Meeting of Shareholders, the Board of Directors may decide on interim dividend payments if such payments are deemed consistent with the Bank's profitability.
3. Dividends may be paid in cash, in shares of the Bank, or in other assets in accordance with law. If paid in cash, payment must be made in Vietnamese Dong and through lawful payment methods. Dividends may be paid by bank transfer if shareholders have provided complete and accurate bank account information to enable direct transfer to their accounts. If the Bank has made transfers in accordance with the account details provided by shareholders, the Bank shall not be liable for any damages arising from such transfers.
4. Dividends must be fully paid within six (6) months from the date of conclusion of the annual General Meeting of Shareholders. The Board of Directors shall prepare the list of shareholders entitled to dividends, determine the dividend per share, the payment deadline, and method of payment no later than thirty (30)

days prior to each dividend payment. Notice of dividend payment shall be sent by guaranteed delivery to shareholders at the registered address in the shareholder register no later than fifteen (15) days prior to payment. The notice must include the following details:

a. Name and address of the Bank's head office;

b. Full name, contact address, nationality, and legal identification number for an individual shareholder;

c. Name, enterprise code or legal identification number, and head office address for an institutional shareholder;

d. Number of shares of each type held by the shareholder; dividend per share and total dividend payable to the shareholder;

e. Time and method of dividend payment;

f. Full name and signature of the Chairperson of the Board of Directors and the Bank's legal representative.

5. In the case of dividend payment in shares, the Bank shall not be required to carry out share offering procedures as prescribed in Article 21 of these Articles of Association. The Bank must register an increase in charter capital equivalent to the total par value of shares used for dividend payment within ten (10) days from the date of completion of dividend payment.
6. The Bank shall not pay interest on any dividends or other amounts payable in respect of a share certificate.
7. The Board of Directors shall adopt a resolution determining a specific record date for the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, share certificates, notices, or other documents.
8. Shareholders transferring their shares between the record date for determining shareholders entitled to dividends and the dividend payment date shall remain entitled to receive dividends from the Bank.

CHAPTER XI
INTERNAL CONTROL SYSTEM AND INTERNAL AUDIT

Article 69. Internal Control System

1. The internal control system is a set of mechanisms, policies, processes, internal regulations, and organizational structures of the Bank, established in compliance with the Law on Credit Institutions, guidance of the State Bank of Vietnam, and other relevant laws, and implemented to ensure timely prevention, detection, and handling of risks and to achieve prescribed objectives. The internal control system shall include senior management oversight, internal control, risk management, internal capital adequacy assessment, and internal audit.
2. The Bank must establish an internal control system to ensure the following requirements:

   a. Effectiveness and safety in operations; protection, management, and efficient use of assets and resources;

   b. Financial and management information that is truthful, reasonable, complete, and timely;

   c. Compliance with laws, regulations, processes, and internal rules.
3. The Bank's internal control system must be periodically evaluated by internal audit and independent audit organizations.
4. The Bank shall establish its internal control system and implement technology applications in internal control activities in accordance with regulations of the Governor of the State Bank of Vietnam.

Article 70. Internal Audit

1. Organization of Internal Audit: The Bank shall establish an Internal Audit Committee under the Supervisory Board to perform internal audit of the Bank.
2. Objectives and basic functions of Internal Audit:

   a. To operate for the safety and efficiency of the Bank.

   b. To conduct independent and objective review and assessment of the adequacy, appropriateness, effectiveness, and efficiency of the internal control system, with a view to improving and perfecting the Bank's internal control system.

   c. To detect and prevent violations of law; to enhance the effectiveness of management, administration, and operations of the Bank.

   d. To ensure information security and continuity of the Bank's operational information systems.

   e. To provide recommendations to improve the effectiveness of systems, regulations, and processes, thereby contributing to the Bank's safe, efficient, and lawful operations.
3. Internal audit results must be reported to the Supervisory Board and submitted to the Board of Directors and the General Director of the Bank.

   Detailed provisions on the organization, objectives, and functions of internal audit shall be specified in the Internal Audit Regulations of Vietnam Thuong Tin Commercial Joint Stock Bank, as promulgated from time to time.

Article 71. Internal Auditors

1. Internal auditors must meet the standards and conditions prescribed in the Internal Audit Regulations of Vietnam Thuong Tin Commercial Joint Stock Bank, as promulgated from time to time.
2. Code of professional ethics:

   Internal auditors must comply with the code of professional ethics in the course of performing internal audit and advisory work. The fundamental principles of professional ethics include:

   a. Integrity;

   b. Objectivity;

   c. Confidentiality;

   d. Responsibility;

   e. Prudence.

   Detailed provisions on the code of professional ethics shall be specified in the Internal Audit Regulations of Vietnam Thuong Tin Commercial Joint Stock Bank, as promulgated from time to time.
3. In addition to compliance with the above-mentioned code of professional ethics and the Internal Audit Regulations of Vietnam Thuong Tin Commercial Joint Stock Bank, the Head of Internal Audit must adopt measures for monitoring, evaluation, and management to ensure that internal auditors comply with the code of professional ethics.
4. For IT auditors, in addition to meeting the standards prescribed in the Internal Audit Regulations of Vietnam Thuong Tin Commercial Joint Stock Bank, they must also have at least two (02) years of working experience in the information technology sector.

Article 72. Responsibilities, Powers, and Duties of the Internal Audit Committee

1. Responsibilities of the Internal Audit Committee:

   a. To maintain confidentiality of documents and information in accordance with law and the Bank's internal regulations;

   b. To be accountable to the Supervisory Board for the performance of assigned duties;

c. Internal auditors shall be accountable to the law and to the Head of Internal Audit for the performance of assigned audit tasks.

2. Powers of the Internal Audit Committee:

a. To be fully equipped with necessary resources (human, financial, assets, and other means);

b. To be provided with information, documents, and records necessary for internal audit, including resolutions and minutes of meetings of the Board of Directors and the General Director;

c. To attend internal meetings in accordance with law, these Articles of Association, and the Bank's internal regulations;

d. To interview individuals on matters relating to internal audit; to recommend to competent authorities under the Bank's internal regulations measures to address non-cooperation by individuals or departments during internal audit.

3. Duties of the Internal Audit Committee:

a. To conduct internal audit of the head office, branches, and other dependent units of the Bank;

b. To prepare and review for submission to the Supervisory Board for promulgation, amendment, or supplementation: (i) Professional ethics standards of members of the Supervisory Board and internal auditors as prescribed by the State Bank of Vietnam; (ii) Internal regulations of the Supervisory Board; (iii) Internal audit plans;

c. To monitor and evaluate implementation of recommendations of the Supervisory Board by the Board of Directors, Members' Council, General Director, and individuals or departments of the Bank;

d. To implement recommendations of the State Bank of Vietnam, independent audit organizations, and other competent authorities relating to internal audit;

e. To prepare internal audit reports in accordance with regulations of the State Bank of Vietnam.

4. Other responsibilities, powers, and duties of the Internal Audit Committee shall be specified in the Internal Audit Regulations of Vietnam Thuong Tin Commercial Joint Stock Bank, as promulgated from time to time.

CHAPTER XII
RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 73. Fiscal Year

The fiscal year of the Bank shall commence on January 1 and end on December 31 of the calendar year.

The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on December 31 of the same year.

Article 74. Capital and Use of Capital

1. The Bank's capital shall consist of equity capital, mobilized capital, and other capital in accordance with law.
2. The Bank may use capital for business activities in accordance with the Law on Credit Institutions and other relevant laws.
3. The Bank may purchase and invest in fixed assets directly serving its operations, provided that the residual value of fixed assets shall not exceed fifty percent (50%) of the charter capital and the reserve fund for supplementing charter capital recorded in the Bank's accounting books.

Article 75. Establishment and Maintenance of Funds

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

a. The reserve fund for supplementing charter capital or the reserve fund for supplementing allocated capital, appropriated annually at the rate of ten percent (10%) of after-tax profits. The maximum level of this fund shall not exceed the Bank's charter capital or allocated capital;

b. The financial reserve fund;

c. Other reserve funds as prescribed by law.

2. The Bank may also appropriate the following funds:

a. Business development investment fund;

b. Severance allowance reserve fund;

c. Reward fund;

d. Welfare fund.

Article 76. Financial Autonomy of the Bank

The Bank shall be financially autonomous, shall bear responsibility for its business operations, and shall fulfill its obligations and commitments in accordance with law.

Article 77. Accounting System

1. The accounting standards applied by the Bank shall be the Vietnamese Accounting Standards (VAS) or other accounting standards approved by the Ministry of Finance.
2. The Bank shall maintain accounting books in Vietnamese. The Bank shall keep accounting records according to the type of business activities in which the Bank engages. Such records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Bank's transactions.
3. The Bank shall use Vietnamese Dong (or freely convertible foreign currency if approved by competent state authorities) as the monetary unit in accounting.
4. The Bank shall conduct accounting in accordance with the chart of accounts prescribed by the State Bank of Vietnam.

CHAPTER XIII

ANNUAL REPORTS, DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS

Article 78. Reports

1. The Bank must prepare annual financial statements in accordance with law and regulations of the State Securities Commission, as well as periodic business operation reports in accordance with regulations of the State Bank of Vietnam. Reports must be audited in accordance with Article 80 of these Articles of Association.
2. Annual financial statements must include: The income statement reflecting truthfully and objectively the Bank's profits and losses during the fiscal year; The balance sheet reflecting truthfully and objectively the Bank's financial position as of the reporting date; The cash flow statement; Notes to the financial statements.
3. The Bank must prepare and disclose semi-annual and quarterly financial statements in accordance with regulations of the State Securities Commission, and submit them to the relevant tax authorities and the State Bank of Vietnam/business registration authority in accordance with the Law on Enterprises.
4. Audited annual financial statements (including the auditor's opinion), semi-annual and quarterly reports of the Bank must be published on the Bank's official website.

5. Interested organizations and individuals shall have the right to inspect or copy audited annual financial statements, semi-annual and quarterly reports during the Bank's working hours at its head office, subject to payment of a reasonable copying fee.
6. In addition to periodic reports, the Bank must immediately report to the State Bank of Vietnam in the following cases:

   a. Occurrence of unusual developments in business operations that may seriously affect the Bank's business situation;

   b. Changes in organization, governance, management, financial status of major shareholders, or other changes that may seriously affect the Bank's business operations; purchase, sale, or transfer of shares or capital contributions of major shareholders;

   c. Changes in the name of the Bank's branches; suspension of transactions for less than five (5) working days; listing of shares on the domestic securities market.
7. Within ninety (90) days from the end of the fiscal year, the Bank must submit annual reports to the State Bank of Vietnam in accordance with law.
8. Within one hundred and twenty (120) days from the end of the fiscal year, the Bank must publicly disclose financial statements in accordance with law, except in cases where the Bank is under special control.

Article 79. Annual Report and Corporate Governance Report of the Bank

The Bank must prepare and disclose its annual report and corporate governance report in accordance with laws on securities and the securities market.

CHAPTER XIV
BANK AUDIT

Article 80. Audit

1. The annual General Meeting of Shareholders shall designate an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Bank's financial statements and the operation of its internal control system for the following fiscal year, based on terms and conditions agreed with the Board of Directors.
2. Within thirty (30) days from the date of decision on the selection of the independent auditing firm, the Bank must notify the State Bank of Vietnam of the selected firm.
3. During the audit process, the Bank shall be responsible for providing accurate, complete, and timely information as requested by the auditors. The Bank must prepare and submit to the independent auditing firm the semi-annual financial statements (after the end of each six-month reporting period) and annual financial statements (after the end of each fiscal year).
4. The Bank's independent auditing firm shall examine, verify, and report based on the semi-annual and annual financial statements reflecting the Bank's revenues and expenditures, and must prepare an audit report and submit such report to the Board of Directors within two (2) months from the end of the fiscal year.
5. A copy of the audit report must be attached to the Bank's semi-annual and annual financial statements.
6. Auditors of the independent auditing firm shall be entitled to attend General Meetings of Shareholders, to receive notices and other information relating to such meetings as shareholders are entitled to receive, and to express opinions at the General Meeting of Shareholders on matters relating to the auditors.

7. In cases where the audit report on the Bank's annual financial statements contains material qualifications, the Bank may invite representatives of the independent auditing firm to attend the annual General Meeting of Shareholders to explain relevant matters.
8. Specific audits of the Bank's operations shall be conducted in accordance with the Law on Credit Institutions, the Law on Independent Audit, and guidance of the State Bank of Vietnam.

CHAPTER XV

EARLY INTERVENTION, SPECIAL CONTROL, TERMINATION OF OPERATIONS, AND LIQUIDATION

Article 81. Application of Early Intervention

1. The Bank shall develop a remedial plan in anticipation of early intervention and shall update and adjust such plan every two (2) years. The remedial plan must be approved by the General Meeting of Shareholders of the Bank and submitted to the State Bank of Vietnam within ten (10) days from the date of approval.
2. The State Bank of Vietnam shall consider and decide on the application of early intervention when the Bank falls into one or more of the following circumstances:

   a. The Bank's accumulated losses exceed fifteen percent (15%) of the value of charter capital, allocated capital, and reserve funds recorded in the most recent audited financial statements or as concluded by inspection or audit of competent state authorities, and the Bank violates the minimum capital adequacy ratio prescribed in Point b, Clause 1, Article 138 of the Law on Credit Institutions;

   b. The Bank is rated below average in accordance with regulations of the Governor of the State Bank of Vietnam;

   c. The Bank violates the liquidity ratio prescribed in Point a, Clause 1, Article 138 of the Law on Credit Institutions for thirty (30) consecutive days;

   d. The Bank violates the minimum capital adequacy ratio prescribed in Point b, Clause 1, Article 138 of the Law on Credit Institutions for six (6) consecutive months;

   e. The Bank experiences mass withdrawals and reports such situation to the State Bank of Vietnam.
3. The Bank shall be responsible for immediately implementing requirements and restrictive measures set forth in documents of the State Bank of Vietnam. In cases where the Bank fails to implement such requirements and measures, the State Bank of Vietnam shall apply one or more additional restrictive measures prescribed in Clause 2, Article 157 of the Law on Credit Institutions.
4. Where necessary, the State Bank of Vietnam may require the Bank to engage an independent auditing firm to audit financial statements and assess the Bank's financial status as a basis for developing a remedial plan.

Article 82. Special Control and Reporting

1. The Bank shall be considered and decided by the State Bank of Vietnam to be placed under special control in any of the following circumstances:

   a. The Bank under early intervention fails to submit a remedial plan to the State Bank of Vietnam or fails to amend the remedial plan as required in writing by the State Bank of Vietnam;

   b. During the implementation period of the remedial plan, the Bank under early intervention is unable to execute the plan;

   c. Upon expiry of the remedial plan implementation period, the Bank fails to remedy the conditions leading to early intervention;

d. The Bank experiences mass withdrawals posing risks to the safety of the credit institution system;

e. The Bank's capital adequacy ratio falls below four percent (4%) for six (6) consecutive months;

f. The Bank is dissolved and unable to fully settle debts during asset liquidation.

2. From the date the Bank is placed under special control, its shareholders must report the use of their shares; they shall not transfer shares or use shares as collateral, except as required by competent state authorities.

3. When under special control, the Bank and its shareholders must fulfill responsibilities as prescribed in Clause 1, Article 165 of the Law on Credit Institutions, and the Board of Directors and General Director of the Bank must fulfill responsibilities as prescribed in Clause 2, Article 165 of the Law on Credit Institutions.

Article 83. Dissolution and Termination of Operations of the Bank

1. The Bank shall be dissolved or terminated in the following cases:

a. Upon expiry of its operating term, if the Bank does not apply for extension or applies but is not approved in writing by the State Bank of Vietnam;

b. Revocation of its License;

c. Voluntary dissolution if the Bank is capable of fully settling debts and is approved in writing by the State Bank of Vietnam;

d. The Bank under early intervention or special control is taken over by another credit institution assuming all debt obligations.

2. In cases of dissolution or termination of operations under Clause 1 of this Article, the Bank must liquidate assets under the supervision of the State Bank of Vietnam and in accordance with procedures for asset liquidation prescribed by the Governor of the State Bank of Vietnam.

3. Other procedures and regulations relating to dissolution of the Bank shall be implemented in accordance with relevant laws.

Article 84. Liquidation of the Bank

1. At least six (6) months prior to the expiry of the Bank's operating term or upon issuance of a dissolution decision, the Board of Directors must establish a Liquidation Committee consisting of three (3) members, including two (2) members designated by the General Meeting of Shareholders and one (1) member designated by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Bank's employees or independent experts. All expenses relating to liquidation shall be prioritized for payment by the Bank before other debts.

2. The Liquidation Committee shall report to the State Bank of Vietnam/Business Registration Authority the date of establishment and commencement of operations. From that time, the Liquidation Committee shall represent the Bank in all matters relating to liquidation before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

a. Liquidation expenses;

b. Salary debts, severance allowances, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;

c. Taxes and other payments to the State;

d. Loans (if any);

e. Other debts of the Bank;

f. Remaining balance after payment of debts from points a to e of this Clause shall be distributed to shareholders, with preference shares paid first.

4. During supervision of asset liquidation as prescribed in Clause 2 of this Article, if it is determined that the Bank is unable to fully settle debts, the State Bank of Vietnam shall issue a decision to terminate asset liquidation and require the Bank to file for commencement of bankruptcy proceedings for credit institutions in accordance with Article 204 of the Law on Credit Institutions.

CHAPTER XVI
SETTLEMENT OF INTERNAL DISPUTES

Article 85. Settlement of Internal Disputes

1. Whenever a dispute or complaint arises relating to the Bank's affairs, or to the rights and obligations of shareholders under these Articles of Association, the Law on Credit Institutions, the Law on Enterprises, other relevant laws, or administrative regulations, between:

   a. Shareholders and the Bank; or

   b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives;

   The parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the resolution process and require each party to present information relating to the dispute within twenty-one (21) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairperson, either party may request competent authorities to resolve the matter.
2. If no conciliation decision is reached within six (6) weeks from the commencement of the conciliation process, or if the decision of the conciliation center is not accepted by the parties, either party may submit the dispute to the Economic Arbitration Center or the Court for resolution.
3. Each party shall bear its own costs relating to negotiation and conciliation procedures. Court costs shall be borne in accordance with the judgment of the Court.

CHAPTER XVII
AMENDMENT AND SUPPLEMENTATION OF THE ARTICLES OF ASSOCIATION

Article 86. Amendment and Supplementation of the Articles of Association

1. Any amendment or supplementation of these Articles of Association must be approved by the General Meeting of Shareholders and submitted to the State Bank of Vietnam in accordance with regulations.
2. In cases where laws relating to the Bank's operations contain provisions not addressed in these Articles of Association, or where new legal provisions differ from those herein, such legal provisions shall automatically apply and govern the Bank's operations.

CHAPTER XVIII
IMPLEMENTING PROVISIONS

Article 87. Implementing Provisions

1. These Articles of Association consist of eighteen (18) Chapters and eighty-seven (87) Articles.

2. These Articles of Association shall take effect from ..25.../...02.../2026.
3. Managers, executives, and other positions of the Bank elected or appointed prior to the effective date of these Articles of Association, who do not meet the standards and conditions prescribed in Articles 41, 42, and 43 of the Law on Credit Institutions, shall continue to hold office until the end of their term or appointment period.
4. The Board of Directors of the Bank elected prior to the effective date of these Articles of Association, which does not meet the requirements prescribed in Clauses 1 and 3, Article 69 of the Law on Credit Institutions, shall continue to operate until the end of its term.
5. As of the effective date of these Articles of Association, the Supervisory Board of the Bank with a number of members not in compliance with Clause 2, Article 51 of the Law on Credit Institutions shall continue to maintain its current number of members until the end of the Supervisory Board's term, except where the Bank elects or appoints additional or replacement members.
6. From the effective date of these Articles of Association, shareholders and related persons holding shares in excess of the ownership limits prescribed in Article 63 of the Law on Credit Institutions shall continue to maintain such shares but shall not increase their shareholding until compliance with ownership limits is achieved, except in cases of receiving dividends in shares.
7. These Articles of Association shall be made in five (05) copies, kept at the Bank's head office, and shall have equal validity.
8. Copies or extracts of the Bank's Articles of Association shall be valid when signed by the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

VIETNAM THUONG TIN COMMERCIAL JOINT STOCK BANK

LEGAL REPRESENTATIVE
CHAIRPERSON OF THE BOARD OF DIRECTORS

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN VIỆT NAM THƯƠNG TÍN
THÀNH PHỐ CẦN THƠ

DUONG NHAT NGUYEN