



EVNFINANCE JOINT STOCK COMPANY

EVNFINANCE

DRAFT

**INTERNAL GOVERNANCE REGULATIONS
OF EVN FINANCE JOINT STOCK
COMPANY**

(Issued together with Appendix 1: Organization of Online
(Issued with Appendix 1: Organizing online General Meeting of Shareholders
and electronic voting, direct meeting combined with online)

Hanoi, month ... year ...

EVNFinance Joint Stock Company (hereinafter referred to as EVN Finance or EVNFinance Company) is a joint stock company established in accordance with the provisions of the Enterprise Law and the Law on Credit Institutions. EVN Finance is allowed to conduct banking activities and other related business activities in accordance with the provisions of law for the purpose of profit, contributing to the implementation of the State's economic goals. The organization and operation of EVN Finance are carried out in accordance with the provisions of the Company Charter, current regulations of the State Bank of Vietnam and other relevant current legal provisions.

The internal governance regulations of EVNFinance Company is approved by the General Meeting of Shareholders of EVN Finance at the meeting on month year

SUMMARY OF AMENDMENTS

Amend ment	Date of Issuance	SUMMARY OF AMENDMENTS
01	27/4/2021	Update the terms and conditions to ensure compliance with the revised Company Charter and current legal documents.
02	17/3/2023	Update the terms and conditions to ensure compliance with the revised Company Charter and current legal documents.
03	15/3/2024	Update the terms and conditions to ensure compliance with the revised Company Charter and current legal documents.
04	15/3/2024	Update the terms and conditions to ensure compliance with the revised Company Charter and current legal documents.
05	.../.../2025	Update the terms and conditions to ensure compliance with the revised Company Charter and current legal documents.

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CHAPTER I

GENERAL PROVISIONS

Article 1. Legal basis and related documents

1. Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
2. Law on Credit Institutions No. 32/2024/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, effective from July 1, 2024;
3. Securities Law No. 54/2019/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
4. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
5. Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of provisions on corporate governance applicable to public companies;
6. Circular 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the stock market.
7. Charter of organization and operation of EVNFinance Joint Stock Company;
8. ISO 9001:2015 standard;
9. Other relevant legal documents and internal regulations;

Article 2. Scope of regulation and applicable subjects

1. Scope of adjustment

This Regulation applies to the Company's organizational structure as stipulated in the Company Charter, including: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and the General Director's support staff.

2. Applicable subjects

This regulation is applied throughout the system of EVNFinance Joint Stock Company.

Article 3. Interpretation of terms and abbreviations

1. In this Regulation, unless the specific context requires otherwise, the following terms are construed as follows:

- a) **Company/EVN Finance:** Refers to EVN Finance Joint Stock Company;
- b) **Charter:** Refers to the Company Charter issued from time to time;
- c) **Executive Officers:** Include General Director, Deputy General Directors, Chief Accountant, and Branch Directors;
- d) **Executive Board/Board of Management:** Include General Director, Deputy General Directors, Chief Accountant;
- e) **Non-executive Board Member:** (hereinafter referred to as “Non-executive Member”) refers to a Board member who is not the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Company Charter;
- f) **An independent member of the Board of Directors (hereinafter referred to as “Independent Member”)** refers to a member of the Board of Directors who meets all the standards and conditions specified in Clause 2, Article 155 of the Law on Enterprises and Article 41 of the Law on Credit Institutions;
- g) **Related person:** is defined according to Clause 24, Article 4 of the Law on Credit Institutions for issues related to the organization and operation of EVN Finance that are regulated by the law on credit institutions. For information disclosure and other issues that are not regulated by the law on credit institutions, related person is determined respectively according to the provisions of the Law on Enterprises and the Law on Securities;
- h) **Corporate Governance Officer:** Refers to the individual with responsibilities and authority prescribed in Article 281 of Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- i) **A major shareholder of EVN Finance:** Refers to an organization or individual that directly or indirectly owns 5% or more of the voting shares of EVN Finance.
- j) **GMS:** Refers to the General Meeting of Shareholders of the Company;
- k) **BOD:** Refers to the Board of Directors;
- l) **CEO:** Refers to the General Director;

m) **BOS**: Refers to the Board.

2. Words, phrases, terms and concepts not defined in this Article shall be understood in each specific context in the Charter and relevant regulations of the Company and of the law.

Article 4. Basic principles of governance

This regulation is established based on the following basic governance principles:

1. Comply with relevant provisions of law and the Company's Charter;
2. Reasonable and effective management structure;
3. Ensure the effective operation of the Board of Directors and the Board of Supervisors; enhance the responsibility of the Board of Directors towards the Company and shareholders;
4. Ensure shareholders' rights and equal treatment among shareholders;
5. Ensuring the role of investors, the stock market and intermediary organizations in supporting corporate governance activities;
6. Respect and ensure the legitimate rights and interests of stakeholders in corporate governance;
7. Disclose information promptly, fully, accurately and transparently about the Company's operations; ensure shareholders have fair access to information.

Article 5. General governance structure

The Company's governance structure includes:

1. General meeting of shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director.

CHAPTER II

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 6. Shareholders' rights

1. Shareholders have full rights and obligations as prescribed by law and the Company Charter, specifically as follows:

- a) Attend and express opinions at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each common share has one vote.
- b) Receive dividends according to the resolution of the General Meeting of Shareholders.
- c) Be given priority to purchase newly offered shares corresponding to the proportion of common shares held by each shareholder at EVN Finance. The offering of new shares shall be carried out in accordance with the procedures prescribed by the law on securities. In case a shareholder does not accept to purchase the offered shares, the Board of Directors shall have the right to offer the new shares to other suitable persons under appropriate conditions and in a manner which are not more favorable than the conditions previously offered to the shareholder;
- d) Transfer shares and rights to purchase shares to other shareholders of EVN Finance or other organizations and individuals in accordance with the provisions of law and the provisions of the Charter of EVN Finance and/or resolutions and decisions of the General Meeting of Shareholders in accordance with the provisions of law and internal regulations of EVN Finance.
- e) View, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information.
- f) View, look up, extract, and photocopy the Charter of EVN Finance, minutes of the General Meeting of Shareholders, resolutions, and decisions of the General Meeting of Shareholders.

- g) Be divided the remaining assets corresponding to the number of shares owned at EVN Finance when EVN Finance is dissolved or bankrupt.
- h) Authorize in writing another person to exercise his/her rights and obligations; the authorized person may not run for election in his/her own capacity.
- i) Nominate candidates for the Board of Directors and the Board of Supervisors according to the provisions of EVN Finance's Charter or according to the provisions of law if EVN Finance's Charter does not stipulate. The list of candidates must be sent to the Board of Directors within the time limit prescribed by the Board of Directors.
- j) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits;
- k) Have full access to periodic and irregular information published by EVN Finance in accordance with the provisions of law;
- l) To have their legitimate rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter;

2. A shareholder or group of shareholders owning 05% (five) percent or more of the total number of common shares as prescribed in the Company's Charter has the right to:

- a) Nominate candidates to the Board of Directors and the Board of Supervisors. The list of candidates must be sent to the Board of Directors within the deadline specified by the Board of Directors;
- b) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises and Clause 3 of this Article;
- c) Review, look up, and extract minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of

Directors and other documents, except for documents related to trade secrets and business secrets of EVN Finance;

- d) Request the Board of Supervisors to inspect each specific issue related to the management and operation of EVN Finance when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the company; issues to be inspected, purpose of inspection;
- e) Propose issues to be included in the agenda of the General Meeting of Shareholders according to the provisions of the Charter;
- f) Other rights as prescribed by law and the Company Charter.

3. A shareholder or group of shareholders specified in Clause 2 of this Article has the right to request the convening of a General Meeting of Shareholders in the following cases:

- a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority;
- b) Other cases as prescribed in the Company Charter.

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

5. The nomination of people to the Board of Directors and the Board of Supervisors as prescribed in Point a, Clause 2 of this Article shall be carried out as follows:

- a) Ordinary shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and the shareholder or group of shareholders owning or representing ownership of more than 5% of the total number of common shares.

6. Shareholders or groups of shareholders owning at least 01% of total common shares have the right, on their own behalf or on behalf of the Company, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors or the General Director to request the return of benefits or compensation for damages to the Company or others in the cases prescribed in Clause 1, Article 166 of the Law on Enterprises.

Article 7. Obligations of Shareholders

1. Common shareholders of EVN Finance must perform the following obligations:

- a) Pay in full the amount corresponding to the number of shares committed to purchase within the time limit specified by EVN Finance; be responsible for the debts and other financial obligations of EVN Finance within the scope of the contributed capital to EVN Finance;
- b) The contributed capital must not be withdrawn from EVN Finance in any form that leads to a reduction in the charter capital of EVN Finance, except in cases where EVN Finance repurchases shares in accordance with the provisions of the Charter. In case a

- shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and the person with related interests in EVN Finance shall be jointly responsible for the debts and property obligations of EVN Finance within the value of the withdrawn shares and any damages incurred;
- c) Be responsible before the law for the legality of capital sources for contributing, purchasing, and receiving transfer of shares at EVN Finance; do not use capital sources provided by credit institutions, foreign bank branches, or capital sources from issuing corporate bonds to purchase or receive transfer of shares of EVN Finance; do not contribute capital or purchase shares of EVN Finance under the name of other individuals or legal entities in any form, except in cases of entrustment as prescribed by law;
- d) Comply with the Charter and internal regulations of EVN Finance;
- e) Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- f) Be responsible when acting on behalf of EVN Finance in any form to commit illegal acts, conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- g) Keep confidential the information provided by EVN Finance according to the provisions of law and the Charter of EVN Finance; only use the information provided to exercise and protect one's legitimate rights and interests; not to disseminate, copy, or send information provided by EVN Finance to other organizations or individuals;
- h) Attend the General Meeting of Shareholders and exercise voting rights in the following forms:
- Attend and vote directly at the meeting;
 - Authorize other individuals and organizations to attend and vote at the meeting;
 - Attend and vote via online conference, electronic voting or other electronic form;

- Send voting ballots to the meeting via mail, fax, email or other forms as prescribed in the Company Charter or internal regulations related to the General Meeting of Shareholders.

i) Other obligations as prescribed by law and the Charter.

2. Shareholders who receive investment trusts from other organizations or individuals must provide EVN Finance with information about the actual owners of the shares they receive investment trusts from in EVN Finance. EVN Finance has the right to suspend the shareholder rights of shareholders who receive investment trusts in case these shareholders do not provide information or provide incomplete or inaccurate information about the actual owners of the shares.

3. Major shareholders are obliged to fully perform their shareholder obligations as prescribed by the Law on Enterprises and relevant laws, and must also ensure compliance with the following obligations:

a) Major shareholders are not allowed to take advantage of their advantages to affect the rights and interests of the Company and other shareholders as prescribed by law and the Company's Charter.

b) Major shareholders are obliged to disclose information according to the provisions of law.

c) Other obligations as prescribed by law and the Company's Charter.

Article 8. Role of the General Meeting of Shareholders in corporate governance

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of EVN Finance. All shareholders whose names are on the shareholder registration list have the right to attend.

2. The General Meeting of Shareholders operates through annual General Meetings of Shareholders and extraordinary General Meetings of Shareholders.

3. Resolutions of the General Meeting of Shareholders are only valid when approved by Shareholders or authorized persons as prescribed in Article 32 of the Company Charter.

Article 9. Convening of the General Meeting of Shareholders

1. Annual General Meeting of Shareholders:
 - a) The annual general meeting of shareholders is held once a year within 04 (four) months from the end of the fiscal year.
 - b) The annual general meeting of shareholders is convened by the Board of Directors, determined as the place where the chairman attends the meeting and must be in the territory of Vietnam; The specific location is decided by the Board of Directors based on the actual situation. The annual general meeting of shareholders decides on issues within the duties and powers prescribed by law and this Charter. In case the Audit Report and annual financial statements of EVN Finance contain material exceptions, contrary audit opinions or refusals, EVN Finance must invite a representative of the approved auditing organization to audit the financial statements of EVN Finance to attend the annual general meeting of shareholders and the representative of the approved auditing organization is responsible for attending the annual general meeting of shareholders of EVN Finance.
2. Extraordinary General Meeting of Shareholders:

The Board of Directors or the person convening the extraordinary General Meeting of Shareholders in certain cases as prescribed in Article 25 of the Company's Charter.

Article 10. Procedures and Sequence for Conducting the annual General Meeting of Shareholders Resolutions by Voting at Meetings

The order and procedures for conducting the annual General Meeting of Shareholders shall be implemented in accordance with this Regulation and relevant provisions of the Charter and the law. Some main provisions on the procedures and order for conducting the General Meeting of Shareholders are as follows:

1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the list of shareholders of EVN Finance and the list of securities owners established by the Vietnam Securities Depository and Clearing Corporation at the time of determining the right to attend the meeting in accordance with the provisions of the law on securities. The list of shareholders entitled to attend the General Meeting

of Shareholders is prepared no later than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders or another period in accordance with the provisions of the law on enterprises and securities, whichever comes first. EVN Finance must disclose information on the expected last registration date for existing shareholders to exercise their rights to attend the General Meeting of Shareholders at least 20 days before the expected last registration date. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared in accordance with the provisions of the Company's Charter.

2. Notice of convening the General Meeting of Shareholders is made in accordance with the provisions of Article 29 of the Company Charter.

3. How to register to attend the General Meeting of Shareholders.

a) Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

- Attend and vote directly at the meeting;
- Authorize your representative to attend and vote at the meeting;
- Attend and vote through online conferences, electronic voting or other electronic forms as detailed in Appendix 01 of this Regulation;
- Send voting ballots to the meeting by mail, fax, email.

b) On the opening day of the meeting, shareholders and authorized persons must be present at the meeting location or log in to the access account provided by the Company at the notified time to complete the registration procedures for attending the meeting. The time for registration is according to the meeting invitation.

c) At the end of the time for registration, if the minimum number of shareholders to hold the meeting is reached, the Chairman may start the meeting to ensure progress, without having to wait until all shareholders with the right to attend the meeting are present.

d) Shareholders or persons authorized to attend meetings after the meeting has been opened are registered and have the right to vote on issues immediately after registration. In this case, the validity of the previously voted contents does not change.

4. The voting method, vote counting method, announcement of vote counting results, method of opposing resolutions of the General Meeting of Shareholders, preparation of minutes of the General Meeting of Shareholders, announcement of resolutions and other issues shall be carried out in accordance with the Company Charter, this Regulation, the Working Regulations of each period of the General Meeting of Shareholders and in accordance with the provisions of law.

Article 11. Voting procedures at the General Meeting of Shareholders

1. The General Meeting of Shareholders discusses and votes on each issue or group of issues in the program under the control of the Chairman.

2. When attending the General Meeting of Shareholders, each shareholder will be given a voting card issued by the Company. Voting at the meeting will be conducted by collecting or counting the number of votes in favor of an issue and then collecting or counting the votes against that issue, and then giving the total number of votes. The total number of votes in favor of an issue, against an issue, or abstention will be announced by the Chairman immediately after voting on an issue.

3. Method of counting votes: The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.

4. In case shareholders attend the General Meeting of Shareholders via Online Conference, the implementation of voting and electronic voting procedures is specified in detail in Article 13, Appendix 01 of this Regulation.

Article 12. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in the Company's minutes book and may be recorded or recorded and stored in other electronic forms. The minutes of the meeting must contain the main contents specified in Article 35 of the Company's Charter.

2. Minutes of the General Meeting of Shareholders must be prepared in Vietnamese and may be prepared in a foreign language, and these two copies have equal legal value. In case there is any difference in the content of these two minutes, the minutes prepared in Vietnamese shall be interpreted. In case the chairman and secretary refuse to sign the

minutes, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes of the meeting shall clearly state the refusal of the chairman and secretary to sign the minutes of the meeting.

3. Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.

4. The chairman and secretary of the meeting or other person signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

5. Minutes of the General Meeting of Shareholders must be published to shareholders on the Company's website.

6. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, resolutions passed and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

Article 13. Resolution of the General Meeting of Shareholders

1. The resolution of the General Meeting of Shareholders is passed when all conditions specified in Article 33 of the Company's Charter are met and has the highest validity in the Company. All relevant units and individuals (including members of the Board of Directors, members of the Board of Supervisors and members of the Executive Board, shareholders...) are obliged to implement it.

2. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders in accordance with the law and the Company's Charter.

3. Within 90 (ninety) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions from the General Meeting of Shareholders, shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to request the Court or Arbitration to consider and cancel the resolution or part of the

resolution of the General Meeting of Shareholders in the cases prescribed in Article 36 of the Company's Charter.

Article 14. Procedures for Passing Resolutions at the annual General Meeting of Shareholders via Written Voting by Shareholders

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders in accordance with the provisions of the Company's Charter and the law at any time if deemed necessary for the benefit of the Company, except for matters specified in Clause 1, Article 32 of the Company's Charter.

2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the voting ballot. The preparation of the list of shareholders to collect opinions, the requirements and methods of collecting opinions, and the methods of sending shall be carried out in accordance with the provisions of the Company's Charter and relevant legal provisions.

3. The ballot must contain the main contents as prescribed in the Company Charter and be sent to shareholders in accordance with the order and procedures stated in Clause 2 of this Article.

4. The opinion form sent to the Company must comply with the provisions of Clause 4, Article 34 of the Company Charter.

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting minutes must contain the main contents as prescribed in Clause 5, Article 34 of the Company Charter.

6. The minutes of the vote counting must be sent to shareholders within 15 (fifteen) days from the date of completion of the vote counting. The sending of the minutes of the vote counting can be replaced by posting on the company's website.

7. The members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

8. The completed ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots must all be kept at the Company's head office.

9. Resolutions passed via written voting by shareholders have the same validity as resolutions passed at the GMS meetings.

CHAPTER III

BOARD OF DIRECTORS

Article 15. Structure and Role of the Board of Directors (BOD) in Company Governance

1. The BOD is the governing body of the Company, having full authority to represent the Company in deciding and exercising the Company's rights and obligations, except for matters under the authority of the General Meeting of Shareholders (GMS).

2. The Board of Directors develops the Regulations on the organization and operation of the Board of Directors to submit to the General Meeting of Shareholders for promulgation and promulgate internal regulations related to the organization, administration and operation of the Company, except for matters under the authority of the Board of Supervisors or the General Meeting of Shareholders on the basis of relevant provisions of the Law and the Company's Charter.

3. The Board of Directors has other duties and powers as prescribed in the Company Charter and relevant legal provisions.

4. The Board of Directors must have at least 05 (five) members and no more than 11 (eleven) members, of which at least 02 (two) are independent members. The Board of Directors must have at least two-thirds of the total number of members being independent members and members who are not executives of EVN Finance. The number of members for each term is decided by the General Meeting of Shareholders. The number of independent members of the Board of Directors of EVN Finance must ensure the following regulations: (i) There must be at least 02 independent members in

case EVN Finance has less than 08 members on the Board of Directors; (ii) There must be at least 03 independent members in case EVN Finance has from 09 to 11 members on the Board of Directors.

5. The term of the Board of Directors shall not exceed 05 (five) years. The term of a member of the Board of Directors shall follow the term of the Board of Directors. The term of an additional or replaced member of the Board of Directors shall be the remaining term of the Board of Directors. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

6. In case the number of members of the Board of Directors is not enough as prescribed in the Charter of EVN Finance, within 90 (ninety) days from the date of not having enough members, EVN Finance must supplement the number of members of the Board of Directors. The order, procedures, and documents for requesting approval of the proposed list of election and appointment of the Chairman and members of the Board of Directors shall be implemented in accordance with the regulations of the State Bank. The results of election, dismissal, and removal of the Chairman and members of the Board of Directors of EVN Finance must be reported to the State Bank in writing and with relevant documents within 10 (ten) working days.

Article 16. Procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors

1. Board of Directors member standards: Board of Directors members must meet all standards and conditions as prescribed in Clause 1, Article 48 of the Company Charter.
2. Standards for independent members of the Board of Directors: Independent members of the Board of Directors must meet the standards and conditions prescribed in Clause 2, Article 48 of the Company Charter.
3. Principles for shareholders and groups of shareholders to nominate people to the Board of Directors according to regulations in Clause 8, Article 45 of the Company Charter.

4. Information related to the candidates for the Board of Directors (in case the candidates have been identified) shall be announced at least ten (10) days before the opening date of the Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting.

a) Information related to the candidates of the Board of Directors to be disclosed at least includes:

- Full name, date of birth;
- Professional qualifications;
- Work process;
- Names of companies where the candidate is holding the position of Board Member and other management positions;
- Benefits related to the Company (if any);
- Other information (if any).

b) Candidates for the Board of Directors must commit in writing to the honesty, accuracy and reasonableness of the disclosed personal information and must commit to performing the duties of a member of the Board of Directors honestly, loyally, carefully and for the best interests of the Company if elected as a member of the Board of Directors.

5. The company must ensure that shareholders have access to information about the companies in which the candidate holds the position of a member of the Board of Directors, other management positions and the candidate's interests related to the company (if any).

6. Method of electing members of the Board of Directors.

Voting to elect members of the Board of Directors is carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to concentrate all their votes on one candidate or divide them among candidates.

7. Cases of dismissal and removal of members of the Board of Directors.

The dismissal and removal of members of the Board of Directors shall be carried out in accordance with the provisions of Article 41 of the Company Charter.

Article 17. Procedures for organizing Board of Directors meetings

The Board of Directors may hold regular or extraordinary meetings. Regular meetings of the Board of Directors shall be convened by the Chairman or Vice Chairman/member of the Board of Directors authorized by the Chairman of the Board of Directors in accordance with the provisions of law and internal regulations of the company whenever deemed necessary, but must meet at least once a quarter. The Board of Directors may meet at the Company's headquarters or elsewhere. The Board of Directors shall hold meetings in accordance with the order and procedures prescribed in Article 51 of the Company's Charter, Article 27 of the Regulations on the Organization and Operation of the Board of Directors and the provisions of law. Some provisions on the order and procedures for holding Board of Directors meetings are as follows:

1. Notice of Board of Directors meeting: The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least 03 (three) working days before the meeting date. Notice of the Board of Directors meeting must be made in writing in Vietnamese, clearly stating the meeting agenda, time, location and must be accompanied by necessary documents on the issues to be discussed and voted on at the Board of Directors meeting and ballots for members of the Board of Directors who cannot attend the meeting. These members of the Board of Directors will send their ballots to the Board of Directors before the meeting.

2. Conditions for holding a Board of Directors meeting: A Board of Directors meeting is held when $\frac{3}{4}$ (three-quarters) or more of the total members attend the meeting. In case the first regular Board of Directors meeting is convened but the number of members attending is not sufficient as prescribed, the Chairman of the Board of Directors must convene a second Board of Directors meeting within no more than 07 (seven) days from the date of the first scheduled meeting. In this case, the meeting is held if more than half of the Board of Directors members attend the meeting.

3. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

a) Attend and vote directly at the meeting;

- b) Authorize another person to attend the meeting and vote if approved by the majority of the Board of Directors;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send the voting papers to the meeting by mail, fax or e-mail;

4. Method of approving resolutions and decisions of the Board of Directors:

4.1. In case of passing a decision by voting at the meeting, the resolution or decision of the Board of Directors shall be approved if it is approved by a majority of votes. In case the number of votes is equal, the final decision shall belong to the party with the opinion of the chairperson of the meeting.

4.2. In case of collecting written opinions to approve an issue, the decision shall be considered to be equivalent to a resolution, decided by the members of the Board of Directors at a meeting convened and ordinarily held, if:

- a. Obtain the written consent of the majority of members of the Board of Directors who have the right to participate in voting on the issue of soliciting opinions;
- b. The number of members of the Board of Directors with the right to vote in writing must meet the requirement on the number of members required to hold a Board of Directors meeting.

5. Minutes of the Board of Directors' meetings: The Board of Directors' meetings must be recorded in record and may be recorded, recorded and stored in other electronic forms. The minutes of the Board of Directors' meetings must be made in Vietnamese and may be made in a foreign language and must be signed by all members of the Board of Directors attending the meeting. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the accuracy and truthfulness of the content of the minutes of the Board of Directors' meetings. In case the chairperson or the the person taking the minutes refuses to sign the minutes of the meeting, but if all other members of the Board of Directors attend and agree to approve the minutes of the meeting and sign them and have full content as prescribed in points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, the minutes shall be valid. The minutes of the meeting shall clearly state that the chairperson or the the person taking the minutes refuses to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the Board of Directors' meetings. The chairperson and the person taking the minutes shall be personally responsible for any damage caused to the

enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of the Enterprise Law, this Charter and relevant legal provisions. The minutes of the Board of Directors' meetings and documents used in the meeting must be kept in accordance with the provisions of law and the Company's Charter.

6. Resolution of the Board of Directors.

Resolutions and decisions of the Board of Directors are adopted in accordance with the provisions of Clauses 11 and 12, Article 51 of the Company Charter.

7. Annually, the Board of Directors requires independent members to have an evaluation report on the Board of Directors' activities and this evaluation report can be announced at the Annual General Meeting of Shareholders.

Article 18. Committees of the Board of Directors

1. The Board of Directors must establish Committees to help the Board of Directors perform its duties and powers, including the Risk Management Committee and the Human Resources Committee.

2. The Board of Directors decides on the duties and powers of these 02 (two) Committees in accordance with the regulations of the State Bank and relevant laws.

CHAPTER IV

BOARD OF SUPERVISORS

Article 19. Role and structure of the Board of Supervisors in corporate governance

1. The Board of Supervisors is an agency elected by the General Meeting of Shareholders, representing shareholders to monitor and evaluate compliance with legal provisions, internal regulations, the Company Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. The Board of Supervisors has at least 03 (three) members and no more than 05 (five) members.

3. The term of the Board of Supervisors shall not exceed 05 (five) years. The term of a Board of Supervisors member shall follow the term of the Board of Supervisors. The term of an additional or replacement member shall be the remaining term of the term.

The Board of Supervisors of the term that has just ended shall continue to operate until the Board of Supervisors of the new term takes over its work.

Article 20. Procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Supervisors

1. Standards and conditions for members of the Board of Supervisors:

- a) Not subject to the provisions of Clause 1, Article 38 of the Company Charter;
- b) Have professional ethics according to the regulations of the State Bank;
- c) Holding a university degree or higher in one of the following fields: economics, business administration, law, accounting, auditing;
- d) Having at least 03 (three) years of direct working experience in the fields of banking, finance, accounting or auditing;
- e) Not being a related person of EVN Finance;
- f) The Head of the Board of Supervisors must reside in Vietnam during his/her term of office;
- g) Not being a member or employee of an auditing firm approved to audit the company's financial statements in the previous 3 consecutive years.

2. The nomination and candidacy of members of the Board of Supervisors is carried out similarly to the regulations on nomination and candidacy for the Board of Directors in this Regulation and the Company's Charter.

3. Information related to the candidates for the Board of Supervisors (in case the candidates have been identified) shall be announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting.

a) Information relating to candidates for the Board of Supervisors to be disclosed shall include at least:

- Full name, date of birth;
- Professional qualifications;
- Work process;
- Names of companies where the candidate is holding the position of member of the Board of Supervisors and other management positions;
- Benefits related to the Company and its related parties;

- Other information (if any) as prescribed in the Company Charter.
- b) Candidates for the Board of Supervisors must make a written commitment to the honesty, accuracy and reasonableness of the disclosed personal information and must commit to performing the duties of a member of the Board of Supervisors honestly, loyally, carefully and for the best interests of the Company if elected as a member of the Board of Supervisors.
4. The company must ensure that shareholders can access information about the companies in which the candidate holds the position of a member of the Board of Supervisors, other management positions and the interests related to the company of the candidate for the Board of Supervisors (if any).
5. Replace Board of Supervisors member.
- a) Members of the Board of Supervisors will automatically lose their qualifications or be dismissed or removed from office according to the provisions of Articles 40 and 41 of the Company's Charter. The order, procedures, and documents for requesting changes and approval of the election, appointment, dismissal, or removal of the Head and members of the Board of Supervisors shall be implemented according to the regulations of the State Bank.
 - b) Within no more than 15 (fifteen) days from the date the Head of the Board of Supervisors automatically loses his/her membership at the Board of Supervisors, the members of the Board of Supervisors are responsible for organizing a meeting of the Board of Supervisors to elect a member of the Board of Supervisors (who meets the standards and conditions prescribed by the State Bank) as Head of the Board of Supervisors.
 - c) The Head of the Board of Supervisors wishing to resign must submit a written request to the Board of Directors and Board of Supervisors. Within sixty (60) days from the date of receipt, the BOS must convene a meeting to consider and decide on the resignation, dismissal, and election of a new Head in accordance with current regulations.
 - d) A member of the Board of Supervisors wishing to resign must submit a resignation letter to the Board of Directors and the Board of Supervisors for submission to the nearest General Meeting of Shareholders for decision.

- e) In case there are not enough two-thirds of the total number of members of the Board of Supervisors or not enough minimum number of members of the Board of Supervisors as prescribed in the Company Charter, within no more than 60 (sixty) days from the date of not having enough members of the Board of Supervisors as prescribed, the Board of Supervisors must request the Board of Directors to convene a General Meeting of Shareholders to elect additional members of the the Board of Supervisors.
- f) In other cases, the nearest meeting of the General Meeting of Shareholders will elect new members of the Board of Supervisors to replace the dismissed or removed members of the Board of Supervisors or to supplement the missing members.

CHAPTER V

GENERAL DIRECTOR

Article 21. Role of the General Director

The General Director is appointed by the Board of Directors. The General Director is the highest executive of EVN Finance and is responsible to the Board of Directors for the implementation of his rights and obligations.

Article 22. Procedures for nomination, candidacy, election, dismissal and removal of General Director

1. Standards and conditions for General Director

The General Director must meet all standards and conditions as prescribed in the Company Charter, specifically:

- a) Not subject to the provisions of Clause 1, Article 38 of the Company Charter;
- b) Have professional ethics according to the regulations of the State Bank;
- c) Must have a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing;
- d) Must meet one of the following conditions: Have at least 5 years of experience as an executive of a credit institution; Have at least 5 years as a General Director (Director) or Deputy General Director (Deputy Director) of a company with a minimum charter

capital equivalent to the legal capital of the corresponding type of credit institution and at least 5 years of direct work experience in finance, banking, accounting, or auditing; Have at least 10 years of direct work experience in finance, banking, accounting, or auditing;

e) Residing in Vietnam during the term of office;

2. Appointment and dismissal of General Director.

a) The Board of Directors decides to appoint and dismiss the General Director. The procedures and records for appointing and dismissing the General Director shall comply with the regulations of the State Bank and the Company's Regulations on Appointment and Dismissal.

b) The General Director, after the appointment decision of the Board of Directors, may take charge of the work of the newly appointed title; The former General Director shall be responsible for handing over the work to the new General Director for handling and shall be personally responsible for his/her decisions during the period in which he or she is eligible to hold such position.

c) In the event of the General Director automatically losing their qualifications, the BOD must immediately assign a Deputy General Director or a Department Head (if no Deputy General Director is available) who meets the conditions stipulated by the State Bank of Vietnam and is not subject to the provisions of Article 38 of the Charter to assume the duties of the General Director. The BOD must report in writing to the State Bank of Vietnam within 5 working days from the date of determination.

d) Within a maximum period of 90 (ninety) days from the date the General Director automatically loses his/her position as General Director or the Board of Directors decides to dismiss or remove the General Director, the Board of Directors must find a replacement and carry out procedures to request the appointment of a new General Director in accordance with the provisions of law.

e) In case the General Director seriously violates the provisions of the law, the State Bank and the Company's Charter, the Board of Directors has the right to temporarily suspend the General Director's executive authority, and must immediately assign a Deputy General Director or a Head of a unit in the Company (in case there is no Deputy General Director) who ensures the conditions prescribed by the State Bank, is not subject to the provisions of Article 38 of the Company's Charter to take over the work

of the General Director and immediately issue a written report, proposing handling of violations, as well as the title of General Director, to the State Bank for settlement in accordance with current regulations.

f) During the time the General Director has not been officially appointed, the Chairman of the Board of Directors and members of the Board of Directors, the Head of the Board of Supervisors and members of the Board of Supervisors are fully responsible before the law and before shareholders for all activities of the Company.

CHAPTER VI

CORPORATE GOVERNANCE OFFICER

Article 23. Corporate Governance Officer

1. The Board of Directors of a public company must appoint at least one person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must not simultaneously work for the approved auditing organization conducting audits of the company's financial statements.
3. The Corporate Governance Officer has the following rights and obligations:
 - a) Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the company and shareholders;
 - b) Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;
 - c) Advise on meeting procedures;
 - d) Attend meetings;
 - đ) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
 - e) Provide financial information, minutes of Board of Directors meetings and other information to Board of Directors members and Board of Supervisors members;

- g) Monitor and report to the Board of Directors on the company's information disclosure activities;
- h) Act as a point of contact with stakeholders;
- i) Keep information confidential according to the provisions of law and the Company Charter;
- k) Other rights and obligations as prescribed by law and the Company Charter.

CHAPTER VII

COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR

Article 24. Coordination principles

The Board of Directors, the Board of Supervisors and the General Director coordinate their activities according to the following principles:

1. Always prioritize the common interests of the Company.
2. Comply with relevant provisions of the Law, Charter and internal regulations of EVN Finance.
3. Work with the highest sense of responsibility, honesty, cooperation and regular exchange to jointly resolve problems and difficulties (if any).

Article 25. Coordination between the Board of Directors, Board of Supervisors and General Director

1. Convening the Board of Directors meeting:

The Board of Supervisors and the General Director have the right to request the convening of an extraordinary meeting of the Board of Directors to discuss and resolve issues under the authority of the Board of Directors as prescribed in the Charter, the Regulations on organization and operation of the Board of Directors and the Regulations on organization and operation of the Board of Supervisors.

2. Attend Board of Directors meetings:

- a) The General Director attends meetings of the Board of Directors as prescribed in the Charter and internal regulations of the Company. The General Director is responsible for reporting on the program, implementation status of the Board of Directors' Resolutions, assigned tasks and business plans.
- b) The Board of Supervisors attends meetings of the Board of Directors, expresses opinions and makes recommendations, but does not participate in voting on resolutions and decisions of the Board of Directors. The Board of Supervisors promptly informs the Board of Directors of the results of its activities, may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders and directly reports to the General Meeting of Shareholders.
- c) Resolutions and decisions of the Board of Directors must be sent 1 copy to the Head of the Board of Supervisors for supervision and 1 copy to the General Director for information and implementation after issuance.

3. Coordination between the CEO and the Board of Directors in performing assigned tasks:

- a) The General Director is responsible to the Board of Directors for directing the implementation of relevant contents stated in the resolutions and decisions of the Board of Directors. The General Director must promptly report to the Board of Directors in case it is found that the implementation of the resolutions and decisions of the Board of Directors in practice at present or in the future may adversely affect the Company's business operations for the Board of Directors to consider. In case the Board of Directors does not issue a replacement resolution or decision, the General Director is obliged to continue implementing the resolutions and decisions issued by the Board of Directors.
- b) The General Director is responsible for reporting to the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders on the operations, efficiency, and business results and other issues related to the Company's operations in accordance with the provisions of law and the Company's Charter.
- c) Members of the Board of Directors have the right to request the General Director, Deputy General Director, Chief Accountant, Branch Directors or other Executives

of the Company to provide information, documents, reports on the areas they are in charge of or issues submitted to the Board of Directors for approval. The General Director, Deputy General Director, Chief Accountant, Branch Directors or other Executives are responsible for providing information, documents, reports to members of the Board of Directors upon request and are legally responsible for the accuracy, honesty and completeness of the information provided.

- d) The General Director is authorized to decide to apply measures beyond his authority in emergency cases (natural disasters, enemy attacks, fires, incidents) and is responsible for such decisions, then must immediately report to the Board of Directors for further resolution.

4. Coordinate control and supervision activities between members of the Board of Directors, members of the Board of Supervisors and the General Director.

a) Relationship between the Board of Supervisors and the Board of Directors:

- The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
- The Board of Directors, Board members, and General Director must provide complete, accurate, and timely information and documents on the management, operations, and business activities of the Company as requested by the Board of Supervisors.
- The Board of Supervisors provides the Board of Directors with necessary documents and information to serve the work of the Board of Supervisors. The Board of Supervisors operates in an objective and independent manner in the process of inspecting and controlling the Company's business - management - operation activities. At the same time, the Board of Supervisors is responsible for coordinating with the Board of Directors to monitor and direct the process of correcting and handling violations according to the Board of Supervisors' recommendations after each inspection.
- In case the Board of Supervisors discovers any violations of the law or the Company's Charter by members of the Board of Directors, the General Director and other managers, the Board of Supervisors must notify the Board of Directors in writing as soon as possible or according to the Company's regulations.

b) Relationship between the Board of Supervisors and the General Director:

- The Board of Supervisors has the right to inspect and supervise the performance of the General Director's management duties. The Board of Supervisors has the right to request information (periodically or suddenly) on all reports, documents and information necessary for the Board of Supervisors. The General Director is responsible for monitoring and directing the professional apparatus to rectify and handle violations according to the recommendations of the Board of Supervisors after each inspection.
- The Board of Supervisors is allowed to use the Company's internal inspection and control system to perform its duties, requiring functional departments and employees directly performing the tasks to explain the work done to serve the inspection or audit.
- When performing inspection and control tasks, members of the Board of Supervisors must notify the Head of the Board of Supervisors of their work plan in writing in advance, to ensure that it does not affect the Company's daily business operations.

CHAPTER VIII

PREVENTING CONFLICTS OF INTEREST AND DEALING WITH RELATED PARTIES

Article 26. Honest responsibility and avoidance of conflicts of interest of members of the Board of Directors, Board of Supervisors, Board of Management and Branch Directors

1. Members of the Board of Directors, members of the Board of Supervisors, Board of Management, Branch Directors must publicly disclose related interests in accordance with the provisions of the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, Board of Management, Branch Directors and those related to these members are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, members of the Board of Supervisors, Board of Management, Branch Directors are obliged to notify the Board of Directors and the Board of Supervisors of transactions between EVN Finance, subsidiaries, companies in which EVN Finance controls more than 50% of the charter capital with that member himself or with those related to that member in accordance with the provisions of law.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Enterprise Law and the Company Charter. Members of the Board of Directors, members of the Board of Supervisors, the Executive Board, other Executives and those related to the above members are not allowed to use information that has not been permitted to be disclosed by the Company or disclose it to others to carry out related transactions.

Article 27. Transactions with Related Persons

1. The Company is responsible for complying with the provisions of law in its transactions with Related Persons.
2. When conducting transactions with Related Persons, the Board of Directors/Executive Board/Other Executives must ensure the signing of written contracts on the principles of equality and voluntariness.

3. The content of the Contract with the Related Person must be clear, specific and disclosed in accordance with the provisions of law.

Article 28. Ensuring the legal rights of parties with interests related to the Company

1. The Company must fulfill its responsibilities to the community and stakeholders in accordance with current laws and the Charter.
2. The company must comply with labor, environmental and social laws.

CHAPTER IX

REPORTING AND INFORMATION DISCLOSURE

Article 29. Reporting and disclosure of information on corporate governance

The corporate governance report is presented at the annual General Meeting of Shareholders and disclosed in the Company's Annual Report in accordance with securities laws on information disclosure.

Article 30. Responsibility for reporting and information disclosure of members of the Board of Directors, members of the Board of Supervisors, and General Director

In addition to the responsibilities prescribed in Article 27 of this Regulation, members of the Board of Directors, members of the Board of Supervisors, and the General Director are responsible for reporting to the Board of Directors and the Board of Supervisors in the following cases:

1. Transactions between the company and companies in which the above persons are founding members or business managers within the last 3 years prior to the transaction.
2. Transactions between companies in which related persons of the above persons are members of the Board of Directors, General Director (Director) or major shareholders.

CHAPTER X

PERFORMANCE EVALUATION, REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS , GENERAL DIRECTOR AND OTHER MANAGERS

Article 31. Evaluation of performance of members of the Board of Directors, members of the Board of Supervisors, General Director and other managers

1. Evaluate the performance of members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers in the following forms:
 - a. Self-assessment;
 - b. Annual performance reviews are conducted at the end of the year;
 - c. Ad hoc evaluation;
 - d. Other methods as determined by the BOD at specific times.
2. The BOD shall evaluate the performance of its members and other positions appointed by the BOD.
3. The BOS shall evaluate the performance of its members.
4. The General Director shall evaluate the performance of positions appointed by the Executive Board.

Article 32. Performance Evaluation Criteria

Criteria for evaluating the performance of members of the Board of Directors, Board of Supervisors, and Board of Management include the results of assigned work, the level and volume of completion, and the quality and efficiency of individual and unit work.

Article 33. Rewards

1. Members of the Board of Directors, Board of Supervisors, General Director and other managers with achievements in the management and operation of the Company and other assigned tasks will be considered and rewarded according to the provisions of the Law and the Company.
2. The General Meeting of Shareholders decides on the bonus level for members of the Board of Directors and members of the Board of Supervisors according to the provisions of the Charter and the Law.

3. The Board of Directors decides on the bonus levels for the positions directly managed by the Board of Directors according to the Company's internal regulations. The forms and levels of rewards, order and procedures for considering rewards will be implemented according to the Board of Directors' decisions in each period.

4. Members of the Board of Directors, Board of Supervisors, and Executives are not required to pay bonuses when EVN Finance suffers losses.

Article 34. Discipline

1. Members of the Board of Directors, Board of Supervisors, General Director and other managers violating regulations shall be disciplined in accordance with laws and The Charter and other regulations of the Company, depending on the nature, severity and consequences of the violation, will be disciplined in accordance with the provisions of Law and/or the Company.

2. The GMS reviews and handles violations by the BOD and BOS that cause damage to EVN Finance and shareholders of EVN Finance.

3. The Board of Directors has the authority to decide on disciplinary action against positions managed by the Board of Directors based on regulations issued by the Board of Directors.

4. The Board of Supervisors has the authority to decide on disciplinary action against positions in the Internal Audit Department based on the Company's internal regulations.

CHAPTER XI

IMPLEMENTATION PROVISIONS

Article 35. Implementation provisions

1. This Charter is approved by the General Meeting of Shareholders from the date of signing and replaces EVNFinane's Internal Governance Charter No. 09/QD-HDQT-TCDL dated March 15, 2024. Issues not mentioned in this Charter will be implemented in accordance with relevant provisions of the Law and other provisions of EVN Finance.

2. In case of conflicts between this Regulation and the Company's Charter, the Charter provisions shall prevail. When any contents of this Regulation are contrary to the provisions of law, they shall automatically cease to be effective.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

PHAM TRUNG KIEN

APPENDIX 1: ORGANIZING ONLINE SHAREHOLDERS' MEETINGS AND ELECTRONIC VOTING, COMBINED IN-PERSON MEETINGS WITH ONLINE MEETINGS

(Issued with the Internal Management Regulations of EVNFinance Joint Stock Company)

Article 1. Scope of regulation and applicable subjects

These regulations stipulate the organization of the General Meeting of Shareholders (annual or extraordinary) of EVNFinance Joint Stock Company (Company/EVN Finance) in the form of online general meeting and stipulate the voting by electronic voting of shareholders at the online General Meeting of Shareholders.

Article 2. Interpretation of terms

In this Regulation, the following terms are defined as follows:

1. Online General Meeting is a form of organizing a General Meeting of Shareholders using electronic means to transmit images and sounds via the internet environment, allowing shareholders in many different locations to follow the progress of the meeting, discuss and vote on meeting issues.
2. Traditional congress is a form of organizing a meeting at a single location, shareholders attend, discuss and vote directly at the meeting.
3. The location of the online General Meeting includes the main location and other locations. In which, the main location is where the chair attends and presides over the meeting, other locations are where shareholders log into the System using the Access Account provided by the Company to attend the online Meeting.
4. Electronic voting is when shareholders vote through the Electronic Voting System as prescribed in this Regulation.
5. Traditional voting is when shareholders vote directly at a traditional general meeting.
6. Electronic Means: Tools operating based on electrical, electronic, digital, magnetic, wireless, optical, electromagnetic technology, or similar technologies.
7. Online Meeting Registration: Shareholders log into the system using access credentials to register for the online meeting as per this regulation and the

Company's guidance.

8. The access account includes the username and password information provided by the Company to each shareholder.
9. One-time password (OTP): is a one-time password/code, valid only for a certain period of time and is texted to the mobile phone number/email or other method provided by the shareholder according to this Regulation. OTP is used for shareholders to confirm information and agree to perform operations on the System when attending the online General Meeting, voting electronically or other tasks requiring authentication from the shareholder.
10. Login session (Session): is the time from the time a shareholder successfully accesses the System until: (i) either the shareholder logs out of the System; (ii) or the shareholder accesses on another device; (iii) or the time of the online General Meeting has ended; (iv) or the shareholder closes the System.
11. The system is a synthesis of technical infrastructure to organize and operate the online Congress program and electronic voting.

System opening time is the starting time for shareholders to access, read documents and register to attend the online General Meeting. The system will close access upon notice from the Chairman or the General Meeting Organizing Committee.

Article 3. Organizing online congresses

1. The Board of Directors has the right to decide to organize the shareholders' meeting online instead of organizing the shareholders' meeting in person if it is assessed that organizing the shareholders' meeting in person may not be possible due to an epidemic, a decision of a competent management agency or other force majeure reasons.
2. The congress organizing committee is responsible for carrying out the procedures for making a list of shareholders entitled to attend the meeting, sending meeting invitations, disclosing information, sending meeting documents and other tasks as prescribed in Article 10 of the Company's internal governance regulations.
3. The congress organizing committee is responsible for sending a document containing instructions on confirming shareholder status to each shareholder.
4. Shareholders registering to attend the meeting as prescribed in this Regulation is the basis for determining the percentage of shareholders attending to organize the online meeting.

5. The form of shareholders registering to attend the online General Meeting and voting electronically has the same legal value as attending and voting at the traditional General Meeting and Traditional Voting.

6. The Board of Directors is responsible for issuing necessary instructions for organizing online Congress and electronic voting.

Article 4. Conditions for holding the Congress

1. The number of shareholders registered to attend the meeting represents more than 50% of the total number of voting shares of the Company according to the list on the last registration date provided by the Securities Depository.
2. The system for organizing online congresses and electronic voting must meet the following conditions:
 - a. The transmission line of the System at the main location must be continuous and stable, ensuring that the attendance of shareholders is not interrupted. In case the organization of the meeting is interrupted at the main location, the Organizing Committee or the Presidium must summarize the events of that interruption.
 - b. The main location must ensure conditions for sound, lighting, transmission lines, power sources, electronic means and other equipment according to the requirements and nature of the online meeting.
 - b. Ensure information security and keep the System access account confidential. All information received and provided on the System must ensure information security principles and comply with the Company's regulations and relevant laws.
 - c. Electronic data of the online Congress program must be stored and extracted from the System.

Article 5. Procedures and procedures for conducting online congresses

1. The convening, making of the shareholder list, sending of meeting invitations and accompanying documents shall be carried out in accordance with the provisions of Article 10 of the Company's Internal Governance Regulations.

2. The format for organizing the online General Meeting and electronic voting shall be implemented in accordance with the provisions of this Regulation. If necessary, the Board of Directors shall issue guidelines to comply with changes in technology and security, but not contrary to the principles of this Regulation.

3. In case of technical problems affecting continuous participation in the online General Meeting and electronic voting, shareholders should contact the Company according to the instructions announced in the meeting invitation or announced by the Organizing Committee during the online General Meeting for support.

Article 6. Rights and obligations of shareholders

1. Attend the General Meeting of Shareholders and vote on all matters of the meeting, according to the provisions of the Company Charter, this Regulation and the instructions of the General Meeting Organizing Committee.

2. Have the right to express opinions and discuss directly at the congress according to the provisions of Article 11 of this Regulation.

3. Comply with the direction of the Presidium; do not cause disturbance or disorder in the congress.

4. Must register correct mobile phone number, contact address, email address and send a response letter to the Company so that the Organizing Committee can send meeting invitations and/or instructions on how to register to attend the online meeting and vote electronically. Shareholders are fully responsible for the accuracy of the registered information.

5. Shareholders must prepare and use appropriate online meeting equipment with internet connection to ensure they can follow the progress of the online General Meeting.

6. All electronic voting results of shareholders are considered as the will of shareholders. Voting results through electronic methods are as valid as traditional voting methods.

7. Use the Access Account provided by the Company to log into the System and conduct electronic voting for all voting sessions of the meeting. Shareholders are

responsible and have no right to complain when they exit the System for any reason or allow others to use their Access Account to access the System during the meeting from the time the System opens for registration, discussion, and voting until the System is closed.

8. Shareholders are responsible for securing the Access Account and other identification factors provided by the Company to ensure that only shareholders have the right to participate in discussions, contribute opinions, and vote electronically on the System. In case a shareholder authorizes another individual/organization to attend the online General Meeting and vote electronically, the shareholder and the authorized person shall be responsible for the authorization and the results of the electronic voting according to the granted

9. Shareholders must ensure continuous online attendance throughout the online General Meeting. The system will automatically record shareholders as attendees from the time of registration to attend the online General Meeting until the end of the meeting. In case shareholders have registered to attend the online General Meeting but cannot attend continuously until the end of the program, they can vote on the contents that require shareholders' opinions before logging out of the System.

Article 7. Congress Organizing Committee

1. The congress organizing committee is an agency established by the Board of Directors. The number and composition of the congress organizing committee is decided by the Board of Directors.

2. The congress organizing committee has the following responsibilities:

a. Perform the tasks as prescribed in this Regulation.

b. Provide guidance and answer shareholders' questions about registering to attend the online General Meeting and electronic voting.

c. Prepare electronic means and facilities to ensure the organization of online Congress and electronic voting.

d. Perform other tasks as decided by the Board of Directors.

Article 8. Shareholder Inspection Committee

1. The Shareholder Inspection Committee is a support unit of the General Meeting Organizing Committee. The number and composition of the Shareholder Inspection Committee is decided by the General Meeting Organizing Committee. The General Meeting Organizing Committee may assign personnel to assist the Shareholder Inspection Committee in completing assigned tasks.
2. The shareholder inspection board is responsible for:
 - a. Check the qualifications of shareholders registered to attend the online General Meeting in accordance with the provisions of law and this Regulation.
 - b. Report to the online General Meeting on the percentage of shareholders attending the meeting.

Verification method: The shareholder verification committee will use the login information from the shareholders' access accounts as a basis to determine the number of shareholders attending the online General Meeting.

Article 9. Chairman, Secretariat and Counting Committee

1. Chairman:
 - a. The Chairman of the Board of Directors chairs the meeting, assisted by a number of other members to run the meeting (Chairperson Board).
 - b. The Presidium shall conduct the online General Meeting in accordance with these Regulations and the agenda approved by the General Meeting of Shareholders.
 - c. The decision of the Presidium on matters of order, procedure or events arising outside the program of the Online Congress shall be final.
 - d. The Presiding Committee shall conduct such work as it deems necessary to conduct the online General Meeting in a valid and orderly manner; or to enable the meeting to reflect the wishes of the majority of attending shareholders.

2. Secretariat:

The chairperson appoints one or more people to act as the meeting secretariat. The secretariat performs the following tasks:

- a. Summarize shareholders' opinions during the online General Meeting and send them

to the Presidium.

b. Honestly record the progress of the online Congress in the minutes and resolutions of the meeting for the congress to approve before the end of the congress.

c. Perform other tasks assigned by the Chairman.

3. Vote counting committee:

a. The Chairman shall introduce one or several people to be members of the Ballot Counting Committee for the General Meeting to vote and approve. The Ballot Counting Committee has the following rights and obligations:

i. Instructions for shareholders on how to vote at the online General Meeting.

ii. Conduct vote counting; Prepare and announce the vote counting minutes to the General Meeting of Shareholders.

b. The congress organizing committee may assign personnel to assist the Ballot Counting Committee in completing assigned tasks.

Article 10. Confirmation of shareholder status

1. The Company shall send an invitation to attend the Online General Meeting with a document containing instructions for confirming shareholder status to each shareholder. Shareholders shall follow the instructions to register information and confirm shareholder status before attending the Online General Meeting. The Organizing Committee shall notify shareholders of instructions/regulations on registration for attending the Online General Meeting, electronic voting and other necessary information before the date of the Online General Meeting.

2. After validating shareholder status, the Company will provide an Access Account to the shareholder to register to attend the online General Meeting and vote electronically on the System according to the Company's instructions stated in Clause 1 of this Article.

3. Cases considered as shareholders not attending the online General Meeting:

a. Shareholders do not provide information and send a response letter to the Company to verify shareholder status as required.

b. Shareholders do not register to attend the online General Meeting as prescribed in Article 10 of these Regulations.

Article 11. Register to attend the online Congress (Check-in)

1. Shareholders log in with their Access Account and authenticate with OTP to register to attend the online General Meeting according to the instructions sent by the Company to the shareholder's phone number, email address or instructions posted on the Company's website (<https://www.evnfc.vn>). Each time they log in, shareholders will receive a different OTP code to authenticate.

2. Shareholders who register to attend the online General Meeting after the meeting has opened will still be able to register to attend and have the right to vote after completing the registration. The Presidium may not stop the meeting for shareholders to register to attend and the validity of the issues voted on will not be affected.

Article 12. Discussion at the Online Congress

1. Shareholders discuss according to the instructions of the Chairman during the online General Meeting.
2. Shareholders can discuss at the online General Meeting by speaking online or sending opinions through direct connection methods according to the instructions of the General Meeting Organizing Committee. The Secretariat is responsible for summarizing shareholders' opinions and sending them to the Presidium.

Article 13. Forms and methods of voting

1. Voting form:

Shareholders may exercise their voting rights through electronic voting in accordance with Clause 3 of this Article.

2. Voting time

- a. Shareholders have the right to vote from the time the online General Meeting opens until before the end of voting, except for the case specified in Point b, Clause 2 of this Article. In case a shareholder has voted but wants to change his/her opinion, he/she must make the change before the end of voting. The

last voting opinion recorded by the System before the end of voting is a valid opinion and is recorded in the vote counting results.

- b. To ensure continuity and focus time on the proceedings of the congress, shareholders who log in to the System can vote on the congress agenda, the composition of the Vote Counting Committee and amendments to the congress organization regulations (if any). The end time for voting on these contents on the System will be announced by the Organizing Committee at the opening of the online Congress.
- c. Voting results are calculated at the time shareholders vote electronically, so a sudden disconnection of a shareholder's connection (if any) will only affect the unvoted contents, the voted contents will not be affected.
- d. Before the voting period ends, shareholders will only know the results of their votes. After the voting period ends, shareholders will know the general voting results for each content announced by the Presidium or the Vote Counting Committee.

3. Electronic voting

- a. Shareholders use their Access Account and OTP code to log in to the website according to the instructions posted on the Company's website to vote.
- b. Shareholders decide to vote by checking one of the three corresponding boxes "Agree", "Disagree", "No opinion" for each content of the shareholder's opinion request on the System. The voting results for each content will be reported to the meeting by the Vote Counting Committee immediately after completing the vote counting.
- c. Shareholders with voting rights are shareholders who have registered to attend the online General Meeting up to the voting time and the number of these shareholders is the basis for calculating the voting ratio of shareholders. In case a shareholder has registered to attend the online General Meeting but does not vote by checking 01 of the 03 corresponding boxes mentioned in section b, it is understood that the shareholder did not participate in the election and will not be

counted in the number of valid votes collected.

d. When conducting the meeting, the Presidium must announce the end of voting on the System for shareholders to exercise their rights, except for the voting content specified in Clause 2.b of this Article. In case shareholders have problems voting on the System, they can contact the hotline support channels as notified by the Organizing Committee of the meeting for instructions and support to complete the voting. From the time the System closes the voting content, shareholders have no right to change any voted content, the voting results of shareholders recorded on the System according to the Access Account are the final results and no complaints/claims are allowed regarding this result.

4. Voting results

a. The vote counting committee approved by the General Meeting of Shareholders at the meeting is responsible for checking the electronic voting results to summarize the voting results.

b. Voting results are announced by the Presidium or the Vote Counting Committee immediately at the online Congress.

Article 14. Rate of approval of resolutions of the General Meeting of Shareholders

1. Except for the cases specified in Clause 1 and Clause 3, Article 31 of the Company's Charter, resolutions of the General Meeting of Shareholders shall be passed at the meeting when approved by shareholders representing more than 51% of the total number of votes of all shareholders registered to attend the meeting.

2. For decisions and resolutions on amending and supplementing the Company Charter; Decisions and resolutions on the organizational structure and management apparatus of EVN Finance in Article 17 of this Charter; approval of the plan to change the Charter Capital level; approval of the plan to offer shares, including the type of shares and the number of new shares to be offered; decisions on investing, purchasing, and selling assets of the Company with a value of 20% or more of the Company's charter capital stated in the most recent audited financial statements; decisions on division, separation, consolidation, merger, conversion of legal form, dissolution or

requesting the Court to open bankruptcy proceedings for a bank, the approval must be obtained from shareholders representing more than 65% of the total number of votes of all shareholders registered to attend the meeting.

Article 15. Minutes of meeting and Resolution of General Meeting of Shareholders

1. The content of the online General Meeting is recorded by the Secretariat and compiled into the Minutes of the General Meeting of Shareholders.
2. Minutes of the meeting and Resolutions of the General Meeting of Shareholders are read and approved before the closing of the online General Meeting.
3. The chairman and secretary of the meeting or other person signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
4. Minutes of the General Meeting of Shareholders must be prepared in Vietnamese and may be prepared in a foreign language, and these two copies have equal legal value. In case there is any difference in the content of these two minutes, the minutes prepared in Vietnamese shall be interpreted. In case the chairman and secretary refuse to sign the minutes, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes of the meeting shall clearly state the refusal of the chairman and secretary to sign the minutes of the meeting.

Trường hợp có sự khác biệt hoặc có cách hiểu khác giữa thông tin bằng tiếng Việt và tiếng Anh thì thông tin bằng tiếng Việt được áp dụng.

In case of any discrepancy in the meaning between the English disclosure and the Vietnamese disclosure, the Vietnamese disclosure shall prevail.

