

NAM A BANK

NAM A BANK – HỘI SỞI/HEAD OFFICE

201-203 Cách Mạng Tháng Tám, Phường Bàn Cờ, TP.HCM

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Số/No.: 1697 /2026/CBTT-NHNA

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh phúc

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

TP. Hồ Chí Minh, ngày 25 tháng 07 năm 2026

Ho Chi Minh City, July 25th, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/State Securities Commission of Vietnam

- Sở giao dịch Chứng khoán Việt Nam/Vietnam Exchange

- Sở giao dịch Chứng khoán TP. Hồ Chí Minh/Ho Chi Minh Stock Exchange

1. **Tên tổ chức phát hành/Name of organization:** Ngân hàng Thương mại cổ phần Nam Á/
Nam A Commercial Joint Stock Bank.

- Mã chứng khoán/Stock code: NAB.

- Địa chỉ/Address: 201-203 Cách Mạng Tháng Tám, Phường Bàn Cờ, TP. Hồ Chí Minh/
201-203 Cách Mạng Tháng Tám Street, Bàn Cờ Ward, Ho Chi Minh City.

- Email: namabank@namabank.com.vn

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

Ngày 25/07/2026, Ngân hàng TMCP Nam Á ban hành Điều lệ, Quy chế quản trị nội bộ, Quy chế hoạt động của Hội đồng quản trị và Quy chế hoạt động của Ban kiểm soát Ngân hàng TMCP Nam Á theo các nội dung đã được thông qua tại Nghị quyết Đại hội đồng cổ đông bất thường năm 2026. Để thực hiện công bố thông tin theo đúng quy định, Ngân hàng TMCP Nam Á kính gửi đến Ủy ban Chứng khoán Nhà nước, Sở giao dịch Chứng khoán Việt Nam và Sở giao dịch Chứng khoán TP. Hồ Chí Minh các văn bản sau/
On ... July 25th, 2026, Nam A Commercial Joint Stock Bank promulgated the Charter, the Internal Governance Regulation, the Operating Regulation of the Board of Directors and the Operating Regulation of the Board of Supervisors in accordance with the Resolution of the Extraordinary General Meeting of Shareholders in 2026. To disclose the information in accordance with the regulations, Nam A Commercial Joint Stock Bank respectfully sends to the State Securities Commission of Vietnam, the Vietnam Exchange and the Ho Chi Minh Stock Exchange the documents as listed below:

- + Nghị quyết số 1681/2026/NQQT-NHNA ngày 25/07/2026 của Hội đồng quản trị về việc ban hành Điều lệ, Quy chế Quản trị nội bộ và Quy chế hoạt động của Hội đồng quản trị Ngân hàng TMCP Nam Á/Resolution No. 1681/2026/NQQT-NHNA dated July 25th, 2026 of the Board of Directors on the promulgation of the Charter, the Internal Governance Regulation and the Operating Regulation of the Board of Directors of Nam A Commercial Joint Stock Bank.

- + Điều lệ Ngân hàng TMCP Nam Á đã được Đại hội đồng cổ đông thông qua ngày 25/07/2026/*The Charter of Nam A Commercial Joint Stock Bank approved by the General Meeting of Shareholders on July 25th, 2026.*
- + Quyết định số ...~~1682~~1683/2026/QĐQT-NHNA ngày ~~25/07~~25/07/2026 của Hội đồng quản trị về việc ban hành Quy chế Quản trị nội bộ Ngân hàng TMCP Nam Á/*Decision No. ~~1682~~1683/2026/QĐQT-NHNA dated July 25th, 2026 of the Board of Directors on the promulgation of the Internal Governance Regulation of Nam A Commercial Joint Stock Bank.*
- + Quyết định số ...~~1682~~1683/2026/QĐQT-NHNA ngày ~~25/07~~25/07/2026 của Hội đồng quản trị về việc ban hành Quy chế hoạt động của Hội đồng quản trị Ngân hàng TMCP Nam Á/*Decision No. ~~1682~~1683/2026/QĐQT-NHNA dated July 25th, 2026 of the Board of Directors on the promulgation of the Operating Regulation of the Board of Directors of Nam A Commercial Joint Stock Bank.*
- + Quyết định số~~31~~31/2026/QĐBKS-NHNA ngày ~~25/07~~25/07/2026 của Ban kiểm soát về việc ban hành Quy chế hoạt động của Ban kiểm soát Ngân hàng TMCP Nam Á/*Decision No.~~31~~31/2026/QĐBKS-NHNA dated July 25th, 2026 of the Board of Supervisors on the promulgation of the Operating Regulation of the Board of Supervisors of Nam A Commercial Joint Stock Bank.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Ngân hàng TMCP Nam Á: <https://www.namabank.com.vn>.

This information was published on the company's website as in the link: <https://www.namabank.com.vn>.

Chúng tôi 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.

NGÂN HÀNG TMCP NAM Á/NAM A BANK
NGƯỜI ĐƯỢC ỦY QUYỀN CBTT/

Authorized Person to disclose information

PHÓ CHỦ TỊCH HĐQT

Vice Chairwoman

Nơi nhận/To:

- Như Kính gửi/*As the Greetings part,*
- Lưu/Archived: VPHĐQT/Office of BOD.



Võ Thị Tuyết Nga

NAM A BANK

CHARTER of NAM A BANK

July, 2026



INTRODUCTION

Nam A Commercial Joint Stock Bank (hereinafter shortly referred to as Nam A Bank) is a commercial joint stock bank, which may conduct all banking operations and other business activities under the Law on Credit Institutions and other provisions of law for profit. The organization and operation of Nam A Bank are carried out in accordance with this Charter, current regulations of the State Bank of Vietnam and other relevant current legal provisions.

This Charter was approved by the General Meeting of Shareholders of Nam A Bank on July 25th, 2026.

Section I. Definition of terms used in the Charter

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:

- a. "Operation Area" means the geographic scope in which Nam A Bank is authorized to establish its operation network in line in accordance with the provisions of Laws.
- b. "Charter Capital" means the capital that is contributed by all Shareholders and specified in Article 12 of this Charter.
- c. "Dividend" means a net profit on each share in cash or other assets.
- d. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amendments, supplements and replacements from time to time.
- e. "Date of Establishment" means the date when Nam A Bank is granted the Establishment and Operation License by the State Bank of Vietnam.
- f. "Founding Shareholder" means a person who participated in the ratification of the first Charter of the Bank.
- g. "Laws" means any law, ordinance, decree, stipulation, circular, decision and other legal documents issued by the State agencies from time to time covering banking operations.
- h. "Law on Credit Institutions" means the Law on Credit Institutions No. 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 18th, 2024 and its amendments, supplements and replacements from time to time.
- i. "Legal Capital" means the minimum capital amount required by the Laws to establish the Bank.
- j. "Major Shareholder" means a Shareholder directly or indirectly owning 05% or more of the voting share capital of Nam A Bank.
- k. "Executives" of Nam A Bank include Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Branch Director and equivalent positions as prescribed by Nam A Bank from time to time.
- l. "State Bank/SBV" means the State Bank of Vietnam.
- m. "Share" means Charter Capital to be divided to equal parts.

- n. "Share certificate" means a certificate issued by Nam A Bank or a book entry or electronic data confirming the ownership to one or several Shares of Nam A Bank. Share certificates must have the main content as prescribed in Clause 1, Article 121 of the Law on Enterprises.
- o. "Shareholder" means an organization or individual who owns one or several shares of the Bank and whose name is registered on the Bank's Register of Shareholders as a holder of share(s).
- p. "Register of Shareholders" means a document which is in writing or a set of electronic data or both forms. A Register of Shareholders shall have main content in accordance with provisions of the State Bank.
- q. "Term of operation" is the period during which Nam A Bank is permitted to conduct business activities in accordance with the provisions of Laws, from the date of being granted the Establishment and Operation License by the State Bank. Nam A Bank may extend the term of operation according to the decision of the General Meeting of Shareholders and must be approved by the State Bank.
- r. "Vietnam" means the Socialist Republic of Vietnam.
- s. "Managers" of Nam A Bank include Chairman, members of the Board of Directors, Chief Executive Officer.
- t. "Affiliated Person" means an organization or individual that has a direct or indirect relationship with another organization or individual according to the provisions of the Law on Credit Institutions and relevant legal provisions.
- u. "Subsidiary" of Nam A Bank means a company which falls into one of the following cases:
- i. Nam A Bank, or the Bank and Affiliated Person of Nam A Bank, owns 50% or more of the charter capital or more than 50% of the voting share capital of the subsidiary;
 - ii. Nam A Bank has the right to directly or indirectly appoint a majority of or all members of the Board of Directors or Members' Council or the Chief Executive Officer of the subsidiary;
 - iii. Nam A Bank has the right to amend or supplement the charter of the subsidiary;
 - iv. The Bank and its Affiliated Persons have direct or indirect control over the approval of Resolutions, Decisions of the General Meeting of Shareholders, of the Board of Directors or of the Members' Council of the subsidiary.
- v. "Independent Board member" means any member of the Board of Directors who fully meets the standards and conditions stipulated in Clause 1 and Clause 2, Article 41 of the Law on Credit Institutions.
- w. "Equity" includes the actual value of Nam A Bank's Charter Capital, plus other reserve funds, plus other liabilities, minus deductions.

x. "Indirect Ownership" means an organization's or individual's ownership of the Charter Capital of Nam A Bank by Affiliated Persons or investment entrustment in which that organization or individual owns more than 50% of the charter capital.

y. "Associated Company" means a company in which Nam A Bank or Nam A Bank and its Affiliated Persons owns/own over 11% of the Charter Capital or over 11% of the voting share capital but is not a Subsidiary of Nam A Bank.

2. In this Charter, any reference to any provision or Legal document shall include any of its amendment, supplementation, or replacement.

3. Headings (section and articles of this Charter) are used to facilitate understanding and shall not affect the content of this Charter.

Section II. Name, form, headquarters, branches, transaction offices, representative offices, non-business profession units, 100% foreign-owned banks and operating period of Nam A Bank

Article 2. Name, form, headquarters, branches, transaction offices, representative offices, non-business profession units, 100% foreign-owned banks and operating period of Nam A Bank

Nam A Bank is licensed to operate under Operating License No. 0026/NH-GP dated August 22nd, 1992, which was reissued by the Governor of the State Bank of Vietnam under Operating License No. 18/GP-NHNN dated April 13th, 2023; Establishment License No. 463/GP-UB dated September 01st, 1992 of the People's Committee of Ho Chi Minh City; Certificate of Business Registration of Joint Stock Company No. 0300872315, first registered on September 01st, 1992, issued by the Department of Planning and Investment of Ho Chi Minh City (and its amendments, supplements and replacements from time to time).

1. Name of the Bank

- Full name in Vietnamese : NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN NAM Á
- Abbreviated name in Vietnamese: NGÂN HÀNG NAM Á
- Full name in English : NAM A COMMERCIAL JOINT STOCK BANK
- Abbreviated name in English : NAM A BANK

2. Nam A Bank is a joint stock commercial bank having juridical personality in accordance with current Laws of Vietnam.

3. Registered head office of the Bank:

- Address : 201-203 Cach Mang Thang Tam, Ban Co Ward, Ho Chi Minh City
- Telephone : (84.28) 3 929 6699
- Fax : (84.28) 3 929 6688
- Email : namabank@namabank.com.vn
- Website : www.namabank.com.vn

4. The legal representative of Nam A Bank:

a. The Chief Executive Officer is the legal representative of Nam A Bank. In the event of vacancy of the Chief Executive Officer position, the Chairman of the Board of Directors is the legal representative of Nam A Bank.

b. The Chief Executive Officer of Nam A Bank has the right to represent Nam A Bank to perform its right and obligations arising out of Nam A Bank's transactions, to represent Nam A Bank as the person petitioning settlement of civil matters, plaintiff, defendant, person who has the related authorities and responsibilities before, Courts and other authorities and responsibilities in accordance with provisions of Laws.

c. The legal representative of Nam A Bank must reside in Vietnam and when being absent from Vietnam, he/she shall authorize in writing another person who must be a Manager or an Executive of Nam A Bank currently residing in Vietnam to perform his/her authorities and responsibilities. In such a case, the legal representative must remain his/her responsibilities for the performance of the authorized authorities and responsibilities.

d. The legal representative of Nam A Bank is authorized to re-authorize another person to perform the work of the legal representative in accordance with the provisions of law and internal regulations of Nam A Bank, if any.

e. The legal representative shall exercise other authorities and responsibilities as prescribed by the Law on Enterprises, the Law on Credit Institutions and other relevant legal provisions.

5. Nam A Bank can establish branches, transaction offices, representative offices, non-business profession units, and 100% foreign-owned banks to carry out Nam A Bank's operational objectives in accordance with the Board of Directors' decisions and within the scope permitted by law.

6. Own seal and own account opened with the SBV, domestic and foreign banks are in line with provisions of the SBV.

7. Balance sheet and funds are in accordance with provisions of Laws.

8. Term of operation of Nam A Bank is 99 (ninety-nine) years from the date of establishment. Nam A Bank can be extended its term of operation based on the decision of the General Meeting of Shareholders and approved in writing by the State Bank.

Section III. Objectives of Nam A Bank

Article 3. Objectives of Nam A Bank

1. The business fields and lines of Nam A Bank are all commercial banking activities specified in the Establishment and Operation License, additional Decisions issued by the Governor of the State Bank of Vietnam and other activities in accordance with the provisions of Laws.

2. The objectives of Nam A Bank is to build and develop a commercial bank sustainably to achieve profits, contribute to the socio-economic development of the country, ensure dividends for shareholders and the lives of Nam A Bank employees. Specifically as follows:

a. Developing and diversifying commercial banking products and services with high quality according to domestic and international standards to gain market share in the banking and finance sector;

b. Developing a network of branches, transaction offices, representative offices, non-business profession units, and 100% foreign-owned banks in accordance with the procedures and regulations of the State Bank and the law;

c. Increasing charter capital in accordance with the scale of development of the bank's operations in each period;

d. Continuously acquiring and improving technology, gradually modernize facilities, machinery, equipment, and processes to adapt to the transmission and capture of information in management and transactions;

e. Training Nam A Bank's experts and employees who are proficient in their profession, have good ethics, are proactive and creative in their work, and are attentive, focused on serving customers, always eager to learn and promote new and good things.

3. Other objectives in the development process of Nam A Bank (if any) are in accordance with the provisions of Laws and if any of these goals require approval from the State Bank, Nam A Bank can only implement that goal after receiving written approval from the State Bank.

Section IV. Banking operations of Nam A Bank

After being approved in writing by the State Bank or as prescribed by law, Nam A Bank is allowed to carry out the following activities:

Article 4. Banking operations of Nam A Bank

1. Receiving demand deposits, term deposits, savings deposits and deposits of other classes.

2. Issuing deposit certificates.

3. Extending credit by:

a. Lending;

b. Discounting or re-discounting;

c. Bank guarantee;

d. Issuing credit cards;

e. Domestic or international factoring for banks licensed for international payment;

f. Letter of credit;

g. Other forms of credit extension according to regulations of the State Bank;

4. Opening payment accounts for clients.

5. Providing payment instruments.

6. Supplying the following via account payment services:

- a. Domestic payment services, including check, payment order, collection order, money transfer, bank card, collection and payment services;
- b. International payment services and other payment services according to regulations of the State Bank.

Article 5. Borrowing, depositing money, purchasing and selling valuable papers

1. Nam A Bank may borrow loans from the State Bank in the form of re-financing under the Law on State Bank of Vietnam.
2. Nam A Bank may purchase or sell valuable papers from/to the State Bank under the Law on State Bank of Vietnam.
3. Nam A Bank may grant and borrow loans, make and receive deposits, purchase and sell valuable papers on a definite term from/to credit institutions and foreign bank branches in accordance with regulations of the State Bank.
4. Nam A Bank may borrow loans from foreign countries in accordance with the provisions of Laws.

Article 6. Opening accounts

1. Nam A Bank shall open a payment account at the State Bank and maintain a compulsory reserve amount on this account.
2. Nam A Bank may open a payment account at a credit institution that may provide via account payment services.
3. Nam A Bank may open an offshore payment account in accordance with the law on foreign exchange.

Article 7. Organization of and participation in payment systems

1. Nam A Bank may organize its internal payment systems and participate in the national inter-bank payment system.
2. Nam A Bank may participate in international payment systems if they meet conditions under regulations of the Government and obtained the written approval from the State Bank.

Article 8. Capital contribution and share purchase

1. Nam A Bank may only use its charter capital and reserve fund to contribute capital or purchase shares under Clauses 2, 3, 4 and 8 of this Article.
2. Nam A Bank shall establish or acquire subsidiaries or associate companies to conduct the following business activities:
 - a. Securities underwriting and securities brokerage; managing and distributing securities investment fund certificates; securities investment portfolio managing and share trading;
 - b. Financial leasing;
 - c. Insurance.

3. Nam A Bank may establish or acquire subsidiaries or associate companies operating in fields including debts management and assets utilization, remittance, gold trade, factoring, credit cards issuance, consumer credit, intermediary payment services and credit information.

4. Nam A Bank may contribute capital to or purchase shares from enterprises operating in the following fields:

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

b. Other fields other than those specified at point a of this Clause after obtaining the written approval from the State Bank.

5. Nam A Bank shall establish or acquire subsidiaries or associate companies according to regulations in Clause 2 and Clause 3 of this Article after obtaining the written approval from the State Bank.

6. The requirements, documents, and procedures for approval for establishment and acquisition of subsidiaries or associate companies, capital contribution and share purchase by Nam A Bank; conditions for increase in capital at subsidiaries or associate companies of Nam A Bank; operations of subsidiaries or associate companies of Nam A Bank in the fields of management of debts and utilization of assets shall be executed under the State Bank's regulations.

7. Nam A Bank shall establish subsidiaries or associate companies according to regulations of Law on Credit Institutions and other relevant legal regulations.

8. Nam A Bank and Nam A Bank's subsidiaries may purchase or hold shares of other credit institutions under conditions and within the limits provided by the State Bank.

Article 9. Foreign exchange trade and provision of foreign exchange services and derivative products

1. After obtaining the State Bank's written approval, Nam A Bank may trade and provide domestic and foreign clients with the following products and services:

a. Foreign exchange;

b. Derivatives regarding interest rates, foreign exchange, currency and other financial products.

2. Foreign exchange trade and provision of foreign exchange services by Nam A Bank for clients shall comply with the law on foreign exchange.

Article 10. Entrustment and agents, assignment of agents

1. Nam A Bank are entitled to entrust, undertake entrustment or act as agents in banking operations, or assign agents to make payment in accordance with regulations of the State Bank.

2. Nam A Bank may carry out insurance agent activities in accordance with the law on insurance business within the scope of insurance agent activities as specified by the State Bank.

Article 11. Other business activities

1. Nam A Bank may carry out other business activities in accordance with regulations of the State Bank. To be specific:

a. Cash management services, treasury services provided for credit institutions and foreign bank branches, asset management and preservation and leasing of security cabinets and safes;

b. Money transfer, collection, payment and other payment services without going through accounts;

c. Purchase and sale of the State Bank's bills; corporate bonds; purchase and sale of other valuable papers, except for the valuable papers specified at point a, Clause 2 of this Article;

d. Monetary brokerage services;

e. Gold trade;

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

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

2. Nam A Bank may carry out other business activities in accordance with regulations of relevant Laws. To be specific:

a. Purchasing and selling debt instruments of the Government, government-guaranteed bonds and local government bonds;

b. Issuing bonds;

c. Conducting securities depository activities;

d. Carrying out supervisory bank activities;

e. Acting as agents that manage collateral of lenders which are international financial institutions, foreign credit institutions, credit institutions, foreign bank branches.

3. Nam A Bank must not trade in real estate, except in the following cases:

a. Purchasing, investing in and owning real estate to be used as its business building and office or warehouse in direct service of Nam A Bank's professional activities;

b. Leasing out part of Nam A Bank's business building which is not yet used;

c. Holding real estates as a result of debt treatment. Within 05 (five) years from the date on which a decision to treat collateral that is real estate is issued, Nam A Bank shall sell, transfer or repurchase this real estate. In the event of repurchase of real estate, the ratio of investments in fixed assets specified in Clause 3 Article 144 of the Law on Credit Institutions and use purposes specified in Clause 1 Article 139 of the Law on Credit Institutions shall be maintained.

4. Nam A Bank is entitled to carry out other business activities related to banking operations other than those specified in Clause 1, Clause 2 and Clause 3 of this Article according to regulations of the State Bank and other relevant Laws.

Section V. Charter capital and operating capital

Article 12. Charter capital

1. Nam A Bank's Charter Capital of VND 20,588,222,820,000 (Twenty trillion, five hundred eighty-eight billion, two hundred twenty-two million, eight hundred twenty thousand Vietnamese Dong).

The total charter capital of Nam A Bank is divided into 2,058,822,282 (Two billion, fifty-eight million, eight hundred twenty-two thousand, two hundred eighty-two) shares with a par value of VND 10,000.

In the event that Nam A Bank increases or decreases its charter capital, the provisions in this Clause shall be automatically changed according to the new charter capital level after Nam A Bank completes the procedures for increasing or decreasing its charter capital and registers with the competent State agencies without having approval from the General Meeting of Shareholders to amend or supplement this Clause.

2. Charter capital is accounted in Vietnamese Dong (VND).

3. Nam A Bank shall maintain the actual value of its charter capital which is not smaller than the legal capital in accordance with the provisions of Laws.

4. Nam A Bank may only use its charter capital and reserve funds to contribute capital and purchase shares under Article 111 of the Law on Credit Institutions.

5. Charter capital is used for the following purposes:

a. Purchasing and investing in Nam A Bank's fixed assets not exceeding the rate prescribed by the State Bank;

b. Contributing capital and purchasing shares according to regulations of the State Bank;

c. Establishing subsidiaries in accordance with the provisions of law;

d. Lending;

e. Providing other services in accordance with the provisions of Laws.

Article 13. Change of Charter Capital

1. Change of Nam A Bank's charter capital (increase or decrease) are made based on the decision of the General Meeting of Shareholders and must be approved in writing by the State Bank before changing the charter capital in accordance with the provisions of Laws.

2. Nam A Bank's Charter Capital may be increased from the following sources:

a. The Capital supplementary reserve fund; development investment fund, surplus equity, undistributed profits and other funds as provided in accordance with the provisions of Laws;

b. Proceeds from public offering or private placement of shares;

c. Conversion of convertible bonds into ordinary shares;

d. Capital provided by owners and capital contributors or contributed by new contributing members;

e. Other sources in accordance with the provisions of Laws.

3. The order, procedures and documents for requesting approval of changes in charter capital shall comply with the regulations of the State Bank and the State Securities Commission.

4. After changing the charter capital, Nam A Bank must amend the Charter according to the new charter capital and send the amended Charter to the State Bank, register with the competent State agencies about the new charter capital, and at the same time disclosing information in accordance with the provisions of Laws.

5. The Board of Directors of Nam A Bank shall organize the appraisal of documents, procedures and conditions to approve shareholders to contribute capital according to the requirements prescribed by the State Bank and the Charter of Nam A Bank.

6. Share buyback to reduce charter capital:

a. Nam A Bank may buy back shares from shareholders if, after paying for all the shares bought back, it still ensures the safety ratios in banking operations, and the real value of the charter capital does not decrease below the legal capital level.

b. Conditions for Nam A Bank to buy back shares:

- i. Conditions as prescribed in Articles 132, 133 and 134 of the Law on Enterprises;
- ii. Conditions specified in Article 36 of the Law on Securities 2019 and amendments and supplements (if any);

iii. There is sufficient capital to repurchase shares based on the most recent audited financial statements. In the event that Nam A Bank is a parent company, Nam A Bank must ensure that there is sufficient capital owned and used by Nam A Bank on the audited consolidated financial statements.

Article 14. Nam A Bank's operating capital

1. Equity capital:

- a. Charter capital;
 - b. Differences due to asset revaluation and exchange rate differences;
 - c. Surplus equity;
 - d. The capital supplementary reserve funds, financial contingency funds, development investment funds;
 - e. Undistributed retained earnings, unhandled accumulated losses;
 - f. Other capital legally owned by Nam A Bank.
2. Mobilized capital:
- a. Capital mobilized from deposits and from the issuance of certificates of deposit and bonds;
 - b. Capital received for investment trust;

c. Loans from credit institutions, financial institutions, and other domestic and foreign organizations and individuals;

d. Loan capital from State Bank in accordance with the provisions of Laws.

3. Other capital in accordance with the provisions of Laws.

Section VI. Shares, share certificates, shareholders, major shareholders and founding shareholders

Article 15. Shares, Shareholders

1. The par value of each share of Nam A Bank is VND 10,000 (Ten thousand VND).

2. Nam A Bank has at least 100 shareholders and there is no limit on the maximum number. Foreign organizations and individuals are allowed to buy shares of Nam A Bank in accordance with the provisions of Laws.

3. Classes of shares and shareholders:

a. The shares of the bank on the date of approval of this Charter are ordinary shares. Owners of ordinary shares are called ordinary shareholders. Ordinary shares cannot be converted into preferred shares.

b. The Bank may issue other preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of Laws.

4. Nam A Bank's shares can be purchased with Vietnamese currency, freely convertible foreign currency, gold, land use rights value and other assets as stipulated in Nam A Bank's Charter and in accordance with the provisions of Laws.

5. In the event of capital contribution in the form of land use rights and other assets other than Vietnamese currency, freely convertible foreign currency, or gold, they must be assets directly serving the operations of Nam A Bank and must be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of these assets shall be carried out in accordance with the provisions of Article 35 and Article 36 of the Law on Enterprises and other relevant legal provisions.

6. The Board of Directors shall decide on the time, method and price of offering shares among the shares authorized for offering. The price of offering shares shall not be lower than the market price at the time of offering or the value recorded in the books of the shares at the most recent time, except in the following cases:

a. Shares offered to all shareholders in proportion to their existing shares in Nam A Bank;

b. Shares offered to brokers or underwriters. In this case, the specific discount amount or discount rate must be approved by shareholders representing at least 65% of the total number of voting shares;

c. Other cases with discount levels decided by the Board of Directors.

7. Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in Nam A Bank, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be

decided by the Board of Directors of Nam A Bank. The Board of Directors may distribute such shares to shareholders and others with conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the Law on Securities.

8. Shares are considered sold when they are fully paid and the information about the buyer as prescribed in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the Register of Shareholders; from that time, the buyer of shares becomes a shareholder of Nam A Bank.

9. After the shares are fully paid, Nam A Bank shall issue and deliver the shares to the buyer; in the event that the shares are not delivered, the information about the shareholder specified in Clause 2, Article 122 of the Law on Enterprises shall be recorded in the Register of Shareholders to certify the shareholder's ownership of shares in Nam A Bank.

10. The Bank may issue other classes of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of Laws.

Article 16. Limits on share ownership

1. An individual shareholder is not allowed to own shares exceeding more than 05% of Nam A Bank's charter capital.

2. An organization shareholder may not own shares exceeding more than 10% of Nam A Bank's charter capital.

3. A shareholder and his/her Affiliated Persons may not own shares exceeding more than 15% of Nam A Bank's charter capital. A major shareholder of Nam A Bank and his/her related persons may not own shares equal to 05% or more of another credit institution's charter capital.

4. The provisions in Clauses 2 and 3 of this Article do not apply to the following cases:

a. Owning shares in subsidiaries and affiliated companies that are credit institutions as prescribed in Clauses 2 and 3, Article 111 of the Law on Credit Institutions;

b. Owning state shares in equitized credit institutions;

c. Foreign investor's shareholding as prescribed in Clause 7, Article 63 of the Law on Credit Institutions.

5. The share ownership ratio specified in Clause 1 and Clause 2 of this Article includes the number of shares indirectly owned. The share ownership ratio specified in Clause 3 of this Article includes shares that shareholders entrust to other organizations or individuals to purchase shares and does not include the share ownership of Affiliated Persons who are subsidiaries of that shareholder as prescribed in point a, Clause 9, Article 4 of the Law on Credit Institutions.

Article 17. Share Certificates

1. Shareholders of Nam A Bank are issued share certificates corresponding to the number of shares and class of shares owned.

2. The shares certificate must bear the seal of Nam A Bank and the signature of the legal representative of Nam A Bank in accordance with the provisions of the Law on Enterprises.

The shares certificate must clearly state the number and class of shares held by the shareholder, the full name of the shareholder and other information in accordance with the provisions of the Law on Enterprises. Specifically:

- a. Name, business registration number, head office address of Nam A Bank;
- b. Number of shares and class of shares;
- c. Par value of each share and total par value of shares stated on the share certificate;
- d. 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;
- e. Signature of the legal representative of Nam A Bank;
- f. Registration number in the Register of Shareholders and date of issue of shares;
- g. Other content as prescribed in Articles 116, 117 and 118 of the Law on Enterprises for shares of preferred share.

3. Each issued share shall not be recorded as having multiple classes of shares.

4. Within 30 (thirty) days from the date of submission of a complete application for transfer of share ownership as prescribed by Nam A Bank or within 30 (thirty) days (or another period as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in Nam A Bank's share issuance plan, the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay Nam A Bank for the cost of printing the share certificate.

Shares owned by members of the Board of Directors, members of the Board of Supervisors, major shareholders, founding shareholders and foreign shareholders must be registered according to regulations.

5. In the event that the shareholder only transfers some of the registered shares in a share certificate, the old share certificate shall be revoked and a new share certificate recording the remaining shares shall be issued free of charge.

6. Nam A Bank may manage share certificates for shareholders or issue share certificates upon request of shareholders. In the event that the share certificates are lost, burned or otherwise destroyed, shareholders must immediately notify and request Nam A Bank to issue new share certificates and must pay fees as prescribed by Nam A Bank.

7. Nam A Bank's shares cannot be used as collateral at Nam A Bank itself.

8. In the event that the shares are issued in the form of certificates, Nam A Bank must issue share certificates to shareholders within 30 (thirty) days from the date the shareholders fully pay the amount committed to buy shares when increasing charter capital.

9. In the event that the shares are registered for centralized deposit at the Vietnam Securities Depository and Clearing Corporation, the regulations of this Corp. shall be implemented from time to time.

Article 18. Other securities certificates



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Bond certificates or other securities certificates of Nam A Bank (except for offer letters, temporary certificates and similar documents) are issued with the seal and specimen signature of the legal representative of Nam A Bank.

Article 19. Transfer of Shares

1. Shares of a shareholder holding shares are considered to have been transferred when the information specified in Article 21 of this Charter is fully recorded in the Register of Shareholders.

2. All shares are freely transferable unless otherwise provided by Laws. Shares listed on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.

3. The transfer of shares is carried out in accordance with the provisions of the Law on Credit Institutions, the Law on Securities and the regulations guiding their implementation. The form of transfer is established in writing as specifically prescribed by the Board of Directors. The transfer document is signed by the transferor, the transferee or their legally authorized representatives. Shares are transferred when the information in point d, Clause 1, Article 21 of this Charter is correctly and fully recorded in the Register of Shareholders; from that time, the transferee of shares is recognized as a shareholder of Nam A Bank.

4. In the event that a shareholder passes away, the settlement of the rights and responsibilities of that shareholder shall be carried out in accordance with the provisions of the law on inheritance.

5. Nam A Bank complies with regulations on listing and issuing shares at the Stock Exchange according to regulations of the State Bank, regulations of the State Securities Commission, the Charter of Nam A Bank and the provisions of Laws .

6. Individual shareholders and institutional shareholders whose representatives of capital contributions at Nam A Bank are members of the Board of Directors, members of the Board of Supervisors, or the Chief Executive Officer of Nam A Bank are not allowed to transfer their shares during their tenure.

7. During the time of handling the consequences of personal responsibility according to the resolution or decision of the General Meeting of Shareholders or according to the decision of the State Bank, members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer are not allowed to transfer shares, except in one of the following cases:

a. Members of the Board of Directors, members of the Board of Supervisors , and the Chief Executive Officer are authorized representatives of institutional shareholders that are merged, consolidated, divided, separated, dissolved, or bankrupt in accordance with the provisions of Laws;

b. Members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer are forced to transfer shares according to a court judgment or decision that has come into legal effect;

c. Members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer transfer shares to other investors to implement the recovery plan, the plan to transfer all capital contributions, and the approved compulsory transfer plan.

8. In the event of purchasing or receiving transfer of shares leading to become a major shareholder of Nam A Bank, it must be approved in writing by the State Bank before implementation.

9. Nam A Bank is allowed to transfer shares to foreign investors.

Conditions, procedures, maximum total shareholding of foreign investors, maximum shareholding ratio of a foreign investor at Nam A Bank; conditions for Nam A Bank to sell shares to foreign investors are implemented according to the provisions of Laws.

Section VII. Management structure

Article 20. Management structure

The organizational structure of management, administration and supervision of Nam A Bank includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. Chief Executive Officer.

Section VIII. Shareholders and the General Meeting of Shareholders

Article 21. Register of Shareholders

1. Nam A Bank shall make and retain the Register of Shareholders from the issuance date of the Establishment and Operation License. The Register of Shareholders can be physical or electronic documents and contain information about the shareholders' Nam A Bank of shares. A Register of Shareholders shall contain the following information:

- a. Nam A Bank's name and head office address;
- b. Total number of authorized shares, classes of authorized shares and quantity of each class;
- c. Total number of sold shares of each class and value of share capital contributed;
- d. Full names, signatures, mailing addresses, nationalities and legal document numbers of individual shareholders; names, business registration number or legal document numbers and headquarters addresses of institutional shareholders;
- e. Quantity of each class of shares of each shareholder, date of share registration.

2. In the event where the shares are registered for centralized custody at the Vietnam Securities Depository and Clearing Corporation, the monitoring and management of shareholders will be carried out in accordance with the Laws.

Article 22. Rights of Shareholders

1. Shareholders are the owners of Nam A Bank and have corresponding authorities and responsibilities based on the number and class of shares they own. Shareholders are only responsible for the debts and other asset obligations of Nam A Bank to the extent of the capital they have contributed to Nam A Bank.

2. Ordinary shareholders have the right to:

a. Participate in and make comments at the General Meeting of Shareholders; exercise the right to vote directly or by authorized representatives or another method prescribed by law or the company's charter. Each ordinary share equals one vote;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Be given priority to buy additional shares in proportion to their holding of ordinary shares in Nam A Bank according to the issuance plan approved by the General Meeting of Shareholders, in accordance with the provisions of Laws;

d. Transfer of shares and the right to purchase shares to other shareholders of Nam A Bank or other organizations and individuals in accordance with the provisions of the Law on Credit Institutions and the Charter of Nam A Bank;

e. Access names and addresses on the list of voting shareholders; request rectification of incorrect information about themselves;

f. Access, extract, make copies of Nam A Bank's Charter, minutes, resolutions and decisions of the General Meeting of Shareholders;

g. Receive a share of the remaining assets corresponding to the number of shares owned in Nam A Bank when Nam A Bank is dissolved or bankrupt;

h. Grant written authorization to another person to perform one's authorities and responsibilities; the authorized person cannot run for election in their own capacity;

i. Request Nam A Bank to buy back their shares in the cases specified by the Law on Enterprises;

j. Be treated equally. Each share of the same class grants shareholders equal rights, obligations, and benefits. In the event of Nam A Bank having preferred shares, the authorities and responsibilities associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k. Have full access to periodic information and extraordinary information published by Nam A Bank in accordance with legal regulations;

l. Be protected in their legal rights and interests; to request the suspension or annulment of resolutions and decisions approved by the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

m. Other rights as stipulated by Laws and the Charter of Nam A Bank.

3. Shareholders or a group of shareholders owning 05% or more of the total ordinary shares have the following additional rights:

a. Review, look up, extract the minutes and resolutions, decisions of the Board of Directors, first-half and annual financial statements, reports from the Board of Supervisors, contracts, transactions that shall be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of Nam A Bank;

b. Request to convene a meeting of the General Meeting of Shareholders in the events specified in Clause 4 of this Article;

c. Requesting the Board of Supervisors to investigate into specific matters relevant to the company's administration when necessary. The request must be made in writing and contain the full names, mailing addresses, nationalities, legal document numbers of individual shareholders; names, business registration numbers or legal document numbers, headquarters addresses of institutional shareholders; quantities of shares and time of shares registration of each shareholder, total quantity of shares of the group and their holdings in Nam A Bank; the matter that needs investigating and the purposes of investigation;

d. Nominating and proposing candidates for the Board of Directors and the Board of Supervisors as stipulated in Clause 5 of this Article.

4. Shareholders or a group of shareholders specified in Clause 3 of this Article have 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 responsibilities of managers, or makes decisions beyond the authority granted.

b. Other cases as stipulated by the regulations of Nam A Bank's Charter.

The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the following content: full name, mailing addresses, nationalities, and legal document numbers of individual shareholders; name, business registration numbers or legal document numbers, headquarters addresses for institutional shareholders; quantities of shares and time of shares registration date of each shareholder, total quantity of shares of the group and their holdings of Nam A Bank; the basis and reasons for the request to convene the General Meeting of Shareholders; the signatures of the relevant shareholders or the request document must be prepared in multiple copies, with each copy containing the signature of at least one relevant shareholder. Accompanying the request to convene the meeting must be documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or decisions that exceed its authorities. The shareholder or groups of shareholders shall assume legal responsibility for the accuracy and truthfulness of the documentary evidences submitted to competent authorities, organizations, or other individuals when demanding the General Meeting of Shareholders be convened.

5. Nomination and proposition candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

a. Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in Clause 3 of this Article have the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In the event that the number

of candidates nominated or proposed by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate or propose according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated or proposed by the Board of Directors, the Board of Supervisors, and other shareholders.

b. The list of candidates must be submitted to the Board of Directors by the deadline set by the Board of Directors.

c. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Directors must notify the shareholders attending the meeting in advance of the group meeting before the opening of the General Meeting of Shareholders.

Article 23. Responsibilities of Shareholders

1. Shareholders have the following responsibilities:

a. Paying the full amount corresponding to the number of shares committed to purchase within the timeframe specified by Nam A Bank; be responsible for the debts and other asset obligations of Nam A Bank within the scope of the contributed capital to Nam A Bank;

b. Not withdrawing contributed equity from Nam A Bank in any form that leads to a reduction in the charter capital of Nam A Bank, except in the cases specified in Article 65 of the Law on Credit Institutions;

c. Being responsible before the Laws for the legality of the contributed capital, purchasing, and receiving the transfer of shares at Nam A Bank; not using funds provided by credit institutions or foreign bank branches for credit, or funds from corporate bond issuance to purchase or receive the transfer of shares of Nam A Bank; not to contribute capital or purchase shares of Nam A Bank under the name of any other individual or legal entity in any form, except in the events of authorization as stipulated by law;

d. Complying with the Charter and internal regulations of Nam A Bank;

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

f. Being responsible when acting on behalf of Nam A Bank in any form to commit illegal acts, conduct business, or engage in transactions for personal gain or to serve the interests of other organizations or individuals;

g. Securing the confidentiality of information provided by Nam A Bank in accordance with the provisions of Laws and the Charter of Nam A Bank; the information provided may only be used to exercise and protect one's legal rights and interests; it must not be disseminated, copied, or sent to other organizations or individuals.

h. Attending the General Meeting of Shareholders and exercising voting rights by the following methods:

i. Attending and voting directly at the meeting;

ii. Authorizing other individuals or organizations to attend and vote at the meeting;

iii. Attending and voting via online conferences, electronic voting, or other electronic means;

iv. Sending the ballot to the meeting via mail, fax, email, or other electronic means;

v. Sending the ballot by other means in accordance with the provisions of Laws and approved by the Board of Directors.

Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders;

i. Providing the correct address when registering to purchase shares;

j. Other responsibilities as stipulated by Laws and the Charter of Nam A Bank.

2. Shareholders who receive investment trust for other organizations or individuals must provide Nam A Bank with information about the beneficial owners of the shares they have received for investment in Nam A Bank. Nam A Bank has the right to suspend the rights of shareholders who receive investment trust in the event that these shareholders do not provide information or provide incomplete or inaccurate information about the beneficial owners of the shares.

Article 24. Annual General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the supreme decision-making authority of Nam A Bank. The Annual General Meeting of Shareholders meets once a year within 04 (four) months from the end of the fiscal year, except in the cases where the Annual General Meeting is extended in accordance with the provisions of Laws. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders is determined as the place where the Chairman of the meeting attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of Laws and the Charter of Nam A Bank, particularly approving the audited annual financial statements. In the event that the audit report on the annual financial statements of Nam A Bank contains significant exceptions, a contrary audit opinion, or a refusal, Nam A Bank must invite a representative from an approved auditing organization to conduct the audit of Nam A Bank's financial statements to attend the Annual General Meeting of Shareholders, and the representative from the aforementioned approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of Nam A Bank.

Article 25. Extraordinary General Meeting of Shareholders

1. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefits of Nam A Bank;

- b. The number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members required by law;
- c. At the request of a shareholder or a group of shareholders holding 5% of the total ordinary shares as stipulated in point b, Clause 3 and Clause 4, Article 22 of the Nam A Bank's Charter; or at the request of a shareholder or a group of shareholders holding more than 10% of the total ordinary shares;
- d. At the request of the Board of Supervisors;
- e. Deciding on the content as required by the State Bank when events occur that affect the safety of Nam A Bank's operations.

2. The Board of Directors must convene a General Meeting of Shareholders within 30 (thirty) days from the date of receiving one of the requests or the date of occurrence of one of the events mentioned in Clause 1 of this Article.

3. In the event that the Board of Directors does not convene a General Meeting of Shareholders as stipulated in Clause 2 of this Article, within the following 30 (thirty) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3 of Article 140 of the Law on Enterprises.

4. In the event that the Board of Supervisors does not convene a General Meeting of Shareholders as stipulated in Clause 3 of this Article, the shareholders or group of shareholders making the request as specified in point c, Clause 1 of this Article have the right to represent Nam A Bank to convene a General Meeting of Shareholders in accordance with the provisions of Laws.

Article 26. Authorities and Responsibilities of the General Meeting of Shareholders

- 1. The Annual General Meeting of Shareholders has the right to discuss and approve:
 - a. The annual business plan of Nam A Bank;
 - b. Annual financial statement;
 - c. The report of the Board of Directors on governance and the performance results of the Board of Directors and each individual member of the Board of Directors;
 - d. The report of the Board of Supervisors on the business results of Nam A Bank, the performance of the Board of Directors, and the Chief Executive Officer;
 - e. Self-assessment report on the performance of the Board of Supervisors and its members;
 - f. The dividend rate for each share of each class;
 - g. Other issues under the authority of the General Meeting of Shareholders as stipulated by this Charter and the Laws.
- 2. The Annual and Extraordinary General Meeting of Shareholders approves decisions on the following issues:
 - a. Approving the development orientation of Nam A Bank;

- b. Approving the Charter of Nam A Bank; amend and supplement the Charter of Nam A Bank;
- c. Approving the regulations on the organization and operation of the Board of Directors and the Board of Supervisors;
- d. Deciding on the number of members of the Board of Directors and the Board of Supervisors for each term; elect, dismiss, remove, additionally elect, and replace members of the Board of Directors and members of the Board of Supervisors in accordance with the standards and conditions stipulated by the Law on Credit Institutions and the Charter of Nam A Bank;
- e. Deciding on the amount of annual remuneration, bonuses, and other benefits for members of the Board of Directors and members of the Board of Supervisors, based on compliance with the provisions of Article 163 and Article 172 of the Law on Enterprises; decide on the operational budget of the Board of Directors and the Board of Supervisors;
- f. Reviewing and handling according to the authorities, the violations of the Board of Directors and the Board of Supervisors that cause damage to Nam A Bank and its shareholders;
- g. Deciding on the organizational structure of management of Nam A Bank;
- h. Approving the plan to change the charter capital; approving the plan to issue shares, including the class of shares and the number of new shares to be issued;
- i. Approving the plan on share buyback;
- j. Approving the plan on issuance of convertible bonds;
- k. Approving the proposed remedial plan in the event of early intervention as stipulated in Article 143 of the Law on Credit Institutions;
- l. Approving the annual financial statements; the profit distribution plan after fulfilling tax obligations and other financial obligations of Nam A Bank;
- m. Approving the report of the Board of Directors and the Board of Supervisors regarding the implementation of the assigned duties and authorities;
- n. Deciding on the establishment or converting the legal forms of foreign trade presence, subsidiaries of Nam A Bank;
- o. Approving the plan for capital contribution, buying, and selling shares or capital contributions of Nam A Bank in enterprises or other credit institutions, the value of the capital contribution, the expected purchase price, or the book value in the event of selling shares or capital contributions must be at least 20% of the charter capital of Nam A Bank as recorded in the most recent audited financial statements.
- p. Approving the investment decision, the purchase, and sale of fixed assets of Nam A Bank that the investment amount, the expected purchase price, or the original price in the event of selling fixed assets with a value of 20% or more of Nam A Bank's charter capital as recorded in the most recent audited financial statements;

q. Approving other contracts, transactions with a value of 20% or more of Nam A Bank's charter capital, as recorded in the most recent audited financial statements, between Nam A Bank and members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, major shareholders of Nam A Bank; Affiliated Persons of managers, members of the Board of Supervisors, major shareholders of Nam A Bank; subsidiaries, and affiliated companies of Nam A Bank, except in the cases where a mandatory transfer plan is being implemented;

r. Deciding on the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the court to initiate bankruptcy proceedings for the bank;

s. Deciding on changing the location of the headquarters; changing the industry, profession, and business field;

t. Deciding on solutions to address significant financial fluctuations at Nam A Bank;

u. Approve the internal governance regulations; the Operational Regulations of the Board of Directors and the Board of Supervisors;

v. Decide selection of independent audit institution in accordance with the provisions of Laws.

3. Shareholders do not have voting rights when there is a conflict of interest related to the parties in the contracts or transactions mentioned in Clause 2 of this Article or according to other legal provisions applicable at any given time.

4. The General Meeting of Shareholders discusses and votes on decisions regarding the issues included in the meeting agenda.

Article 27. The right to attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders is based on the Register of Shareholder, Register of Securities Holders of Nam A Bank.

The list of shareholders entitled to attend the General Meeting of Shareholders must be established no more than 10 (ten) days before the date on which the invitation notice of the General Meeting of Shareholders is sent. Nam A Bank must publicly announce information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the final registration date.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal document number of individuals shareholders; the name, business registration number or legal document number of institutions, and the address of the head office for institutional shareholders; the number of shares of each class, and the number and date of registration of each shareholder.

3. Each shareholder has the right to be provided with information related to themselves as recorded in the list of shareholders entitled to attend the General Meeting of Shareholders.

4. Shareholders have the right to request the convener of the General Meeting of Shareholders to correct any discrepancies or to add necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders.

Article 28. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or their authorized representatives, are organizations that can directly attend the meeting or delegate another individual or organization to attend the meeting, or participate in the meeting approving one of the forms specified in point h, Clause 1, Article 23 of this Charter.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the shareholder granting the authorization, the name of the individual or organization receiving the authorization, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

In the event of a delegated authorization, the meeting participant must present the original authorization document from the shareholder, and the representative authorized by the shareholder is an organization (if it has not been previously registered with Nam A Bank).

3. Before the opening of the General Meeting of Shareholders or before the meeting is reconvened, if Nam A Bank does not receive notification of any of the following events, then the participation in the General Meeting of Shareholders and/or the voting ballot of the authorized representative within the scope of the authorization remains valid when:

- a. The authorizing person has passed away, has limited civil capacity, or has lost civil capacity;
- b. The authorizing person has modified, amended, replaced, or terminated the previous authorization the power of attorney.

Article 29. Change of Rights

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when approved by shareholders representing 65% or more of the total voting shares of all shareholders present at the meeting. The resolution of the General Meeting of Shareholders regarding changes that adversely affect the authorities and responsibilities of shareholders holding preferred shares can only be passed if it is approved by shareholders of the same class of preferred shares representing 75% or more of the total number of those preferred shares present or by shareholders of the same class of preferred shares representing 75% or more of the total number of those preferred shares in the event of passing the resolution in the form of written consent.

2. The organization of a meeting of shareholders holding a specific class of preferred shares to approve the aforementioned changes is only valid when there are at least 02 (two) shareholders (or their authorized representatives) present, holding at least 1/3 (one-third) of the par value of the issued shares of that class. If the required number of representatives is not met, the meeting will be rescheduled within the next 30 (thirty) days, and those holding shares of that class (regardless of the number of individuals and shares) present in person or by authorized representatives will be considered to meet the required quorum. At the meetings of shareholders

holding the aforementioned preferred shares, those present in person or by representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 31, 32, and 33 of this Charter.

4. Unless otherwise provided in the terms of share issuance, the special rights attached to the preferred shares regarding some or all matters related to the distribution of profits or assets of Nam A Bank shall not be altered when Nam A Bank issues additional shares of the same class.

Article 30. Convening the General Meeting of Shareholders, Meeting Agenda, and Notification

1. The Board of Directors convenes the General Meeting of Shareholders or the General Meeting of Shareholders is convened in other cases as stipulated in this Charter. The convener of the General Meeting of Shareholders must perform the following tasks:

- a. Preparing a list of shareholders entitled to attend the meeting and vote;
- b. Preparing the agenda, content, meeting materials, and draft resolutions for each issue on the meeting agenda;
- c. Determining the time and location of the meeting and sending a notice of the meeting invitation to the shareholders entitled to attend.

2. Invitation procedures of the General Meeting of Shareholders:

a. The convener of the General Meeting of Shareholders must send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the meeting date (calculated from the date the notice is sent or validly delivered). The notice must be sent by a guaranteed method to the contact address of the shareholders and simultaneously published on the electronic information page (website) of Nam A Bank and the State Securities Commission, as well as the stock exchange where Nam A Bank's shares are listed or registered for trading.

The meeting agenda for the General Meeting of Shareholders and related documents regarding the issues to be voted on at the meeting will be sent to the shareholders and/or posted on the electronic information page of Nam A Bank. In the event that the documents are not sent along with the notice of the General Meeting of Shareholders, the invitation must clearly state the address of the electronic information page for shareholders to access.

The meeting invitation must include the name, address of the headquarters, and the business registration number of Nam A Bank; the name and contact address of the shareholder, the time and location of the meeting, and any other requirements for the participants.

b. The meeting invitation must be accompanied by the following documents:

- The meeting agenda, the documents used in the meeting, and the draft resolutions for each issue on the agenda;

- Ballot;
- Power of attorney for attending the meeting.
- The list and detailed information of candidates in the event of electing members of the Board of Directors and the Board of Supervisors.

3. Shareholders or a group of shareholders specified in Clause 3, Article 22 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to Nam A Bank no later than 03 (three) working days before the opening date. Proposals must clearly full name, mailing addresses, nationalities, and legal document numbers of individual shareholders; name, business registration numbers or legal document numbers, headquarters addresses for institutional shareholders; the quantity of each class of shares held by the shareholder, and the issues proposed to be included in the meeting agenda.

4. In the event that the convener of the General Meeting of Shareholders refuses the proposal specified in Clause 3 of this Article, they must provide a written response, stating the reasons, no later than 02 (two) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only refuse the proposal specified in Clause 3 of this Article in the following cases:

- a. The proposal was submitted late or was insufficient and not in accordance with the content;
- b. The issue raised is not within the decision-making authority of the General Meeting of Shareholders;
- c. The issues that do not comply with the provisions of Nam A Bank's Charter and do not comply with the provisions of Laws;
- d. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of the total ordinary shares as stipulated in Clause 3, Article 22 of these regulations.

5. Only the General Meeting of Shareholders has the authority to change the meeting agenda attached to the invitation notice of the General Meeting of Shareholders.

Article 31. Conditions for conducting the General Meeting of Shareholders

Conditions for conducting the General Meeting of Shareholders:

- 1. The General Meeting of Shareholders is held when the number of shareholders and authorized representatives attending the meeting exceeds 50% of the total voting shares.
- 2. In the event that the conditions for conducting the meeting prescribed in Clause 1 of this Article are not fulfilled, the invitation for the second meeting shall be sent within 30 (thirty) days from the first meeting date. The second General Meeting of Shareholders shall be conducted when it is participated by a number of shareholders that represent at least 33% of the votes.
- 3. In the event that the conditions for conducting the second meeting prescribed in Clause 2 of this Article are not fulfilled, the invitation for the third meeting shall be sent within 20



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(twenty) days from the second meeting date. The third General Meeting of Shareholders shall be conducted regardless of the number of votes represented by the participants, it shall be considered valid and have the authority to decide on all issues proposed for approval at the first General Meeting of Shareholders.

Article 32. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before the meeting begins, Nam A Bank must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend the meeting have registered.

2. When registering shareholders, Nam A Bank issues each shareholder or their authorized representative a Ballot, which includes the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes for that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted according to the voting regulations of each General Meeting of Shareholders. The General Meeting of Shareholders elects persons who are responsible for counting votes or supervising the vote counting based on the request of the Chairman of the meeting. The number of members of the vote counting committee is determined by the General Meeting of Shareholders based on the request of the Chairman of the meeting.

3. Shareholders or authorized representatives who arrive after the meeting has commenced have the right to register immediately and subsequently participate and vote at the assembly right after registration. The Chairman of the meeting is not responsible for pausing the assembly to allow late shareholders to register, and the validity of the matters that have been voted on previously remains unchanged.

4. The election of the Chairman of the meeting, Secretariat Board, and Vote Counting Committee is regulated as follows:

a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors will elect one of them to preside over the meeting by majority vote. If no one can be elected as the Chairman of the meeting, the Head of the Board of Supervisors will facilitate the General Meeting of Shareholders to elect a Chairman of the meeting, and the person with the highest number of votes will preside over the meeting.

b. Except in the cases specified in point a of this Clause, the person who signs the notice to convene the General Meeting of Shareholders shall organize the meeting for the General Meeting of Shareholders to elect the Chairman of the meeting, and the person with the highest number of votes shall be appointed as the Chairman of the meeting.

c. The Chairman of the meeting appoints one or more individuals to serve as secretaries and members of the presidium to assist the Chairman.

d. The General Meeting of Shareholders elects one or more individuals to the Vote Counting Committee at the proposal of the Chairman of the meeting.

5. The meeting agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The meeting agenda must clearly specify and detail the time allocated for each issue in the meeting agenda.

6. The Chairman of the meeting has the authority to carry out necessary and reasonable activities to conduct the General Meeting of Shareholders in an orderly manner, according to the approved meeting agenda and reflecting the wishes of the majority of participants.

7. The Chairman of the meeting has the right to postpone the General Meeting of Shareholders that has the required number of registered participants or to change the meeting location in the events specified in Clause 8, Article 146 of the Law on Enterprises.

8. The convener the meeting or presiding over the General Meeting of Shareholders has the following rights:

a. Requiring all meeting participants to undergo screening or other reasonable legal security measures;

b. Requesting the competent authorities to maintain order during the meeting; expelling those who do not comply with the Chairman's authorities, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to adhere to security screening requirements from the General Meeting of Shareholders.

9. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

a. Arranging seatings at the General Meeting of Shareholders' venue;

b. Ensuring the safety of everyone present at the meeting's venues;

c. Facilitating conditions for shareholders to attend (or continue attending) the meeting.

The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and implement all necessary actions. The measures applied may include issuing entry passes or using other selection methods.

10. In the event that measures specified in Clause 9 of this Article are applied at the General Meeting of Shareholders, the Board of Directors may determine the location of the meeting as follows:

a. Announcing the meeting will take place at the location specified in the notice, and the Chairman of the meeting will be present there ("Main venue of the meeting");

b. Arranging and organizing for shareholders or authorized representatives who cannot attend the meeting under this Clause, or those who wish to participate from a location different from the main venue of the meeting, to be able to attend the meeting simultaneously.

Announcing of the organization of the meeting does not need to specify the planning details according to this Clause.

11. In this Charter (unless circumstances require otherwise), all shareholders are considered to participate in the meeting at the main venue of the meeting.

12. Annually, Nam A Bank holds a General Meeting of Shareholders at least once. The Annual General Meeting of Shareholders must not be conducted in the form of obtaining written opinions. In the event that Nam A Bank utilizes modern technology to organize the General Meeting of Shareholders by online meetings, Nam A Bank is responsible for ensuring that shareholders can attend and vote electronically or by other electronic means as stipulated in Article 144 of the Law on Enterprises and Clause 3 of Article 273 of Decree No. 155/2020/ND-CP dated December 31st, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities.

Article 33. Approval of the decision of the General Meeting of Shareholders

1. The General Meeting of Shareholders approves decisions within its authority by voting at the meeting or by obtaining written opinions.

2. Decisions of the General Meeting of Shareholders regarding the following issues must be approved by voting at the General Meeting of Shareholders:

- a. Approving the development orientation of Nam A Bank;
- b. Deciding on the number of members of the Board of Directors and the Board of Supervisors for each term; elect, dismiss, remove, additionally elect, and replace members of the Board of Directors and members of the Board of Supervisors in accordance with the standards and conditions stipulated by the Law on Credit Institutions and the Charter of Nam A Bank;
- c. Reviewing and handling, according to the Board's authority, the violations of the Board of Directors and the Board of Supervisors that cause damage to Nam A Bank and its shareholders;
- d. Deciding on the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the Court to initiate bankruptcy proceedings for the bank.

3. The decision of the General Meeting of Shareholders is approved if:

a. Except in the cases specified in point b of this Clause, a decision of the General Meeting of Shareholders shall be adopted when it is approved by shareholders or by authorized representatives representing more than 50% of the total voting shares present at the General Meeting of Shareholders (in the event of an in-person meeting) or when approved by shareholders representing more than 50% of the total voting shares of all shareholders (in the event of obtaining shareholders' written opinions).

b. The following issues must be approved by the number of shareholders representing over 65% of the total voting shares of all shareholders with voting rights present in person or by authorized representatives at the General Meeting of Shareholders (in the event of an in-person meeting) or when approved by shareholders representing more than 65% of the total voting shares of all shareholders (in the event of obtaining written opinions):

i. Approving the plan to change the charter capital; approving the plan to issue shares, including the class of shares and the number of new shares to be issued;

ii. Approving the investment decision to buy or sell fixed assets of Nam A Bank, the investment amount, expected purchase price, or original value in the event of selling fixed assets with a value of 20% or more of Nam A Bank's charter capital as recorded in the most recent audited financial statements;

iii. Deciding on the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the court to initiate bankruptcy proceedings for the bank;

iv. Changing the industry, profession, and business field;

v. Changing the organizational management structure of Nam A Bank.

4. The election of members of the Board of Directors and the Board of Supervisors must be conducted 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 members to be elected to the Board of Directors or the Board of Supervisors, and shareholders have the right to allocate all of their votes to one or several candidates.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures and processes for passing those resolutions are not carried out in accordance with regulations.

Article 34. Authority and procedure for obtaining shareholders' written opinions to approve the decisions of the General Meeting of Shareholders

1. The Board of Directors has the right to obtain shareholders' written opinions to approve the decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of Nam A Bank, except in the cases that specified in Clause 2, Article 33 of this Charter. The decisions of the General Meeting of Shareholders may be approved in the form of obtaining written opinions, provided that the approval is obtained from shareholders meeting the ratio specified in Article 33 of these regulations.

2. In order for the decisions to be approved by shareholders in the form of written opinions, the Board of Directors is responsible for:

a. Deciding on the issues to be submitted for consideration and the opinions of the shareholders, as well as the methods and content of the voting in accordance with the provisions of this Charter and Laws.

b. The Board of Directors must prepare the written opinion ballots, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution. The Board of Directors must ensure that the documents are sent and published to the shareholders within a reasonable time for reviewing and voting, and must send them no later than 10 (ten) days before the deadline for receiving the written opinion ballots. The requirements and methods for sending the written opinion ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 2, Article 30 of this Charter.

The written opinion ballots must include the main content specified in Clause 3, Article 149 of the Law on Enterprises.

c. The written opinion ballots must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder.

3. The written opinion ballots can be submitted to Nam A Bank by the following methods:

a. Sending by letter: The written opinion ballots sent to Nam A Bank must be placed in a sealed envelope and kept confidential until the time of the vote counting;

b. Sending by faxes, emails, or other electronic forms: The written opinion ballots sent to Nam A Bank via fax, email, or other electronic means must be kept confidential until the time of the vote counting.

c. Sending by other methods as instructed by Nam A Bank.

The written opinion ballots received by Nam A Bank after the deadline specified in the content of the written opinion ballots or those that have been opened in the event of mail submissions or announced before the vote counting in the event of fax or email submissions, are considered invalid. Written opinion ballots that are not submitted are regarded as non-participation in the voting.

4. The Board of Directors conducts the voting and prepares the vote counting minutes in the presence of the Board of Supervisors or shareholders who do not hold management positions at Nam A Bank.

Members of the Board of Directors, vote counters, and vote counting supervisors are jointly responsible for the integrity and accuracy of the vote counting minutes; they are also jointly liable for any damages arising from decisions made based on untruthful or inaccurate vote counting.

The vote counting minutes must be signed by the Chairman of the Board of Directors and include the main content specified in Clause 5, Article 149 of the Law on Enterprises.

5. The resolution of the General Meeting of Shareholders approved in the form of obtaining written opinions is considered as valid as a resolution directly voted at the General Meeting of Shareholders.

6. The vote counting minutes and resolutions must be sent to the shareholders within 15 (fifteen) days from the date of completion of the vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting on the electronic information page of Nam A Bank within 24 (twenty-four) hours from the time of completion of the vote counting.

7. The written opinion ballots answered, the vote counting minutes, the full text of the resolution that has been approved, and the related documents sent along with the written opinion ballots must all be kept at the headquarters of Nam A Bank.

Article 35. Minutes of the General Meeting of Shareholders

1. The meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or saved in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the main content as stipulated in Clause 1, Article 150 of the Law on Enterprises. In the event of discrepancies between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

2. The minutes of the General Meeting of Shareholders must be finalized and approved before the meeting is finished. The Chairman of the meeting and the Secretariat Board, or others, must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with the signatures of the shareholders, the power of attorney for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with the provisions of Laws on information disclosure in the securities market and must be kept at the head office of Nam A Bank.

Article 36. Report on the results of the General Meeting of Shareholders

Within 15 (fifteen) days from the date of the completion of the General Meeting of Shareholders or from the date of the vote counting conclusion (according to the vote counting minutes) in the event of obtaining shareholders' written opinions, Nam A Bank must send all resolutions and decisions approved by the General Meeting of Shareholders to the State Bank.

Article 37. Requesting invalidation of resolutions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the results of the shareholders' written opinions, shareholders or a group of shareholders specified in Clause 3, Article 22 of this Charter have the right to request the Court or Arbitration to review and consider invalidating the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedure for convening meetings or obtaining shareholders' written opinions from shareholders and issuing decisions of the General Meeting of Shareholders must comply with the current legal regulations, the State Bank, and this Charter, except in the cases specified in Clause 5, Article 33 of this Charter.

2. The content of the resolution violates the Laws or this Charter.

Section IX. General provisions of the Board of Directors, the Board of Supervisors, and the Chief Executive Officer

Article 38. General provisions

1. The Board of Directors is the governing authority of the Bank, with full authority on behalf of Nam A Bank to decide on matters related to the Bank's objectives and interests, except for issues that fall under the authority of the General Meeting of Shareholders.

2. The Board of Supervisors monitors the operations of Nam A Bank to accurately assess its business activities and financial status.

3. The Chief Executive Officer is responsible for managing the daily business operations of Nam A Bank, under the supervision of the Board of Directors and the Board of Supervisors, and is accountable to the Board of Directors and the law for carrying out rights and duties in accordance with the provisions of Laws and the Charter of Nam A Bank.

4. The election, appointment, and dismissal of Members of the Board of Directors, Members of the Board of Supervisors, and the Chief Executive Officer of Nam A Bank must be carried out in accordance with the procedures and documentation stipulated by Laws and the regulations of the State Bank.

Article 39. Cases in which one is not allowed to hold a position

1. The following individuals are not allowed to be members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, or Deputy Chief Executive Officer of Nam A Bank:

- a. Individuals belonging to the group specified in Clause 2 of this Article;
- b. Individuals who are not allowed to participate in the management and operation of enterprises or cooperatives in accordance with the provisions of Laws on officials, civil servants, and public employees, as well as the law on anti-corruption;
- c. Individuals who used to be private business owners, partners in a partnership, Chief Executive Officers (managers), members of the Board of Directors, members of the Members' Council, supervisors, members of the Board of Supervisors of an enterprise, or members of the Board of Directors and Chief Executive Officers (managers) of a cooperative at the time the enterprise or cooperative is declared bankrupt, except in the cases where they are appointed, designated, or assigned to manage, operate, or control an enterprise or cooperative that is a credit institution declared bankrupt as required by their duties;
- d. Individuals who used to be suspended from the position of Chairman, other members of the Board of Directors; Chairman, other members of the Members' Council; Head, other members of the Board of Supervisors; Chief Executive Officer (Director) of the credit institution as stipulated in Article 47 of the Law on Credit Institutions, or who have been determined by the competent authority to have committed violations leading to the revocation of the credit institution's License;
- e. Affiliated Persons of the members of the Board of Directors and the Chief Executive Officer of Nam A Bank, except in the cases specified in Clause 3, Article 69 of the Law on Credit Institutions;
- f. Individuals who are responsible according to the inspection conclusion that leads to the credit institution or foreign bank branch being administratively fined in the highest penalty

range for violations of regulations regarding licenses, governance, management, shares, share certificates, capital contributions, share purchases, credit granting, corporate bond purchases, and safety ratio as stipulated by the law on handling administrative violations in the monetary and banking field.

2. The following individuals are not allowed to be the Chief Accountant, Branch Director, or Chief Executive Officer (Director) of a subsidiary of Nam A Bank:

a. Minors; individuals with cognitive difficulties or challenges in controlling their behavior; individuals with restricted or lost civil capacity;

b. Individuals who are being prosecuted for criminal responsibility, serving a prison sentence; undergoing administrative handling measures at a compulsory rehabilitation center or a compulsory education facility; or is prohibited by the court from holding a position, practicing a profession, or performing certain jobs;

c. Individuals who have been convicted of a serious crime or higher;

d. Individuals who have been convicted of property infringement and has not had their criminal record expunged;

e. Cadres, civil servants, public employees, and managers at the department level or higher in enterprises where the State holds 50% or more of the charter capital, except for those appointed to represent the management of the State's capital contribution, or those appointed, designated, or assigned to participate in the management, operation, or control of credit institutions as required by their duties;

f. Officers, non-commissioned officers, professional soldiers, workers, and defense officials in agencies and units of the Vietnam People's Army; professional officers and non-commissioned officers, police workers in agencies and units of the Vietnam People's Public Security, except for those appointed to represent the management of state capital contributions or enterprises in which the state holds 50% or more of the charter capital at Nam A Bank.

3. The spouses, parents, children, siblings of members of the Board of Directors, and the Chief Executive Officer of Nam A Bank; as well as the spouses of these individuals, are not allowed to be the Chief Accountant or the person in charge of finance at Nam A Bank.

Article 40. Automatic loss of status

1. The cases in which a member of the Board of Directors, a member of the Board of Supervisors, and the Chief Executive Officer automatically lose their membership status are:

a. Belonging to one of the cases which are not allowed to hold the position specified in Article 39 of the Nam A Bank's Charter;

b. Being the representative of the capital contribution of an organization that is a shareholder of Nam Bank when that organization is dissolved;

c. No longer acting as the representative of the contributed capital on behalf of the shareholder who is an organization;

d. Being expelled from the territory of the Socialist Republic of Vietnam;

- e. When Nam A Bank's license is revoked;
- f. When the Chief Executive Officer's employment contract expires;
- g. Being deceased.

2. The Board of Directors must submit a written report along with supporting documents regarding personnel who automatically lose their status as stipulated in points a, b, c, d, f, and g of Clause 1 of this Article to the State Bank within 05 (five) working days from the date the personnel automatically lose their status and is responsible for the accuracy and truthfulness of this report; carry out the procedures for electing and appointing the vacant positions in accordance with the provisions of Laws.

3. After automatically losing their qualifications, members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer of Nam A Bank are still responsible for their decisions made during their term.

Article 41. Dismissal and discharge from duty

1. Except in the cases of automatic disqualification specified in Article 40 of this Charter, the Chairman or a member of the Board of Directors; the head and other members of the Board of Supervisors; or Chief Executive Officer of Nam A Bank shall be dismissed from his/her position or discharged from duty in one of the following cases:

- a. Discharge from duty if he/she hands in a resignation to the Board of Directors, the Board of Supervisors of Nam A Bank;
- b. Dismissal if he/she fails to join activities of the Board of Directors, the Board of Supervisors for 06 (six) consecutive months, except for force majeure events;
- c. Dismissal if he/she fails to meet the criteria and requirements specified in Article 41 of the Law on Credit Institutions;
- d. Dismissal if the independent member of the Board of Directors fails to comply with regulations in Clause 2 Article 41 and Clause 3 Article 43 of the Law on Credit Institutions;
- e. When the General Meeting of Shareholders of Nam A Bank deems it necessary to dismiss or discharge the positions of Chairman and members of the Board of Directors, the head and members of the Board of Supervisors;
- f. When the Board of Directors of Nam A Bank deems it necessary to dismiss or discharge the Chief Executive Officer;
- g. Other cases as prescribed by Nam A Bank.

2. After dismissal or discharge from duty, the Chairman or member of the Board of Directors; the Head and other members of the Board of Supervisors; or the Chief Executive Officer of Nam A Bank shall be still responsible for his/her decisions made during his/her term of office.

3. Within 10 (ten) working days from the date of approval for the decision on dismissal or discharge from duty of any holder specified in Clause 1 of this Article, the Board of Directors of Nam A Bank shall send a report enclosed with relevant documents to the State Bank.

Article 42. Termination and suspension of execution of authorities and responsibilities of members of the Board of Directors, the Board of Supervisors and executives

1. The State Bank has the right to terminate or suspend the execution of the authorities and responsibilities of the Chairman and members of the Board of Directors; the Head and members of the Board of Supervisors, and executives of a credit institution who violate Article 43, Clause 10 Article 48 of the Law on Credit Institutions and other relevant legal provisions in the process of exercising assigned authorities and responsibilities or who fail to ensure the standards and conditions prescribed in Article 41 of the Law on Credit Institutions; request competent authorities to dismiss, remove, elect, appoint a replacement or designate a replacement if deemed necessary.

2. The Special Board of Supervisors has the right to terminate or suspend the execution of the authorities and responsibilities of the Chairman and members of the Board of Directors, the Head and members of the Board of Supervisors, and executives placed under special supervision, when necessary.

3. Individuals whose authorities and responsibilities are terminated or suspended under Clauses 1 and 2 of this Article shall participate in remedying problems and handling violations related to their personal responsibilities if requested by the State Bank, the Board of Directors, the Board of Supervisors or the Special Board of Supervisors.

Section X. Responsibilities of members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer and other executives

Article 43. Responsibility for care

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other executives are responsible for performing their duties, including those as members of committees, councils, divisions of the Board of Directors, honestly and carefully for the benefit of Nam A Bank.

Article 44. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and Deputy Chief Executive Officer must publicly disclose related interests according to the provisions of Article 49 of the Law on Credit Institutions and the provisions of Laws.

2. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and their Affiliated Persons may only use information obtained by their positions to serve the interests of Nam A Bank.

3. Members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between Nam A Bank, its subsidiaries, and other companies in which Nam A Bank controls 50% or more of the charter capital with that entity or with Affiliated Persons of that entity in accordance with the provisions of Laws. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, Nam

A Bank must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and their Affiliated Persons are not allowed to use or disclose to others inside information to carry out related transactions.

Article 45. Compensation for damages and indemnity

1. Responsibilities: Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other executives must comply with the provisions of Laws, the Charter of Nam A Bank and the Internal Regulations of Nam A Bank in the performance of their duties and must be responsible for damages caused by violations of their responsibilities.

2. Nam A Bank shall indemnify those who have been, are or may become a party involved in complaints, lawsuits, and prosecutions (including civil and administrative cases and not lawsuits initiated by Nam A Bank) if such person has been or is a member of the Board of Directors, member of the Board of Supervisors, Chief Executive Officer, other executive, employee or representative authorized by Nam A Bank who has been or is performing duties under the authorization of Nam A Bank, acting honestly and carefully for the benefit of Nam A Bank on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities. In cases caused by subjective reasons, the person responsible for the loss must compensate for the damage, the handling of responsibility and compensation for damages shall comply with the law. The Board of Directors has the authority to decide the amount of compensation for damages that the person responsible for the loss must compensate for.

3. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework of the law. Nam A Bank may purchase insurance for the persons specified in Clause 2 of this Article to avoid the above compensation responsibilities.

Section XI. Board of Directors

Article 46. Composition and Term of the Board of Directors

1. The Board of Directors must have at least 05 (five) members and no more than 11 (eleven) members. The number of members for each term is decided by the General Meeting of Shareholders.

The Board of Directors must have at least 02 (two) independent members, 2/3 (two-thirds) of the total number of members must be independent members and non-executive members. The total number of independent members of the Board of Directors must account for at least 1/3 (one-third) of the total number of members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors is determined by rounding down.

The term of the Board of Directors must 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. The Board of Directors of the term that has just ended shall continue to operate until the Board of Directors of the new term takes over.

An individual and his/her Affiliated Persons or representatives of the capital contribution of an institutional shareholder and their Affiliated Persons may participate in the Board of Directors but not exceed 02 (two) members of the Board of Directors of Nam A Bank, except in the cases of representatives of the State's capital contribution or the mandatory transferee.

2. The Chairman and other members of the Board of Directors shall not authorize persons who are not members of the Board of Directors to perform their duties and authorities.

3. The Chairman of the Board of Directors cannot simultaneously be an executive, a member of the Board of Supervisors of Nam A Bank, or another credit institution, or a manager of another enterprise.

4. Members of the Board of Directors who are not independent members of Nam A Bank may not simultaneously hold any of the following positions:

a. The executives of Nam A Bank, except for the Chief Executive Officer of Nam A Bank;

b. The managers, the executives of another credit institution, the manager of another enterprise, except in the cases where they are the manager or executives of a subsidiary of Nam A Bank or in the events of implementing an approved mandatory transfer plan;

c. Supervisors, members of the Board of Supervisors of another credit institution, or another enterprise.

5. Independent members of the Board of Directors of Nam A Bank may not concurrently hold any of the following positions:

a. The executives of Nam A Bank;

b. The managers, the executives of another credit institution; the manager of more than 02 (two) other enterprises;

c. Supervisors, members of the Board of Supervisors of other credit institutions, other enterprises.

6. Shareholders or groups of shareholders holding ordinary shares may nominate candidates for the Board of Directors according to the following principles:

a. Shareholders or a group of shareholders holding from 05% to less than 20% of the total ordinary shares may nominate 01 (one) candidate;

b. Shareholders or a group of shareholders holding from 20% to less than 30% of the total ordinary shares may nominate a maximum of 02 (two) candidates;

c. Shareholders or a group of shareholders holding from 30% to less than 40% of the total ordinary shares may nominate a maximum of 03 (three) candidates;

d. Shareholders or a group of shareholders holding from 40% to less than 50% of the total ordinary shares may nominate a maximum of 04 (four) candidates;



e. Shareholders or a group of shareholders holding from 50% to less than 60% of the total ordinary shares may nominate a maximum of 05 (five) candidates;

f. Shareholders or a group of shareholders holding from 60% to less than 70% of the total ordinary shares may nominate a maximum of 06 (six) candidates;

g. Shareholders or a group of shareholders holding from 70% to less than 80% of the total ordinary shares may nominate a maximum of 07 (seven) candidates;

h. Shareholders or a group of shareholders holding from 80% to less than 90% of the total ordinary shares may nominate a maximum of 08 (eight) candidates.

7. In the event that the number of candidates for the Board of Directors by nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the regulations of the Charter of Nam A Bank, the Internal Governance Regulations of Nam A Bank, and the Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with legal regulations.

8. Members of the Board of Directors might not be shareholders of Nam A Bank.

Article 47. Authorities and Responsibilities of the Board of Directors

The business activities and operations of Nam A Bank are subject to the supervision and direction of the Board of Directors. The Board of Directors has full authority to exercise all rights on behalf of Nam A Bank, except for those authorities belonging to the General Meeting of Shareholders.

The Board of Directors is responsible for supervising the Chief Executive Officer and other executives.

The authorities and responsibilities of the Board of Directors are defined by law, the Charter of Nam A Bank, and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and responsibilities:

1. Submitting to the General Meeting of Shareholders in deciding and approving issues within its authority as stipulated in Article 26 of this Charter;

2. Deciding on the establishment of branches, transaction offices, representative offices, and non-business profession units of Nam A Bank;

3. Deciding on the organizational structure of the headquarters, branches, transaction offices, subsidiaries, representative offices, non-business profession units, and 100% foreign-owned banks of Nam A Bank;

4. Electing, dismissing the Chairman of the Board of Directors; appointing, dismissing, disciplining, suspending, and deciding on the salary, bonuses, and other benefits for the Chief Executive Officer, Deputy Chief Executive Officer, and other executives as authorized by the internal regulations of the Board of Directors;

5. Appointing a representative for the capital contribution of Nam A Bank at other enterprises or credit institutions;

6. Approving the plan of contributing capital, buying and selling shares, or capital contributions of Nam A Bank in enterprises or other credit institutions, where the value of the capital contribution, the expected purchase price, or the book value in the event of selling shares or capital contributions is less than 20% of the charter capital of Nam A Bank as stated in the most recently audited financial statement;

7. Approving the investment decision to buy or sell fixed assets of Nam A Bank, the investment amount, expected purchase price, or original price in the event of selling fixed assets valued at 10% or more of Nam A Bank's charter capital as recorded in the most recent audited financial statement, excluding investments, purchases, or sales of fixed assets that fall under the authority of the General Meeting of Shareholders;

8. Deciding on the credit limit shall be made in accordance with Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and transactions that fall under the decision-making authority of the General Meeting of Shareholders;

9. Approving contracts, other transactions valued at less than 20% of the charter capital of Nam A Bank as stated in the most recent audited financial statement between Nam A Bank and members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, major shareholders of Nam A Bank; Affiliated Persons of the managers, members of the Board of Supervisors, major shareholders of Nam A Bank; subsidiaries, and affiliated companies of Nam A Bank. In this case, the related member does not have voting rights;

10. Approving the contract, other transactions valued at 10% or more of the charter capital of Nam A Bank as stated in the most recent audited financial statement;

11. Checking, supervising, and directing the Chief Executive Officer in carrying out assigned tasks; annually evaluate the effectiveness of the Chief Executive Officer's work.

12. Issuing internal regulations related to the organization, governance, and operations of Nam A Bank in accordance with the provisions of the Law on Credit Institutions and other relevant legal regulations, except for matters under the authority of the General Meeting of Shareholders;

13. Deciding on risk management policies and the supervision of the implementation of risk prevention measures at Nam A Bank;

14. Reviewing and approving the annual report;

15. Deciding on offering new shares within the scope of the shares authorized for sale;

16. Deciding on the offering price of shares and convertible bonds of Nam A Bank;

17. Deciding on buy backing shares of Nam A Bank according to the approved plan;

18. Proposing a plan for profit distribution, the dividend rate to be paid; deciding on the duration and procedures for paying dividends or handling losses incurred during business operations;

19. Preparing the content and related documents for the General Meeting of Shareholders to decide and approve the matters within the authority of the General Meeting of Shareholders, except for matters that fall under the duties and authorities of the Board of Supervisors;

20. Approving the program, operational plan of the Board of Directors, the agenda, content, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or obtain shareholders' written opinions to approve the resolutions and decisions of the General Meeting of Shareholders;

21. Organizing the implementation, inspection, and supervision of the execution of the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

22. Promptly notifying to the State Bank of any information that negatively affects the status of members of the Board of Directors, the Board of Supervisors, and the Chief Executive Officer;

23. Submitting to the General Meeting of Shareholders for decision the selection of an independent auditing firm to audit Nam A Bank;

24. Choosing a professional valuation organization to appraise contributed assets that are not in Vietnamese currency, freely convertible foreign currencies, or gold as regulated by Laws;

25. Submitting to the Governor of the State Bank to approve or endorse issues as prescribed by Laws;

26. Proposing the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the court to initiate bankruptcy proceedings for the bank;

27. Submitting the annual financial statement to the General Meeting of Shareholders;

28. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities in accordance with the provisions of Laws;

29. Exercising the powers and duties as the owner of Nam A Bank's subsidiaries (including a 100% Nam A Bank-owned single-member limited liability commercial bank established in the Vietnam International Financial Center), except for matters falling under the authority of the General Meeting of Shareholders in accordance with the provisions of Law;

30. Other authorities and responsibilities in accordance with the provisions of Laws.

Article 48. Authorities and responsibilities of the Chairman and members of the Board of Directors

1. The Chairman of the Board of Directors has the following authorities and responsibilities:

a. Developing the program and activity plan of the Board of Directors;

b. Preparing or organizing the preparation of the program, content, and materials for the meeting; convene and preside over the Board of Directors meeting;

c. On behalf of the Board of Directors, signing documents within the authority of the Board of Directors;

- d. Organizing the approval of the Board of Directors' s decisions;
- e. Supervising and organizing the monitoring of the implementation of the resolutions and decisions of the Board of Directors;
- f. Being the Chairman of the General Meeting of Shareholders;
- g. Ensuring that the members of the Board of Directors receive complete, objective, and accurate information and have sufficient time to discuss the issues that the Board must consider;
- h. Assigning specific tasks to each member of the Board of Directors. The content of the task assignments must be documented in writing and signed by the Chairman of the Board of Directors;
- i. Monitoring the members of the Board of Directors in the execution of their assigned rights, obligations, and responsibilities;
- j. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they may authorize another member of the Board of Directors in writing to exercise the rights and responsibilities of the Chairman of the Board of Directors in accordance with the principles set forth in the Charter of Nam A Bank. If there is no authorized person, or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation facility, a compulsory educational institution, has escaped from their residence, is restricted or has lost their civil capacity, has difficulties in cognition or self-control, or is prohibited by the Court from holding office, practicing a profession, or performing certain jobs, the remaining members shall elect one of the members to serve as the Chairman of the Board of Directors based on the principle of majority approval from the remaining members until a new decision is made by the Board of Directors;
- k. Annually, evaluate the performance of each member of the Board of Directors, the Committees of the Board of Directors, and report the results of this evaluation to the General Meeting of Shareholders;
- l. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends the annual financial statements, the operational report of Nam A Bank, the audit report, and the inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders;
- m. Authorities and responsibilities as stipulated by Laws and the Charter of Nam A Bank.
- 2. Members of the Board of Directors have the following rights and responsibilities:
 - a. With other members of the Board of Directors of Nam A Bank in accordance with the Laws and the Charter of Nam A Bank;
 - b. Executing the authorities and responsibilities of a member of the Board of Directors in accordance with the internal regulations of the Board and the assignments from the Chairman of the Board in a honest and careful manner, for the benefit of Nam A Bank and its shareholders; promote the independence of independent members of the Board in fulfilling their authorities

and responsibilities; and be responsible for the execution of their authorities and responsibilities.

c. Reviewing the financial statement audit reports prepared by the independent auditor, requesting explanations or clarifications from the management, independent auditor, and internal auditor regarding issues related to the report;

d. Participating in electing, dismissing the Chairman of the Board of Directors and other managerial positions under the authority of the Board of Directors;

e. Proposing the Chairman of the Board of Directors to convene an extraordinary Board meeting;

f. Attending the Board of Directors meeting, discussing and voting on matters within the duties and authorities of the Board of Directors as stipulated by the Law on Credit Institutions, and be accountable to the General Meeting of Shareholders and the Board of Directors for their decisions. In the events where the voting content presents a conflict of interest with any member, that member shall not participate in the voting;

g. Members of the Board of Directors are not allowed to delegate their authority to others to attend Board meetings to decide on the matters specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14, and 18 of Article 70 of the Law on Credit Institutions;

h. Implementing the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

i. Providing explanations to the General Meeting of Shareholders and the Board of Directors regarding the execution of assigned tasks upon request;

j. Make information disclosures when trading Nam A Bank shares in accordance with the provisions of Laws;

k. Each independent member of the Board of Directors must prepare an evaluation report on the Board of Directors' activities;

l. Authorities and responsibilities as stipulated by Laws and the Charter of Nam A Bank.

3. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.

Article 49. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The remuneration, bonuses, and other benefits of the members of the Board of Directors are determined based on the results and business performance approved by the General Meeting of Shareholders.

2. Members of the Board of Directors receive compensation for their work and bonuses. Compensation is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate of compensation. The Board of Directors estimates the compensation for each member based on a consensus principle. The total compensation and

bonuses for the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the business expenses of Nam A Bank in accordance with the regulations of corporate income tax law, is presented as a separate item in the annual financial statements of Nam A Bank, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in committees, councils, divisions of the Board or performing other tasks outside the usual duties of a Board member may receive additional compensation in the form of a lump sum payment per occasion, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all expenses in accordance with the operational budget of the Board approved by the General Meeting of Shareholders and the Operational Regulations of the Board of Directors at any given time.

6. Members of the Board of Directors may have liability insurance purchased by Nam A Bank after obtaining approval from the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to violations of the Laws and the Charter of Nam A Bank.

Article 50. Replacement of Board Members

1. Within no more than 10 (ten) days from the date the Chairman of the Board of Directors automatically loses his/her status as a member of the Board of Directors, the members of the Board of Directors are responsible for organizing a meeting of the Board of Directors to elect a member of the Board of Directors (who meets the current qualifications and conditions) to serve as the Chairman of the Board of Directors.

2. The Chairman of the Board of Directors who wishes to resign must submit a letter to the Board of Directors. Within 60 (sixty) days from the date of receiving the letter, the Board of Directors must hold a meeting to consider the decision and carry out the procedures for dismissal, removal, and election of the Chairman of the Board of Directors in accordance with current regulations.

3. A member of the Board of Directors who wishes to resign must submit a letter or document to the Board of Directors for presentation to the General Meeting of Shareholders for a decision.

4. In the event that the Board of Directors has less than the minimum number of members required by this Charter, within 90 (ninety) days from the date of insufficiency of members' number, Nam A Bank must elect additional members to ensure the minimum number, except in the cases where Nam A Bank is under special control.

5. Elected individuals holding the position of Chairman and members of the Board of Directors are responsible for immediately assuming their duties. The Chairman and members of the Board of Directors who have been dismissed or removed are responsible for handing

over their work to the newly elected Chairman and Board members; they must also be personally accountable for their decisions made during their tenure in that position.

6. In the events of dismissal or removal of members of the Board of Directors as stipulated in Clause 1, Article 41 of this Charter, the Board of Directors may organize an extraordinary General Meeting of Shareholders or submit to the next General Meeting of Shareholders for a decision.

Article 51. Meetings of the Board of Directors

1. Summon and notify:

a. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the date of the completion of the Board of Directors election. This meeting shall be convened and presided over by the member with the highest number of votes or the highest voting ratio. In the event that there is more than one member with the highest number of votes or the highest voting ratio and they are tied, the members shall vote by majority rule to select 01 (one) of them to convene the Board of Directors meeting.

b. The Board of Directors must convene Board meetings at least once a quarter and may convene extraordinary meetings.

c. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

i. There is a proposal from the Board of Supervisors or an independent member of the Board of Directors;

ii. There is a proposal from the Chief Executive Officer or at least 05 (five) other managers;

iii. There is a proposal from at least 02 (two) members of the Board of Directors;

The proposal specified in point c, Clause 1 of this Article must be documented in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors.

d. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request specified in point c, Clause 1 of this Article. If the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by Nam A Bank; the person making the request has the right to replace the Chairman of the Board of Directors to convene the meeting.

e. Board meetings will be held at the headquarters of Nam A Bank or at other locations as decided by the Chairman of the Board and with the agreement of the Board of Directors.

f. The Chairman of the Board of Directors or the convener of the Board meeting must send a meeting invitation at least 03 (three) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be

discussed and decided. Accompanying the meeting invitation must be the documents to be used at the meeting and the voting ballot for the members.

The meeting invitation can be sent via invitation letter, phone, fax, electronic means, or other methods, but it must ensure delivery to the contact address of each member of the Board of Directors registered at Nam A Bank.

2. Conditions for implementation:

The Board of Directors meeting is conducted when at least three-quarters of the total members are present. If the meeting convened under this provision does not have enough members present, it may be convened a second time within 07 (seven) days from the date of the first intended meeting. In this case, the meeting is conducted if more than half of the Board of Directors members are present.

3. Attendance and voting:

a. Members of the Board of Directors are considered to be present and voting at the meeting in the following cases:

i. Attending and voting directly at the meeting;

ii. Authorizing another member of the Board of Directors to attend the meeting and vote, except in the cases of authorization to attend and vote on the content specified in point g, Clause 2, Article 48 of this Charter;

iii. Attending and voting by online conferences, electronic voting, or other electronic means;

iv. Sending the ballot to the meeting via mail, fax, or email;

v. Sending the ballot by other means as stipulated by the Board of Directors at each period.

b. In the event of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 (one) hour before the meeting starts. The ballot can only be opened in the presence of all participants.

c. Members of the Board of Directors with an interest related to the parties in the contracts and transactions specified in Clause 1, Article 167 of the Law on Enterprises shall not have the right to vote on these transactions.

d. Resolutions and decisions of the Board of Directors are approved if approved by the majority of members attending the meeting; in the event of equal votes, the final decision shall be the one supported by the opinion of the Chairman of the Board of Directors.

e. In the event that the Board of Directors' meetings are held in the form of online conferences, it shall be conducted in accordance with the Board of Directors' regulations.

4. Obtaining written opinions.

In the event when the Board of Directors seeks written opinions to approve a decision on a matter, the decision is considered to have the same validity as a decision approved by the members of the Board of Directors at a regularly convened and organized meeting, if:

- a. With the written consent of over 50% of the members of the Board of Directors who have the right to vote on the matter being proposed for consideration;
- b. The number of members of the Board of Directors who have the right to participate in voting by written opinions must meet the required number of members necessary to convene a Board meeting.

5. Minutes of meeting:

The minutes of the Board of Directors meeting must include the main content specified in Clause 1, Article 158 of the Law on Enterprises. In the event that the chairperson or the minute-taker refuses to sign the minutes of meeting, it shall be carried out in accordance with the provisions of Clause 2, Article 158 of the Law on Enterprises. The minutes of the Board of Directors meeting and the documents used during the meeting must be kept at the headquarters of Nam A Bank. The chairperson, the minute-taker, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes. The minutes of the Board of Directors meeting are made in Vietnamese and may also be made in a foreign language. In the event that there are differences in content between these two versions of minutes, the Vietnamese version shall prevail.

Article 52. The supporting apparatus of the Board of Directors

The Board of Directors establishes committees, councils, divisions, offices, and other departments to assist the Board in carrying out its duties and authorities, including the Risk Management Committee and the Human Resources Committee. The tasks and authorities of these committees, councils, divisions, offices, and departments are determined by the Board of Directors in accordance with the provisions of Laws.

Article 53. Corporate Governance Director of Nam A Bank

1. The Board of Directors appoints at least one (1) person as the Corporate Governance Director of Nam A Bank to support the bank's governance activities effectively. The Corporate Governance Director may also serve as the Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Director must meet the following standards:

- a. Shall not simultaneously work for the auditing firm that is conducting the audit of Nam A Bank's financial statements;

- b. Other standards as prescribed by Laws and the decisions of the Board of Directors.

3. The Corporate Governance Director has the following rights and responsibilities:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between Nam A Bank and shareholders;

- b. Preparing the meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c. Consulting on the procedures for meetings;
- d. Attending the meetings;
- e. Advising on the procedures for establishing resolutions of the Board of Directors in accordance with the provisions of Laws;
- f. Providing financial information, copies of the Board meeting minutes, and other information to the members of the Board of Directors and the Board of Supervisors;
- g. Monitoring and reporting to the Board of Directors on the information disclosure activities of Nam A Bank;
- h. Serving as the point of contact for stakeholders;
- i. Ensuring the confidentiality of information in accordance with the Laws and this Charter;
- j. Other authorities and responsibilities as stipulated by Laws and these regulations.

Section XII. The Chief Executive Officer and Other Executives

Article 54. Organization of the management apparatus

The management system of Nam A Bank must ensure that the management apparatus is accountable to the Board of Directors and is under the supervision and direction of the Board of Directors in the daily business operations of Nam A Bank. Nam A Bank has 01 (one) Chief Executive Officer, Deputy Chief Executive Officers, 01 (one) Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be carried out by a resolution of the Board of Directors and must be legally approved.

Article 55. The Executives

1. According to the proposal of the Chief Executive Officer and the approval of the Board of Directors, Nam A Bank recruits executives in numbers and standards that align with the structure and management regulations set by the Board of Directors. The executives must be diligent in their responsibilities to support Nam A Bank in achieving its operational and organizational goals.

2. The salary, remuneration, benefits, and other terms in the employment contract for the Chief Executive Officer shall be decided by the Board of Directors, and the contracts for other executives shall be determined by the Board of Directors after consulting with the Chief Executive Officer.

3. The salary of the Chief Executive Officer is included in the business expenses of Nam A Bank according to the regulations of corporate income tax law, is presented as a separate item in the annual financial statement of Nam A Bank, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 56. The Chief Executive Officer

1. The operations of Nam A Bank are managed by the Chief Executive Officer, assisted by the Deputy Chief Executive Officers, the Chief Accountant, and the professional staff.

2. The Board of Directors appoints one of its members or another person as the Chief Executive Officer or hires a Chief Executive Officer and will sign an employment contract specifying the salary, compensation, benefits, and other terms for the Chief Executive Officer. The salary, compensation, and benefits of the Chief Executive Officer must be reported to the General Meeting of Shareholders and recorded in the annual report of Nam A Bank.

3. The Chief Executive Officer is responsible to the Board of Directors and the law for managing the daily operations of Nam A Bank.

4. The term of the Chief Executive Officer is five (05) years and may be reappointed with an unlimited number of terms.

5. The Chief Executive Officer and Deputy Chief Executive Officer cannot simultaneously be a manager, executive, supervisor, or member of the Board of Supervisors of another credit institution or business, except in the cases where the Deputy Chief Executive Officer is a manager or executive of a subsidiary of Nam A Bank.

Article 57. Appointment, dismissal, and removal of the Chief Executive Officer

1. The Board of Directors can only make a decision to appoint the Chief Executive Officer after receiving written approval from the State Bank. The procedures, processes, and documentation for requesting changes and approving the appointment of the Chief Executive Officer shall be carried out in accordance with the regulations of the State Bank.

2. The Chief Executive Officer, after receiving the appointment decision from the Board of Directors, will immediately take on the responsibilities of the newly appointed position; the former Chief Executive Officer is responsible for handing over the work to the latter Chief Executive Officer and must personally account for their decisions made during their tenure in that position.

3. Within 01 (one) working day from the date the Chief Executive Officer: (i) is deemed to have lost their position as stipulated in Clause 1, Article 40 of this Charter, or (ii) is dismissed or removed without a replacement, or (iii) seriously violates the regulations of the law, the State Bank, and the Charter of Nam A Bank, leading to the Board of Directors temporarily suspending the Chief Executive Officer's executive rights; in that case, the Board of Directors shall promptly appoint a Deputy Chief Executive Officer to manage the operations of Nam A Bank to ensure its stable and continuous functioning. The appointed individual must take personal responsibility for the assigned tasks during this period.

4. In the event of a vacancy in the position of Chief Executive Officer, the Board of Directors must appoint a new Chief Executive Officer within 90 (ninety) days from the date of the vacancy.

Article 58. Authorities and responsibilities of the Chief Executive Officer

The Chief Executive Officer has the following duties and authorities:

1. Organizing the implementation of the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. Deciding on issues within the authority related to the daily business operations of Nam A Bank.
3. Establishing and maintaining an effective internal control system.
4. Preparing and presenting to the Board of Directors for approval or report to the competent authority for the approval of the financial statements; be responsible for the accuracy and honesty of the financial statements, statistical reports, final figures, and other financial information.
5. Issuing regulations and internal rules; processes and procedures for operating the business management system and the management information system.
6. Reporting to the Board of Directors, the Board of Supervisors, the General Meeting of Shareholders, and the competent State agencies on the activities and business results of Nam A Bank.
7. Deciding to apply measures beyond your authority in the events of natural disasters, enemy attacks, fires, and incidents, and take responsibility for that decision, promptly reporting to the Board of Directors.
8. Recommending and submitting to the Board of Directors or the General Meeting of Shareholders for decision, according to their authorities, on the organizational structure of management at Nam A Bank.
9. Proposing to convene an extraordinary Board meeting in accordance with the regulations of Nam A Bank's Charter.
10. Appointing, dismissing, and removing management and executive positions at Nam A Bank, except for positions that fall under the decision-making authority of the General Meeting of Shareholders and the Board of Directors.
11. Signing contracts and other transactions on behalf of Nam A Bank in accordance with the provisions of the Charter and internal regulations of Nam A Bank.
12. Proposing a plan for utilizing profits and addressing business losses of Nam A Bank.
13. Recruiting of employees; determining salaries and bonuses for employees according to authority.
14. Other authorities and responsibilities in accordance with the provisions of Laws and the Charter of Nam A Bank.

Section XIII. The Board of Supervisors

Article 59. Composition and Term of the Board of Supervisors

1. The Board of Supervisors must have at least 05 (five) members. The members of the Board of Supervisors must not be individuals working in the accounting or finance department of Nam A Bank and must not be members or employees of the independent auditing firm that

conducted the financial audit of Nam A Bank in the 03 (three) consecutive years prior. The number of members for each term shall be decided by the General Meeting of Shareholders.

2. The term of the Board of Supervisors shall not exceed five 05 (five) years. The term of a member of the Board of Supervisors shall align with the term of the Board of Supervisors. Members of the Board of Supervisors may be re-elected or reappointed for an unlimited number of terms. The term of a member who is added or replaces a member who has automatically lost their position, been dismissed, or removed during the term shall be the remaining duration of that term. The Board of Supervisors of the concluded term shall continue to operate until the Board of Supervisors of the new term takes over the responsibilities.

3. The Head of the Board of Supervisors must reside in Vietnam during his/her term of office.

4. Members of the Board of Supervisors must not be Affiliated Persons to the managers of Nam A Bank and may not simultaneously hold any of the following positions:

a. The manager, the executive of Nam A Bank, other credit institutions, other businesses; employees of Nam A Bank or its subsidiaries;

b. Employees of the enterprise in which a member of the Board of Directors of Nam A Bank is a member of the Board of Directors, an executive, or a major shareholder of that enterprise.

5. The Head of the Board of Supervisors is elected by the members of the Board of Supervisors; the election, dismissal, and removal are based on a majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam.

6. Shareholders or groups of shareholders holding ordinary shares may nominate candidates for the Board of Supervisors according to the following principles:

a. Shareholders or a group of shareholders holding from 05% to less than 20% of the total ordinary shares may nominate 01 (one) candidate;

b. Shareholders or a group of shareholders holding from 20% to less than 30% of the total ordinary shares may nominate a maximum of 02 (two) candidates;

c. Shareholders or a group of shareholders holding from 30% to less than 40% of the total ordinary shares may nominate a maximum of 03 (three) candidates;

d. Shareholders or a group of shareholders holding from 40% to less than 50% of the total ordinary shares may nominate a maximum of 04 (four) candidates;

e. Shareholders or a group of shareholders holding from 50% to less than 60% of the total ordinary shares may nominate a maximum of 05 (five) candidates;

f. Shareholders or a group of shareholders holding from 60% to less than 70% of the total ordinary shares may nominate a maximum of 06 (six) candidates;

g. Shareholders or a group of shareholders holding from 70% to less than 80% of the total ordinary shares may nominate a maximum of 07 (seven) candidates;

h. Shareholders or a group of shareholders holding from 80% to less than 90% of the total ordinary shares may nominate a maximum of 08 (eight) candidates.

7. In the event that the number of candidates for the Board of Supervisors nomination and self-nomination is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the regulations set forth in the Charter of Nam A Bank, the Internal Governance Regulations of Nam A Bank, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 60. Authorities and responsibilities of the Board of Supervisors

1. Elected individuals holding the position of Head of the Committee and members of the Board of Supervisors are responsible for receiving the handover and taking on the duties of the elected position. Those who are dismissed or removed are responsible for transferring their work to the newly elected individuals; at the same time, they must be personally accountable for their decisions made during their tenure in that position.

2. The Board of Supervisors has the following authorities and responsibilities:

a. Monitoring the management and operation activities of Nam A Bank in compliance with Laws, internal regulations, the Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; being responsible to the General Meeting of Shareholders for the performance of assigned tasks and authorities in accordance with the provisions of the Law on Credit Institutions and the Charter of Nam A Bank;

b. Issuing internal regulations of the Board of Supervisors; annually reviewing the internal regulations of the Board of Supervisors and the internal regulations of Nam A Bank regarding accounting and reporting;

c. Organizing and implementing internal audits; have access to, and be provided with complete, accurate, and timely information and documents related to the management and operation activities of Nam A Bank, have the right to utilize the resources of Nam A Bank to carry out the assigned tasks and responsibilities; may hire experts, independent consultants, and external organizations to perform the tasks but must still be accountable for the execution of the tasks of the Board of Supervisors;

d. Monitoring the financial status, evaluating the first-half and annual financial statements of Nam A Bank; reporting to the General Meeting of Shareholders on the results of the financial statement evaluation; assessing the reasonableness, legality, truthfulness, and level of prudence in accounting, statistics, and preparing financial statements. The Board of Supervisors may consult the Board of Directors before presenting the reports and recommendations to the General Meeting of Shareholders;

e. Monitoring the approval and implementation of investment projects, the purchase and sale of fixed assets, contracts, and other transactions of Nam A Bank that fall under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually,

prepare and submit a report on the monitoring results to the General Meeting of Shareholders and the Board of Directors;

f. Monitoring compliance with the regulations in the Law on Credit Institutions regarding restrictions to ensure safety in the operations of Nam A Bank;

g. Checking the accounting records, other documents, and the management and operational activities of Nam A Bank when deemed necessary or in the following cases:

i. According to the resolution and decision of the General Meeting of Shareholders;

ii. At the request of the State Bank or a major shareholder or a group of major shareholders in accordance with legal regulations. The inspection shall be conducted within 07 (seven) working days from the date of receiving the request. Within 15 (fifteen) days from the end of the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the organization or individual that made the request.

h. Promptly notifying to the General Meeting of Shareholders and the Board of Directors when discovering that managers or executives of Nam A Bank have committed acts of law violation, violated the Charter, internal regulations of Nam A Bank, or resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; require the violator to immediately cease the violation and implement corrective measures (if any);

i. Compiling a list of shareholders owning 01% or more of the charter capital and Affiliated Persons of members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer of Nam A Bank, as well as shareholders owning 01% or more of the charter capital; maintain and update changes to this list;

j. Proposing to the Board of Directors to hold an extraordinary Board meeting or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions and the Charter of Nam A Bank;

k. Convening an extraordinary General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 140 of the Law on Enterprises or in the events where the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions, Article 165 of the Law on Enterprises, or exceeds the authority granted;

l. Appointing, dismissing, disciplining, suspending, and deciding on salary and other benefits for positions within the internal audit department in accordance with the general mechanism of Nam A Bank;

m. Promptly reporting to the State Bank regarding violations of the provisions in points f, h, and k of Clause 2 of this Article and violations related to the ownership ratio of shares, capital contributions, and Affiliated Persons as stipulated by the Law on Credit Institutions;

n. Other authorities and responsibilities in accordance with the provisions of Laws and the Charter of Nam A Bank.

Article 61. Authorities and responsibilities of the Head of the Board of Supervisors and its members

1. The Head of the Board of Supervisors has the following authorities and responsibilities:

a. Organizing the implementation of the authorities and responsibilities of the Board of Supervisors as stipulated in Clause 2, Article 60 of the Nam A Bank's Charter and be responsible for the exercise of its authorities and responsibilities;

b. Convening and presiding over the meeting of the Board of Supervisors;

c. On behalf of the Board of Supervisors, signing documents within the authority of the Board of Supervisors;

d. On behalf of the Board of Supervisors, convening an extraordinary General Meeting of Shareholders in accordance with point k, Clause 2, Article 60 of this Charter, or requesting the Board of Directors to hold an extraordinary meeting;

e. Attending the Board meeting, having the right to express opinions but can not vote;

f. Requiring the inclusion of his/her opinions in minutes of meetings of the Board of Directors or Board of Members when these opinions differ from resolutions and decisions of the Board of Directors or Board of Members and report such opinions to the General Meeting of Shareholders or owners or capital contributors.

g. Preparing the working plan of the Board of Supervisors and assign specific tasks to each member of the Board of Supervisors;

h. Ensuring that the members of the Board of Supervisors receive complete, objective, and accurate information and have sufficient time to discuss the issues that the Board of Supervisors must consider;

i. Supervising and directing members of the Board of Supervisors to perform their tasks and execute their authorities and responsibilities.

j. Authorizing only other member of the Board of Supervisors to exercise the authorities and responsibilities of the Head of the Board of Supervisors during their absence or inability to perform his/her duties;

k. Authorities and responsibilities in accordance with the provisions of Laws and the Charter of Nam A Bank.

2. Members of the Board of Supervisors have the following authorities and responsibilities:

a. Complying with the Laws, Nam A Bank's Charter, internal regulations of the Board of Supervisors and perform tasks assigned by the Head of the Board of Supervisors to implement the tasks and authorities of the Board of Supervisors honestly and carefully, for the benefit of Nam A Bank and shareholders; be responsible for the exercise of one's authorities and responsibilities;

b. Electing a member of the Board of Supervisors as Head of the Board of Supervisors;

c. Requesting the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors;

d. Controlling business activities, checking accounting books, assets, financial statements and recommend remedial measures;

e. Requesting the manager to report and explain the financial status, business results of the subsidiary, plans, projects, investment development programs and other decisions in the management and operation of Nam A Bank;

f. Requesting managers, executives, and employees of Nam A Bank to provide data and explain business activities to perform assigned tasks;

g. Reporting to the Head of the Board of Supervisors on unusual financial activities of Nam A Bank and be responsible for his/her assessment and conclusion;

h. Attending meetings of the Board of Supervisors, discuss and vote on issues within the duties and authorities of the Board of Supervisors, except for issues that conflict with the interests of that member;

i. Other authorities and responsibilities in accordance with the provisions of Laws and Nam A Bank's Charter.

3. The remuneration of the members of the Board of Supervisors is approved by the General Meeting of Shareholders. The members of the Board of Supervisors are paid expenses in accordance with the operating budget of the Board of Supervisors approved by the General Meeting of Shareholders and the Operating Regulations of the Board of Supervisors from time to time.

Article 62. Replacement of members of the Board of Supervisors

1. Members of the Board of Supervisors shall automatically lose their qualifications or be dismissed or removed from office in accordance with the provisions of Articles 40 and 41 of this Charter. The order, procedures, and documents for requesting changes and approving the election, appointment, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with the provisions of Laws and regulations of the State Bank.

2. If the Head of the Board of Supervisors wishes to resign, he must submit a letter of resignation to the Board of Supervisors. Within 60 (sixty) days from the date of receipt of the letter, the Board of Supervisors must convene a meeting to elect a new Head of the Board of Supervisors.

3. A member of the Board of Supervisors who wishes to resign must submit a resignation letter to the Board of Supervisors for submission to the nearest Annual General Meeting of Shareholders for decision.

4. In the event that the Board of Supervisors has less than the minimum number of members required in this Charter, within 90 (ninety) days from the date of insufficient minimum number of members' number, Nam A Bank must elect additional members to ensure the minimum number, except in the cases where Nam A Bank is under special control.

Article 63. Meetings of the Board of Supervisors

1. The Board of Supervisors must convene meetings at least twice a year, with at least 2/3 (two thirds) of the members attending the meeting. Minutes of the Board of Supervisors

meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the Chief Executive Officer and representatives of approved auditing organizations to attend and answer questions that need to be clarified.

3. Details on the conditions for conducting, attending and voting at the meeting of the Board of Supervisors shall be implemented according to the Operating Regulations of the Board of Supervisors.

Section XIV. Right to search bank books and records

Article 64. Right to look up books and records

1. Ordinary shareholders have the right to look up books and records, specifically as follows:

a. Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Nam A Bank Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, first-half and annual financial statements, 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 Nam A Bank.

2. In the event that an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and executives have the right to look up Nam A Bank's Shareholder Register, the list of shareholders and other books and records of Nam A Bank for purposes related to their positions, provided that this information must be kept confidential.

4. Nam A Bank must keep this Charter and amendments to the Charter, the License, regulations, documents proving ownership of assets, resolutions 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 Board of Supervisors, annual financial statements, accounting books and other documents as

prescribed by law at the head office or another place provided that shareholders and the business registration authority are notified of the location where these documents are stored.

5. The Charter will be published on Nam A Bank's website.

Section XV. Employees and trade union

Article 65. Employees and trade union

1. The Chief Executive Officer must plan for the Board of Directors to inform them of issues related to recruitment, termination of employment, wages, social insurance, benefits, rewards and discipline for employees and executives.

2. The Chief Executive Officer must plan for the Board of Directors to approve issues related to Nam A Bank's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, Nam A Bank's regulations and the provisions of Laws .

Section XVI. Profit sharing

Article 66. Dividends

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from retained earnings of Nam A Bank.

2. Nam A Bank does not pay interest on dividends or payments related to a class of share.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors has rights to execute this decision.

4. In the event that dividends or other amounts related to a class of share are paid in cash, Nam A Bank must pay in Vietnamese Dong. Payments can be made directly or by banks based on the bank details provided by the shareholder. In the event that Nam A Bank has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, Nam A Bank is not responsible for the amount Nam A Bank transferred to this shareholder. Payment of dividends for shares listed on the Stock Exchange can be made by a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution or decision to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or other securities holders are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the provisions of Laws.

Section XVII. Internal control system, internal audit, reserve fund, fiscal year, accounting system

Article 67. Internal control system

Nam A Bank establishes an internal control system as follows:

1. The internal control system is a set of mechanisms, policies, procedures, internal regulations, and organizational structure of Nam A Bank and is organized and implemented to ensure timely prevention, detection, and handling of risks.

2. Nam A Bank's internal control system is established to ensure the following requirements:

a. Efficiency and safety in operations; protection, management, safe and effective use of assets and resources;

b. The financial information system and management information are honest, reasonable, complete and timely;

c. Comply with the law and internal mechanisms, policies, procedures and regulations of Nam A Bank.

3. Nam A Bank builds an internal control system and deploys technology applications in internal control activities according to regulations of the State Bank.

Article 68. Internal audit

1. Nam A Bank established an internal audit department under the Board of Supervisors to conduct internal audits of Nam A Bank.

2. Internal audit conducts independent and objective review and assessment of the suitability and compliance with Nam A Bank's internal mechanisms, policies, procedures and regulations; makes recommendations to improve the effectiveness of systems, procedures and regulations, contributing to ensuring Nam A Bank operates safely, effectively and in accordance with the law.

3. The results of the internal audit must be reported to the Board of Supervisors and sent to the Board of Directors and Chief Executive Officer of Nam A Bank.

Article 69. Financial Regime

1. Nam A Bank complies with financial regulations of the Government and instructions of the Ministry of Finance.

2. The Board of Directors, Board of Supervisors, and Chief Executive Officer of Nam A Bank are responsible before the Laws and the State agencies for the implementation of Nam A Bank's financial regime.

3. The General Meeting of Shareholders assigns and authorizes the Board of Directors to issue the Financial Regulations of Nam A Bank in accordance with the provisions of Laws in each period.

Article 70. Distribution of profits and funds

1. The remaining profit of Nam A Bank after offsetting the previous year's loss according to the provisions of the Law on Corporate Income Tax and paying corporate income tax shall be distributed according to Government regulations.

2. Annually, Nam A Bank allocates from after-tax profits to establish and maintain the following funds:

a. The Capital supplementary reserve fund is set aside annually at the rate of 10% of after-tax profits. The maximum level of this fund must not exceed the charter capital of Nam A Bank;

b. Financial contingency fund;

c. Development investment fund;

d. Bonus fund for managers;

e. Reward fund;

f. Welfare fund;

g. Other reserve funds in accordance with the provisions of Laws.

3. Nam A Bank manages and uses funds in accordance with the provisions of Laws.

Article 71. Accounting and Tax

1. Nam A Bank implements accounting and statistics regimes according to the provisions of law.

2. Nam A Bank's fiscal year begins on January 1st and ends on December 31st of the calendar year.

The first fiscal year begins on the date of issuance of the Certificate of Business Registration and ends on the 31st day of December immediately following the date of issuance of that Certificate of Business Registration.

3. Nam A Bank shall maintain accounting books in accordance with its business class in Vietnamese. Such books must be accurate, up-to-date, systematic and sufficient to demonstrate and explain transactions.

4. The accounting regime used by Nam A Bank is the Vietnamese Accounting System (VAS) or other accounting regimes approved by the Ministry of Finance. Nam A Bank performs accounting according to the accounting system prescribed by the State Bank.

Section XVIII. Annual reports, responsibility for providing information, public announcements

Article 72. Annual, first-half and quarterly financial statements

1. Nam A Bank prepares financial statements in accordance with the provisions of law on accounting, statistics, statistical investigation and periodic reporting of business activities in accordance with the provisions of Laws.

2. Nam A Bank's financial statements include a balance sheet, a income statement, a cash flows statement and notes to the financial statements. The annual financial statements must honestly and objectively reflect Nam A Bank's profit and loss during the fiscal year.

Nam A Bank has subsidiaries and must prepare consolidated financial statements according to the provisions of Laws.

3. In addition to periodic reports, Nam A Bank promptly reports to the State Bank in the following cases:

a. Unusual developments in business operations may seriously affect Nam A Bank's business situation;

b. Changes in organization, management, operation, financial situation of major shareholders and other changes that seriously affect Nam A Bank's business operations; purchase, sale, transfer of shares and capital contributions of major shareholders;

c. Changing the name of Nam A Bank's branch; temporarily suspending business operations for less than 05 (five) working days; listing shares on the domestic stock market.

4. Subsidiaries and affiliates of Nam A Bank are responsible for submitting their financial statements and operational reports to the State Bank upon request.

5. Within 90 (ninety) days from the end of the fiscal year, Nam A Bank must submit an annual financial statements to the State Bank in accordance with the provisions of Laws.

6. Annual, 06 (six) month and quarterly financial statements must be disclosed to the competent State agencies in accordance with the provisions of Laws. Nam A Bank discloses information on Nam A Bank's website and on the State Securities Commission's Information Disclosure System in accordance with the law on securities.

Article 73. Annual report

Nam A Bank must prepare and publish Annual Reports in accordance with the provisions of the Law on Securities and the securities market.

Section XIX. Bank Auditing

Article 74. Auditing

1. The General Meeting of Shareholders decide on the selection of an independent auditing organization to conduct auditing activities of Nam A Bank.

2. Nam A Bank must prepare and submit annual financial statements to the independent auditing company after the end of each fiscal year.

3. Nam A Bank's independent auditing organization will examine, verify and report on Nam A Bank's revenues and expenditures based on the annual financial statements and must prepare an Audit Report and submit that report to the Board of Directors.

4. The audit reports are attached to Nam A Bank's annual financial statements.

5. The auditor performing the audit of Nam A Bank is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and to express opinions at the meeting on issues related to the audit of Nam A Bank's financial statements.

6. The specific audit of Nam A Bank's activities is conducted in accordance with the provisions of the Law on Credit Institutions, the law on independent auditing and the guidance documents of the State Bank.

7. During the audit process, Nam A Bank is responsible for:

a. Promptly providing, complete and honest information and documents necessary for the audit;

b. Coordinating and facilitating auditors to conduct audits.

8. The Board of Directors, the Board of Supervisors, the Chief Executive Officer and other executives must meet, carefully evaluate the audit report and recommendations of the independent auditor, develop a plan and schedule to implement the recommendations of the independent auditor and monitor the implementation of that plan.

Section XX. Seal

Article 75. Seal of Nam A Bank

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the provisions of the law on electronic transactions.

2. The Board of Directors decides on the class, quantity, form and content of the seal of Nam A Bank, branches, transaction offices and representative offices of Nam A Bank.

3. The Board of Directors and the Chief Executive Officer use and manage the seal in accordance with the provisions of Laws.

Section XXI. Termination of Operations and Liquidation

Article 76. Reporting and Special Supervise

1. Nam A Bank may be considered and decided by the State Bank to be placed under special control when it falls under one of the cases specified in Clause 1, Article 162 of the Law on Credit Institutions.

2. From the date Nam A Bank is placed under special control, shareholders of Nam A Bank must report the use of shares; must not transfer shares; must not use shares as collateral, except in the cases where it is required by the competent State agencies.

3. In the events specified in Clause 1, Article 192 of the Law on Credit Institutions, Nam A Bank is entitled to special loans from the State Bank and other credit institutions. The special loans are given priority to be repaid before all other debts and financial obligations, including debts and financial obligations with collateral of Nam A Bank.

Article 77. Bankruptcy

Bankruptcy is carried out in accordance with the provisions of Article 203 of the Law on Credit Institutions.

Article 78. Dissolution of Nam A Bank

Nam A Bank is dissolved in the following cases:

1. The General Meeting of Shareholders approved the decision to dissolve and terminate the operation of Nam A Bank in accordance with the provisions of Laws and was approved by the State Bank.

2. When the term of operation expires, Nam A Bank does not apply for an extension of its operating license or applies for an extension but is not approved by the State Bank.

3. Nam A Bank's Establishment and Operation License is revoked.

4. The dissolution of Nam A Bank before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 79. Extension of operation

1. The Board of Directors must convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of Nam A Bank's operation at the request of the Board of Directors.

2. Documents, procedures, and extension of operating period shall comply with the regulations of the State Bank.

Article 80. Liquidation of Nam A Bank

1. In the event that Nam A Bank is declared bankrupt, the liquidation of Nam A Bank shall be carried out in accordance with the provisions of the Law on Enterprise Bankruptcy.

2. Upon dissolution under Article 78 of this Charter, Nam A Bank shall immediately conduct liquidation under the supervision of the State Bank.

3. At least six (06) months before the end of Nam A Bank's term of operation or after a decision to dissolve Nam A Bank is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. 02 (Two) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among Nam A Bank's employees or independent experts. All costs related to the liquidation shall be given priority by Nam A Bank to be paid before other debts of Nam A Bank.

4. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and date of commencement of operations. From that time on, the Liquidation Committee represents Nam A Bank in all matters related to the liquidation of Nam A Bank before the Court and administrative agencies.

5. The proceeds from the liquidation shall be paid in the following order:

- a. Liquidation costs;
- b. Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
- c. Tax debt;
- d. Other debts of Nam A Bank;
- e. The remainder after all debts from point a to point d of this clause have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

Section XXII. Resolution of internal disputes

Article 81. Resolution of internal disputes

1. In the event of disputes or complaints related to the operations of Nam A Bank, the authorities and responsibilities of shareholders as prescribed in the Law on Enterprises, the Charter of Nam A Bank, other provisions of Laws or agreements between: (i) Shareholders and Nam A Bank; or (ii) Shareholders and the Board of Directors, the Board of Supervisors, the Chief Executive Officer or other executives; the relevant parties shall attempt to resolve such disputes by negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and request each party to present information related to the dispute within 06 (six) working days from the date the dispute arises. In the event of disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request and appoint an independent expert to act as a mediator for the dispute resolution process.

2. In the event that no conciliation decision is reached within 06 (six) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

Section XXIII. Information and confidentiality

Article 82. Information

1. Nam A Bank provides information to account holders about transactions and balances on their accounts at Nam A Bank according to the agreement with the account holders.

2. Nam A Bank is allowed to exchange information with other credit institutions about banking activities and customers.

3. Nam A Bank is responsible for reporting and providing information to the State Bank on business operations and personnel as requested by the State Bank and is provided by the State Bank with information related to banking operations of customers having relationships with Nam A Bank.

Article 83. Obligation of confidentiality

1. Nam A Bank's employees and other relevant parties are not allowed to disclose national secrets and Nam A Bank's business secrets that they know.

2. Nam A Bank has the right to refuse requests from institutions and individuals to provide information related to customer deposits, assets and Nam A Bank's operations, except in the cases where there is a request from the competent State agencies in accordance with the provisions of Laws or with the customer's consent.

Section XXIV. Implementation provisions

Article 84. Supplement and amendment of the Charter

1. Any supplement or amendment to this Charter must be considered and approved by the General Meeting of Shareholders.

2. In this Charter, any reference to any provisions of Laws shall include any amended, supplemented or replaced legal provisions.

3. In the event that there are provisions of law related to the operations of Nam A Bank that are not mentioned in this Charter or in case there are new provisions of Laws that are different from the provisions in this Charter, the provisions of such law shall of course be applied and regulate the operations of Nam A Bank.

Article 85. Validity

1. This Charter consists of 85 Articles, effective from the date of approval and signing by the General Meeting of Shareholders of Nam A Bank.

2. The Charter is made into four (04) original copies, of equal value, submitted to the State agencies and archived at Nam A Bank's Head Office. *W*

NAM A COMMERCIAL JOINT STOCK BANK
THE LEGAL REPRESENTATIVE OF NAM A BANK
CHIEF EXECUTIVE OFFICER *W*



W
Tran Khai Hoan

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No.: 1682/2026/QĐQT-NHNA

Ho Chi Minh City, July 25th, 2026

DECISION

On the issuance of the Internal Governance Regulation of Nam A Commercial Joint Stock Bank

THE BOARD OF DIRECTORS

OF NAM A COMMERCIAL JOINT STOCK BANK

Pursuant to the Charter of Nam A Commercial Joint Stock Bank, as amended and supplemented, approved by the General Meeting of Shareholders on July 25th, 2026;

Pursuant to Decision No. 1642/2024/QĐQT-NHNA dated October 28th, 2024 of the Board of Directors on promulgating the Regulation on the Organizational Structure, Management and Administration of Nam A Commercial Joint Stock Bank;

Pursuant to Resolution No. 1682/2026/NQQT-NHNA dated July 25th, 2026 of the Board of Directors of Nam A Commercial Joint Stock Bank.

DECIDES:

- Article 1.** Promulgate the Internal Governance Regulation of Nam A Commercial Joint Stock Bank.
- Article 2.** This Decision shall take effect from July 25th, 2026. Decision No. 1255/2024/QĐQT-NHNA dated August 12th, 2024 of the Board of Directors on the issuance of the Internal Governance Regulation of Nam A Commercial Joint Stock Bank shall cease to be effective.
- Article 3.** Members of the Board of Directors, the Board of Management, Division Directors, Regional Directors, Departments/Divisions/Offices/Centers/Branches/Transaction Offices/Regional Offices/Representative Offices/Subsidiaries of Nam A Commercial Joint Stock Bank, and all relevant employees shall be responsible for implementing this Decision.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipients: *N*

- BOD, BOS (for reporting);
- As per Article 3 (for implementation);
- Archived: BOD Office.



Tran Ngo Phuc Vu

REGULATION

ON THE INTERNAL GOVERNANCE OF NAM A COMMERCIAL JOINT STOCK BANK

*(Issued under Decision No. 103/2026/QĐQT-NHNA dated July 27th, 2026
of the Board of Directors of Nam A Commercial Joint Stock Bank)*

Chapter I

GENERAL PROVISIONS

Article 1. Purpose of issuance, scope of regulation and applicable entities

1. This Internal Governance Regulation provides for the fundamental principles of bank governance with a view to: (i) protecting the legitimate rights and interests of shareholders and Nam A Commercial Joint Stock Bank (Nam A Bank); and (ii) ensuring that Nam A Bank operates in compliance with applicable laws, the Charter of Nam A Bank, and standards and practices in banking operations to achieve the highest efficiency.
2. This internal governance regulation provides for the roles, powers and duties of the General Meeting of Shareholders, the Board of Directors, the Chief Executive Officer; the order and procedures for conducting meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other activities as prescribed in the Charter of Nam A Bank and other applicable laws.
3. This Regulation shall apply uniformly to the Board of Directors, the Board of Supervisors, the Chief Executive Officer, and all units and individuals throughout the Nam A Bank system.

Article 2. Interpretation of terms

In this regulation, the following terms shall have the meanings set out below:

1. **Law on Enterprises** means Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amendments, supplements and replacements from time to time.
2. **Law on Credit Institutions** means the Law on Credit Institutions No. 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 18th, 2024 and its amendments, supplements and replacements from time to time.
3. **Charter of Nam A Bank** means the Charter of Nam A Bank approved by the General Meeting of Shareholders and promulgated from time to time.
4. **Managers of Nam A Bank** include Chairman, members of the Board of Directors, Chief Executive Officer.

5. **Executives of Nam A Bank** include the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, Branch Directors and other equivalent positions as prescribed by Nam A Bank from time to time.
6. **Independent Member of the Board of Directors** means a member of the Board of Directors who satisfies the standards and conditions prescribed by applicable laws and the Charter of Nam A Bank.
7. **Affiliated Person** means an organization or individual that has a direct or indirect relationship with another organization or individual according to the provisions of the Law on Credit Institutions and relevant legal provisions.
8. **SBV** means the State Bank of Vietnam.
9. **GMS** means the General Meeting of Shareholders.
10. **BOD** means the Board of Directors.
11. **BOS** means the Board of Supervisors.
12. **CEO** means the Chief Executive Officer.

Article 3. Fundamental principles of governance

1. Complying with applicable laws and the Charter of Nam A Bank.
2. Ensuring the rights and interests of shareholders and related persons.
3. Ensuring that Nam A Bank's governance and management framework is open, transparent, effective, compliant with regulations of the SBV and consistent with international standards and practices.
4. Ensuring an appropriate governance structure.
5. Ensuring the effective performance of the BOD, the BOS, the CEO and other executives.
6. Ensuring equitable treatment of all shareholders.
7. Ensuring Nam A Bank's operation is open and transparent in accordance with applicable laws.

Article 4. General governance structure

1. The GMS comprises all shareholders holding voting shares and is the highest decision-making body of Nam A Bank.
2. The BOD:
 - a) The BOD is the governing body of Nam A Bank, responsible for providing strategic direction for Nam A Bank, and has the right to act on behalf of Nam A Bank in deciding and exercising the rights and performing the obligations of Nam A Bank, except for matters falling within the authority of the GMS.
 - b) The BOD shall establish committees, councils, boards, offices and other divisions to assist the BOD in performing its powers and duties, including, at a minimum, the

Risk Management Committee and the Human Resources Committee. The functions, duties and powers of such committees, councils, boards, offices and divisions shall be prescribed by the BOD in accordance with applicable laws.

3. The BOS is the body elected by the GMS to represent the shareholders in performing internal audit, supervision and assessment of compliance with applicable laws, internal regulations, the Charter of Nam A Bank, and the resolutions and decisions of the GMS and the BOD.
4. The CEO and other executives:
 - a) The CEO shall be responsible for the day-to-day management of Nam A Bank's business operations and for implementing the strategies approved by the BOD.
 - b) The CEO shall assign duties to and/or authorize members of the Board of Management (BOM) and other executives to organize the implementation of the resolutions and decisions of the BOD, the decisions and direction of the CEO.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 5. Roles, powers and obligations of the GMS

1. The GMS comprising all shareholders holding voting shares, is the highest decision-making body of Nam A Bank and shall have the power to decide on the most important matters of Nam A Bank in accordance with applicable laws and the Charter of Nam A Bank.
2. The GMS shall operate through Annual General Meetings of Shareholders (Annual GMS), Extraordinary General Meetings of Shareholders (Extraordinary GMS), and the collection of shareholders' written opinions.
3. The GMS shall exercise its powers and perform its obligations in accordance with applicable laws and the Charter of Nam A Bank.

Article 6. Authority to convene and forms of the GMS

1. Annual GMS: The BOD shall convene the Annual GMS within four (04) months from the end of each fiscal year, unless an extension is permitted under applicable laws. The Annual GMS shall not be conducted by way of collecting shareholders' written opinions.
2. Extraordinary GMS: The BOD, the BOS or shareholder(s)/group(s) of shareholders shall have the right to convene an Extraordinary GMS in the circumstances prescribed by the Charter of Nam A Bank.
3. A GMS of Nam A Bank may be conducted in the form of physical meeting, virtual meeting or hybrid meeting combining physical attendance and virtual participation.

Article 7. Order and procedures for conducting physical GMS

The order and procedures for conducting a GMS shall be implemented in accordance with this Regulation, the Charter of Nam A Bank and applicable laws. The principal provisions governing the order and procedures are as follows:

1. Notice of the record date for determining shareholders entitled to attend the GMS:
Nam A Bank shall disclose information on the determination of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date.
2. List of shareholders entitled to attend the GMS:
 - a) The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days before the date on which the invitation notice is sent.
 - b) The list shall be prepared based on the register of shareholders and the register of securities holders of Nam A Bank.
 - c) The list shall include the full name, contact address, nationality and legal identification number of each individual shareholders; the name, enterprise identification number or legal establishment documents, and the head office address of each institutional shareholders; the number of shares of each class held; and the shareholder registration number and registration date of each shareholder.
 - d) Each shareholder shall have the right to be provided with the information relating to such shareholder as recorded in the list of shareholders entitled to attend the GMS.
 - e) Shareholders shall have the right to request the convener of the GMS to correct inaccurate information or supplement necessary information relating to such shareholders in the list of shareholders entitled to attend the meeting.
3. Invitation notice of the GMS:
 - a) The convener of the GMS must send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the meeting date (calculated from the date the notice is sent or validly delivered). The notice must be sent by a guaranteed method to the contact address of the shareholders and simultaneously published on the electronic information page (website) of Nam A Bank and the State Securities Commission, as well as the stock exchange where Nam A Bank's shares are listed or registered for trading.
 - b) The notice shall specify the name, head office address and enterprise identification number of Nam A Bank; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements applicable to attendees.
 - c) The following documents shall accompany the notice of the GMS:
 - i. Meeting agenda, meeting materials and draft resolutions for each agenda item;
 - ii. Ballot;

iii. Power of Attorney;

iv. List of candidates and detailed information relating to candidates where members of the BOD or the BOS are to be elected.

Where the meeting materials are not enclosed with the notice, the notice shall specify the website where shareholders may access such documents.

4. Shareholders' proposals for inclusion in the Meeting Agenda:

- a) A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to Nam A Bank no later than 03 (three) working days before the opening date. Proposals must clearly full name, mailing addresses, nationalities, and legal document numbers of individual shareholders; name, business registration numbers or legal document numbers, headquarters addresses for institutional shareholders; the quantity of each class of shares held by the shareholder, and the issues proposed to be included in the meeting agenda.
- b) In the event that the convener of the GMS refuses the proposal referred to in Point a of this Clause, they must provide a written response, stating the reasons, no later than 02 (two) working days before the opening date of the GMS in accordance with the Charter of Nam A Bank.
- c) The convener shall accept and include the proposal referred to in Point a of this Clause in the draft agenda and contents of the meeting unless it falls within the circumstances referred to in Point b of this Clause. The proposal shall become an official agenda item upon approval by the GMS.

5. Authorization to attend the GMS:

- a) Shareholders, or their authorized representatives, are organizations that can directly attend the meeting or delegate another individual or organization to attend the meeting or participate in the meeting approving one of the forms specified under the Charter of Nam A Bank.
- b) The authorization of an individual or organization to attend the GMS on behalf of a shareholder as prescribed in Point a of this Clause shall be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the shareholder granting the authorization, the name of the individual or organization receiving the authorization, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

In the event of a delegated authorization, the meeting participant must present the original authorization document from the shareholder, and the representative authorized by the shareholder is an organization (if it has not been previously registered with Nam A Bank).

- c) Before the opening of the GMS or before the meeting is reconvened, if Nam A Bank does not receive notification of any of the following events, then the participation in the GMS and/or the voting ballot of the authorized representative within the scope of the authorization remains valid when:
 - i. The authorizing person has passed away, has limited civil capacity, or has lost civil capacity;
 - ii. The authorizing person has amended, supplemented, replaced or terminated the previous authorization.

6. Registration to attend the GMS:

- a) Prior to the opening of the meeting, Nam A Bank shall conduct shareholder registration procedures. A shareholder entitled to attend who fails to complete registration in accordance with Nam A Bank's instructions shall be deemed not to have attended the meeting.
- b) When registering shareholders, Nam A Bank issues each shareholder or their authorized representative a Ballot, which includes the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes for that shareholder.
- c) Shareholders or authorized representatives who arrive after the meeting has commenced have the right to register immediately and subsequently participate and vote at the assembly right after registration. The Chairman of the meeting is not responsible for pausing the assembly to allow late shareholders to register, and the validity of the matters that have been voted on previously remains unchanged.

7. Conditions for conducting the GMS:

- a) The GMS is held when the number of shareholders and authorized representatives attending the meeting exceeds 50% of the total voting shares.
- b) In the event that the conditions for conducting the meeting prescribed in Point a of this Clause are not fulfilled, the invitation for the second meeting shall be sent within 30 (thirty) days from the first meeting date. The second GMS shall be conducted when it is participated by a number of shareholders that represent at least 33% of the votes.
- c) In the event that the conditions for conducting the second meeting prescribed in Point b of this Clause are not fulfilled, the invitation for the third meeting shall be sent within 20 (twenty) days from the second meeting date. The third GMS shall

be conducted regardless of the number of votes represented by the participants, it shall be considered valid and have the authority to decide on all issues proposed for approval at the first GMS.

- d) Only the GMS shall have the authority to amend the agenda attached to the notice of meeting in accordance with Clause 3 of this Article.

Article 8. Forms and conditions for approving of the decision of the GMS

1. The GMS approves decisions within its authority by voting at the meeting or by obtaining written opinions, as applicable in accordance with the Charter of Nam A Bank.
2. Depending on the matter prescribed in the Charter of Nam A Bank, a Resolution of the GMS shall be adopted upon approval by shareholders representing more than fifty percent (50%) or more than sixty-five percent (65%) of the total votes of attending shareholders or their authorized representatives (in the case of a physical meeting), or by shareholders representing more than fifty percent (50%) or more than sixty-five percent (65%) of the total votes of all shareholders (in the case of collecting shareholders' written opinions).
3. The election of members of the BOD and the BOS must be conducted 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 members to be elected to the BOD or the BOS, and shareholders have the right to allocate all of their votes to one or several candidates.

Article 9. Voting Procedures at the GMS

1. The GMS shall discuss and vote on each agenda item or group of agenda items under the direction of the Chairperson. Voting shall be conducted in accordance with the voting rules applicable to the meeting.
2. Vote Counting: The GMS shall elect vote counters or vote-count supervisors upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be determined by the GMS.
 - a) Vote counting shall commence immediately after the completion of voting.
 - b) The Vote Counting Committee shall verify the validity of the ballots.
 - c) The Vote Counting Committee shall consolidate the voting results and determine whether each proposed matter is approved or not approved.
3. Announcement of voting results: The voting results shall be recorded in writing and announced at the GMS.

Article 10. Order and procedures for conducting a virtual GMS

1. Where necessary, the BOD may decide to convene a virtual GMS. A virtual GMS shall utilize appropriate technological solutions that enable shareholders to attend, express their opinions and cast votes electronically or by other electronic means.
2. Shareholders shall register accurate telephone numbers, contact addresses and/or email addresses to ensure receipt of the access credentials for participation in the virtual GMS and electronic voting, and shall bear full responsibility for the accuracy of such registered information.
3. Shareholders shall use the access account provided by Nam A Bank to attend the virtual meeting and cast electronic votes in all voting sessions for which they are entitled to vote.
4. Shareholders shall be responsible for maintaining the confidentiality of their access account, password and other authentication credentials to ensure that only the shareholder may attend the virtual GMS and cast electronic votes through the online meeting system. Shareholders shall be legally responsible and accountable to Nam A Bank for all electronic votes cast through their respective access accounts on the virtual GMS system.
5. Detailed regulations governing the organization of virtual GMS shall be implemented in accordance with the regulation on the organization of virtual GMS of Nam A Bank approved by the GMS.

Article 11. Order and procedures for conducting a hybrid GMS

1. To maximize shareholders' rights and facilitate their participation, the BOD may, where necessary, decide to convene a hybrid GMS combining physical attendance and virtual participation.
2. The order and procedures for organizing the meeting and conducting voting at a hybrid GMS shall comply with the provisions of Chapter II of this Regulation.

Article 12. Minutes of the GMS

1. The meetings of the GMS must be recorded in minutes and may be audio recorded or saved in other electronic forms.
2. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the main content as stipulated in Clause 1, Article 150 of the Law on Enterprises. In the event of discrepancies between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.
3. The minutes of the GMS must be finalized and approved before the meeting is finished. The Chairman of the meeting and the Secretariat Board, or others, must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

Article 13. Disclosure of the minutes and resolutions of the GMS

1. The notice of the GMS, the minutes of the GMS, the resolutions of the GMS, and other related documents must be disclosed in accordance with the provisions of Laws on information disclosure in the securities market and must be kept at the head office of Nam A Bank.
2. Within 15 (fifteen) days from the date of the completion of the GMS or from the date of the vote counting conclusion (according to the vote counting minutes) in the event of obtaining shareholders' written opinions, Nam A Bank must send all resolutions and decisions approved by the GMS to the SBV.

Article 14. Objection to Resolutions of the GMS

1. Within 90 (ninety) days from the date of receiving the resolution or the minutes of the GMS or the minutes of the results of the shareholders' written opinions, shareholders or a group of shareholders holding five percent (5%) or more of the total ordinary shares have the right to request the Court or Arbitration to review and consider invalidating the resolution or part of the content of the resolution of the GMS in the following cases:
 - a) The order and procedure for convening meetings or obtaining shareholders' written opinions from shareholders and issuing decisions of the GMS must comply with the current legal regulations, and the Charter of Nam A Bank, except where the resolution of the GMS is adopted by one hundred percent (100%) of the total voting shares.
 - b) The content of the resolution violates the Laws or the Charter of Nam A Bank.
2. Shareholders who voted against a resolution on the reorganization of Nam A Bank or on any amendment to the rights and obligations of shareholders as prescribed in the Charter of Nam A Bank shall have the right to request Nam A Bank to repurchase shares in accordance with Article 132 of the Law on Enterprises. Such request shall be made in writing and shall specify the name and address of the shareholder, the number of shares of each class, the proposed selling price, and the reasons for requesting Nam A Bank to repurchase such shares. The request shall be submitted to Nam A Bank within ten (10) days from the date on which the GMS adopts the resolution on the matters specified in this Clause.

Article 15. Authority and Procedures for obtaining Shareholders' Written Opinions

1. The BOD has the right to obtain shareholders' written opinions to approve the decisions of the GMS at any time if deemed necessary for the benefit of Nam A Bank, except for matters which, in accordance with the Charter of Nam A Bank, must be adopted by voting at a meeting of the GMS. The decisions of the GMS may be approved in the form of obtaining written opinions, provided that the approval is obtained from shareholders meeting the ratio specified in the Charter of Nam A Bank.
2. The BOD must prepare the written opinion ballots, the draft resolution of the GMS, and the explanatory documents for the draft resolution. The BOD must ensure that the

documents are sent and published to the shareholders within a reasonable time for reviewing and voting, and must send them no later than 10 (ten) days before the deadline for receiving the written opinion ballots. The requirements and methods for sending the written opinion ballots and accompanying documents shall be carried out in accordance with the Charter of Nam A Bank.

3. A written opinion ballot shall contain the principal contents prescribed in Clause 3 Article 149 of the Law on Enterprises.
4. The written opinion ballots must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder.
5. The written opinion ballots can be submitted to Nam A Bank by the following methods:
 - a) Sending by letter: The written opinion ballots sent to Nam A Bank must be placed in a sealed envelope and kept confidential until the time of the vote counting;
 - b) Sending by faxes, emails, or other electronic forms: The written opinion ballots sent to Nam A Bank via fax, email, or other electronic means must be kept confidential until the time of the vote counting.
 - c) Sending by other methods as instructed by Nam A Bank.

The written opinion ballots received by Nam A Bank after the deadline specified in the content of the written opinion ballots or those that have been opened in the event of mail submissions or announced before the vote counting in the event of fax or email submissions, are considered invalid. Written opinion ballots that are not submitted are regarded as non-participation in the voting.

6. The BOD conducts the voting and prepares the vote counting minutes in the presence of the Board of Supervisors or shareholders who do not hold management positions at Nam A Bank. Members of the BOD, vote counters, and vote counting supervisors are jointly responsible for the integrity and accuracy of the vote counting minutes; they are also jointly liable for any damages arising from decisions made based on untruthful or inaccurate vote counting.
7. The Vote Counting Minutes shall bear the full names and signatures of the Chairperson of the BOD, the vote-count supervisor and the vote counter, and shall contain the principal contents prescribed in Clause 5 Article 149 of the Law on Enterprises.
8. The resolution of the GMS approved in the form of obtaining written opinions is considered as valid as a resolution directly voted at the GMS.
9. The vote counting minutes and resolutions must be sent to the shareholders within 15 (fifteen) days from the date of completion of the vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting on the electronic information page of Nam A Bank within 24 (twenty-four) hours from the time of completion of the vote counting.

10. The written opinion ballots answered, the vote counting minutes, the full text of the resolution that has been approved, and the related documents sent along with the written opinion ballots must all be kept at the headquarters of Nam A Bank.

Chapter III

BOARD OF DIRECTORS

Article 16. Structure, roles, powers and obligations of the BOD

1. The BOD is the governing body of Nam A Bank and shall have the authority, on behalf of Nam A Bank, to decide on all matters relating to the objectives and interests of Nam A Bank, except for those falling within the authority of the GMS.
2. The BOD shall supervise the CEO and other Executives in the performance of duties.
3. The BOD shall exercise such other rights and perform such other obligations as prescribed by applicable laws and the Charter of Nam A Bank.
4. The BOD must have at least 05 (five) members and no more than 11 (eleven) members. The number of members for each term is decided by the GMS. The Board of Directors must have at least 02 (two) independent members, $\frac{2}{3}$ (two-thirds) of the total number of members must be independent members and non-executive members. The total number of independent members of the Board of Directors must account for at least $\frac{1}{3}$ (one-third) of the total number of members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors is determined by rounding down.
5. The term of the BOD must not exceed 05 (five) years. The term of a member of the BOD shall follow the term of the BOD. The term of an additional or replaced member of the BOD shall be the remaining term of the BOD. The BOD of the term that has just ended shall continue to operate until the BOD of the new term takes over.
6. An individual and his/her Affiliated Persons or representatives of the capital contribution of an institutional shareholder and their Affiliated Persons may participate in the BOD but not exceed 02 (two) members of the BOD of Nam A Bank, except in the cases of representatives of the State's capital contribution or the mandatory transferee.
7. Where the number of members of the BOD falls below the minimum number prescribed in the Charter of Nam A Bank, Nam A Bank shall elect additional members within ninety (90) days from the date on which the number of members falls below the prescribed minimum to satisfy the minimum requirement, unless Nam A Bank is placed under special control.

Article 17. Procedures for the nomination, self-nomination, election, dismissal and removal of Members of the BOD

1. Qualifications and eligibility requirements for members of the BOD: Members of the BOD shall satisfy all qualifications and eligibility requirements prescribed by applicable laws and the Charter of Nam A Bank.
2. Nomination and self-nomination of candidates for membership of the BOD:
 - a) A shareholder or group of shareholders holding 5% or more of the total ordinary shares has the right to nominate or stand for election to the BOD in accordance with the nomination and candidacy principles set out in Nam A Bank's Charter and relevant law.
 - b) In the event that the number of candidates for the BOD by nomination and candidacy is still insufficient, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the regulations of the Operational Regulations of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly announced before the GMS votes to elect members of the BOD in accordance with legal regulations.
 - c) Information relating to the candidates for membership of the BOD (where such candidates have been identified) shall be disclosed on the official website of Nam A Bank at least ten (10) days before the opening date of the GMS to enable shareholders to review such candidates prior to voting. The information disclosed in respect of each candidate shall include at least the following:
 - i. Full name and date of birth;
 - ii. Professional qualifications;
 - iii. Employment history;
 - iv. Other managerial positions held (including membership of the BOD of other companies);
 - v. Interests relating to Nam A Bank and parties (persons) related to Nam A Bank (if any).
 - d) A BOD candidate must provide a written commitment as to the truthfulness and accuracy of the personal information disclosed, and must commit to performing duties honestly, prudently, and in the best interests of Nam A Bank if elected as a BOD member.
3. Election, dismissal and removal of members of the BOD
The election, dismissal and removal of members of the BOD shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOD of Nam A Bank, and applicable laws.
4. Election, dismissal and removal of the Chairman of the BOD:

- a) The Chairperson of the BOD shall be elected, dismissed or removed by the BOD from among its members. The election, dismissal and removal of the Chairperson of the BOD shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOD of Nam A Bank, and applicable laws.
- b) The Chairperson of the BOD shall be elected at the first meeting of the BOD within seven (7) working days from the completion of the election of the BOD. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. Where more than one (01) member receives the same highest number of votes or voting ratio, the members shall elect one (01) among themselves by majority vote to convene the meeting of the BOD.
- c) Within no more than 10 (ten) days from the date the Chairman of the BOD automatically loses his/her status as a member of the BOD in accordance with the Charter of Nam A Bank, the members of the BOD are responsible for organizing a meeting of the BOD to elect a member of the BOD (who meets the current qualifications and conditions) to serve as the Chairman of the BOD.

Article 18. Remuneration, bonuses and other benefits of Members of the BOD

- 1. The remuneration, bonuses, and other benefits of the members of the BOD are determined based on the results and business performance approved by the GMS.
- 2. Members of the BOD receive compensation for their work and bonuses. Compensation is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate of compensation. The BOD estimates the compensation for each member based on a consensus principle. The total compensation and bonuses for the BOD are determined by the GMS at the annual meeting.
- 3. The remuneration of each member of the BOD is included in the business expenses of Nam A Bank in accordance with the regulations of corporate income tax law, is presented as a separate item in the annual financial statements of Nam A Bank, and must be reported to the GMS at the annual meeting.
- 4. Members of the BOD holding executive positions or members of the BOD working in committees, councils, divisions of the Board or performing other tasks outside the usual duties of a Board member may receive additional compensation in the form of a lump sum payment per occasion, salary, commission, profit percentage, or in other forms as decided by the BOD.
- 5. Members of the BOD have the right to be reimbursed for all expenses in accordance with the operational budget of the Board approved by the GMS and the Operational Regulations of the BOD at any given time.



6. Members of the BOD may have liability insurance purchased by Nam A Bank after obtaining approval from the GMS. This insurance does not cover liabilities of Board members related to violations of the Laws and the Charter of Nam A Bank.

Article 19. Procedures for convening and conducting meetings of the BOD

The order, procedures and manner of convening and conducting meetings of the BOD shall be implemented in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOD of Nam A Bank, and applicable laws.

Article 20. Resolutions and decisions of the BOD

1. Resolutions and decisions of the BOD shall be adopted in accordance with the Charter of Nam A Bank.
2. Upon issuance, one (01) copy of each resolution or decision of the BOD shall be sent to the Head of the BOS for supervisory purposes and one (01) copy shall be sent to the CEO for information and implementation.
3. All units and individuals of Nam A Bank, including members of the BOD, shall be responsible for implementing the resolutions and decisions of the BOD.
4. The CEO shall be accountable to the BOD for directing the proper implementation of the relevant contents of the resolutions and decisions of the BOD. The CEO shall promptly report to the Chairperson of the BOD where he/she considers that the implementation of any resolution or decision of the BOD, at the present time or in the future, may adversely affect the business operations of Nam A Bank, for the BOD's consideration. Where the BOD does not issue a replacement resolution or decision, the CEO shall continue to implement the resolution or decision previously issued by the BOD.

Article 21. Appointment and dismissal of the Corporate Governance Director

1. The BOD appoints at least one (1) person as the Corporate Governance Director of Nam A Bank to support the bank's governance activities effectively. The Corporate Governance Director may also serve as the Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Director must meet the following standards:
 - a) Shall not simultaneously work for the auditing firm that is conducting the audit of Nam A Bank's financial statements;
 - b) Other standards as prescribed by Laws and the decisions of the BOD.
3. The Corporate Governance Director has the following rights and responsibilities:
 - a) Advising the BOD on organizing the GMS in accordance with regulations and related tasks between Nam A Bank and shareholders;

- b) Preparing the meetings of the BOD, the BOS, and the GMS as requested by the BOD or the BOS;
- c) Consulting on the procedures for meetings;
- d) Attending the meetings;
- e) Advising on the procedures for establishing resolutions of the BOD in accordance with the provisions of Laws;
- f) Providing financial information, copies of the Board meeting minutes, and other information to the members of the Board of Directors and the Board of Supervisors;
- g) Monitoring and reporting to the Board of Directors on the information disclosure activities of Nam A Bank;
- h) Serving as the point of contact for stakeholders;
- i) Ensuring the confidentiality of information in accordance with the Laws and this Charter;
- j) Other authorities and responsibilities as stipulated by Laws and these regulations.

Chapter IV

BOARD OF SUPERVISORS

Article 22. Structure, roles, powers and obligations of the BOS

1. The BOS is the body elected by the GMS to supervise the operations of Nam A Bank for the purpose of accurately assessing its business performance and financial condition. The BOS shall represent the shareholders in performing the internal audit function and supervising and assessing compliance with applicable laws, internal regulations, the Charter of Nam A Bank, and the resolutions and decisions of the GMS and the BOD.
2. The BOS shall be accountable before the law and the GMS for the performance of its assigned powers and duties. In the performance of its obligations, the BOS shall exercise the powers prescribed by applicable laws and the Charter of Nam A Bank.
3. The BOS shall formulate, submit to the GMS for approval, and implement the Regulation on the Organization and Operation of the BOS in accordance with applicable laws and the Charter of Nam A Bank.
4. The BOS shall have such other powers and obligations as prescribed by applicable laws and the Charter of Nam A Bank.
5. The BOS must have at least 05 (five) members. The members of the BOS must not be individuals working in the accounting or finance department of Nam A Bank and must not be members or employees of the independent auditing firm that conducted the financial audit of Nam A Bank in the 03 (three) consecutive years prior. The number of members for each term of office must be determined by the GMS.

6. The term of the BOS shall not exceed five (05) years. The term of a member of the BOS shall align with the term of the BOS. Members of the BOS may be re-elected or reappointed for an unlimited number of terms. The term of a member who is added or replaces a member who has automatically lost their position, been dismissed, or removed during the term shall be the remaining duration of that term. The BOS of the concluded term shall continue to operate until the BOS of the new term takes over the responsibilities.
7. In the event that the BOS has less than the minimum number of members required in this Charter, within 90 (ninety) days from the date of insufficient minimum number of members' number, Nam A Bank must elect additional members to ensure the minimum number, except in the cases where Nam A Bank is under special control.

Article 23. Procedures for the nomination, self-nomination, election, dismissal and removal of Members of the BOS

1. Qualifications and eligibility requirements for members of the BOS: Members of the BOS shall satisfy all qualifications and eligibility requirements prescribed by applicable laws and the Charter of Nam A Bank.
2. Nomination and self-nomination of candidates for membership of the BOS:
 - a) A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to nominate or self-nominate candidates for election to the BOS in accordance with the principles for nomination and self-nomination prescribed in the Charter of Nam A Bank and applicable laws.
 - b) In the event that the number of candidates for the BOS nomination and self-nomination is still insufficient, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the regulations set forth in the Operational Regulations of the BOS. The introduction of additional candidates by the incumbent BOS must be clearly announced before the GMS votes to elect members of the BOS in accordance with the law.
 - c) Information relating to the candidates for membership of the BOS (where such candidates have been identified) shall be disclosed on the official website of Nam A Bank at least ten (10) days before the opening date of the GMS to enable shareholders to review such candidates prior to voting. The information disclosed in respect of each candidate shall include at least the following:
 - i. Full name and date of birth;
 - ii. Professional qualifications;
 - iii. Employment history;
 - iv. Other managerial positions held (including membership of the board of supervisors of other companies);

- v. Interests related to Nam A Bank and the related persons of Nam A Bank (if any).
 - d) Candidates for membership of the BOS shall provide a written undertaking confirming the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, prudently and in the best interests of Nam A Bank if elected as members of the BOS.
3. Election, dismissal and removal of members of the BOS:
- The election, dismissal and removal of members of the BOS shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOS of Nam A Bank, and applicable laws.
4. Election, dismissal and removal of the Head of the BOS:
- a) The Head of the BOS shall be elected, dismissed or removed by the BOS from among its members. The election, dismissal and removal of the Head of the BOS shall be carried out in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the BOS of Nam A Bank, and applicable laws.
 - b) The Head of the BOS shall be elected at the first meeting of the BOS within seven (7) working days from the completion of the election of the BOS. Such meeting shall be convened and chaired by the members receiving the highest number of votes or the highest voting ratio. Where more than one (01) member receives the same highest number of votes or voting ratio, the members shall elect one (01) among themselves by majority vote to convene the meeting of the BOS.
 - c) Within ten (10) days from the date on which the Head of the BOS automatically ceases to be a member of the BOS in accordance with the Charter of Nam A Bank, the members of the BOS shall convene a meeting of the BOS to elect one (01) member of the BOS who satisfies the applicable qualifications and eligibility requirements to serve as the Head of the BOS.

Article 24. Remuneration, bonuses and other benefits of Members of the BOS

- 1. Members of the BOS shall be entitled to remuneration, bonuses and other benefits as decided by the GMS. The GMS shall decide on the aggregate remuneration, bonuses, other benefits and the annual operating budget of the BOS.
- 2. Members of the BOS shall be reimbursed for reasonable accommodation, travel and independent professional advisory service expenses. The aggregate remuneration and such expenses shall not exceed the annual operating budget of the BOS approved by the GMS, unless otherwise decided by the GMS.
- 3. The remuneration and operating expenses of the BOS is included in the business expenses of Nam A Bank in accordance with the regulations of corporate income tax

law, is presented as a separate item in the annual financial statements of Nam A Bank, and must be reported to the GMS at the annual meeting.

Article 25. Procedures for Convening and Conducting Meetings of the Board of Supervisors

The order, procedures and manner of convening and conducting meetings of the Board of Supervisors shall be implemented in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the Board of Supervisors of Nam A Bank, and applicable laws.

Article 26. Other Provisions Relating to the Board of Supervisors

The duties, powers and other rights of the Board of Supervisors, the Head of the Board of Supervisors and members of the Board of Supervisors; the adoption of resolutions and decisions of the Board of Supervisors; and other matters relating to the Board of Supervisors shall be implemented in accordance with the Charter of Nam A Bank, the Regulation on the Organization and Operation of the Board of Supervisors of Nam A Bank, and applicable laws.

Chapter V

CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 27. Powers and obligations of the CEO and other executives

1. The CEO shall be appointed by the BOD from among the members of the BOD or from among other individuals or may be employed by the BOD. The CEO shall be responsible for the day-to-day management of the operations of Nam A Bank, shall be subject to the supervision of the BOD and the BOS, and shall be accountable to BOD and before the law for the exercise of powers and the performance of obligations. The CEO shall have the powers and duties prescribed in the Charter of Nam A Bank.
2. Other executives shall be responsible for managing and operating the activities of the divisions or units under their respective responsibility in accordance with the assignment or authorization of the CEO, and shall organize the implementation of the resolutions and decisions of the BOD and the decisions and directions of the CEO.
3. The BOD shall determine the salary, bonuses and other benefits of the CEO and other executives based on the business performance and operating results of Nam A Bank.
4. The salary of the CEO shall be recognized as an operating expense of Nam A Bank in accordance with the laws on corporate income tax, separately disclosed in the annual financial statements of Nam A Bank, and reported to the GMS at its Annual General Meeting.

Article 28. Qualifications and eligibility requirements for the CEO and other executives

1. Qualifications and eligibility requirements for the CEO:

The CEO shall satisfy all qualifications and eligibility requirements prescribed in the Charter of Nam A Bank, the Law on Credit Institutions and other applicable laws.

2. Qualifications and eligibility requirements for other executives:

- a) Other executives shall not fall within the categories of persons prohibited from holding managerial positions as prescribed in the Charter of Nam A Bank and applicable laws.
- b) The deputy CEO cannot simultaneously be a manager, executive, supervisor, or member of the BOS of another credit institution or business, except in cases where the deputy CEO is a manager or executive of a subsidiary of Nam A Bank.
- c) Other executives shall satisfy one of the following requirements:
 - i. Hold a university degree or higher in finance, banking, economics, business administration, law, accounting, auditing or another discipline relevant to the professional field to be assumed;
 - ii. Hold a university degree or higher in another discipline and have at least three (03) years of direct working experience in finance, banking or the professional field to be assumed.
- d) Other executives shall reside in Vietnam throughout their term of office.
- e) The chief accountant shall satisfy the qualifications and eligibility requirements prescribed by the laws on accounting.
- f) Other executives shall satisfy such other qualifications and eligibility requirements as may be prescribed by Nam A Bank and applicable laws from time to time.

Article 29. Procedures for the appointment, dismissal and removal of the CEO and other executives

1. The BOD shall appoint, dismiss, impose disciplinary measures on, suspend from duty, and determine the salary and other benefits of the CEO, Deputy CEO, chief accountant, corporate secretary, directors of branches, subsidiaries and non-business units, heads of representative offices, and other positions falling within the authority of the BOD in accordance with the internal regulations promulgated by the BOD.
2. The CEO shall appoint, dismiss and remove executives of Nam A Bank, except for positions falling within the decision-making authority of the GMS, the BOD, and other positions as prescribed in the internal regulations of Nam A Bank.
3. The regulation on the appointment, dismissal, removal and execution of employment contracts applicable to the CEO and other executives shall be promulgated by the BOD.

Chapter VI

COORDINATION AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE CHIEF EXECUTIVE OFFICER

Article 30. Principles of coordination

The BOD, the BOS and the CEO shall coordinate activities in accordance with the following principles:

1. Always act in the best interests of Nam A Bank.
2. Strictly comply with applicable laws and the regulations of Nam A Bank.
3. Perform obligations with the highest sense of responsibility, integrity and cooperation, and maintain regular communication to jointly resolve difficulties and obstacles (if any).

Article 31. Coordination between the BOD and the CEO

1. At meetings of the BOD, the Chairman of the BOD or the chairperson of the meeting shall, depending on the agenda of the meeting, decide whether to invite the CEO or other executives responsible for the relevant matters to attend the meeting and provide comments (if any).
2. At regular or extraordinary meetings of the BOM, or meetings concerning significant matters chaired by a member of the BOM, the chairperson of the meeting shall, depending on the agenda of the meeting, decide whether to invite the Chairperson of the BOD or relevant members of the BOD to attend the meeting and provide comments (if any). In all cases, minutes of the meeting shall be prepared and one (01) copy thereof shall be submitted to the Chairperson of the BOD for reporting purposes.
3. Representatives of the office of the BOD shall attend periodic review meetings, year-end review meetings and regular briefing meetings to facilitate information exchange and strengthen direction to ensure the proper implementation of the policies, guidelines, resolutions, decisions and regulations issued by the BOD.
4. The CEO shall be accountable to the BOD for directing the proper implementation of the relevant contents of the resolutions, decisions and internal communications of the BOD.
5. The CEO shall submit written reports to the BOD upon request. All documents issued by the Board of Management and submitted to competent State authorities at all levels or to mass media agencies in response to their lawful requests shall simultaneously be copied to the Chairperson of the BOD.
6. Where any risk that may materially affect the reputation or business operations of Nam A Bank is identified, or in any other case considered necessary, the CEO and other executives shall promptly report such matter to the Chairperson of the BOD and the member of the BOD directly responsible for the relevant area.
7. The BOD have the right to require the CEO and other executives to report on the performance of their duties, provide information and comply with reporting requirements for the purpose of performing the governance and control functions of Nam A Bank in accordance with the Charter of Nam A Bank, the internal regulations of Nam

A Bank and applicable laws. Information and data provided to the BOD shall be truthful, objective, timely and complete, accurately reflect the operational status of Nam A Bank, and satisfy the governance requirements of Nam A Bank as well as applicable laws.

Article 32. Coordination between the BOD and the BOS

1. The Chairperson of the BOD or the person convening a meeting of the BOD shall send the notice of the meeting and the accompanying documents to the BOS.
2. In addition to periodic reports, members of the BOS have the right to request the BOD to provide information and documents relating to the management, administration and business operations of Nam A Bank.
3. The BOS shall regularly inform the BOD of its operational results. The BOS may consult the BOD before submitting its reports and recommendations to the GMS.
4. The BOD shall ensure that copies of all financial information and other information, as well as the minutes of meetings of the BOD, are provided to the BOS concurrently with their provision to members of the BOD.

Article 33. Coordination between the BOS and the CEO

1. Where deemed necessary, the CEO may invite the Head of the BOS or members of the BOS to attend meetings. The Head of the BOS or members of the BOS may provide comments (if any). The Chairperson and/or the secretary of the meeting shall send a copy of the minutes of the meeting to the BOS.
2. The CEO and other executives shall facilitate members of the BOS in accessing information and documents upon request.
3. The CEO shall receive internal audit reports, organize the implementation of the recommendations made by the BOS to the CEO in the internal audit reports (if any), and report to the BOS on the implementation of such recommendations.

Chapter VII

PERFORMANCE EVALUATION, COMMENDATION AND DISCIPLINARY ACTIONS APPLICABLE TO MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 34. Methods for evaluating the performance of Members of the BOD, the BOS, the CEO and other executives

1. The BOD shall evaluate the performance of members of the BOD and the CEO.
2. The BOS shall evaluate the performance of members of the BOS.
3. The CEO shall evaluate the performance of members of the BOM and Other Executives under the management of the CEO.

4. Subject to the decision of the BOD or the BOS, the performance evaluation of members of the BOD, the BOS, the CEO and other executives may be conducted by one or more of the following methods:
 - a) Self-assessment;
 - b) Semi-annual performance evaluation;
 - c) Annual performance evaluation conducted at the end of the year;
 - d) Vote of confidence;
 - e) Other methods as determined by the BOD or the BOS from time to time.

Article 35. Performance evaluation criteria

1. Performance in carrying out assigned duties, including the level of completion, workload, quality and effectiveness of the individual's work, and the development and operational results of the relevant unit.
2. Ethical standards, personal conduct, and compliance with the Charter of Nam A Bank, the internal regulations of Nam A Bank and applicable laws.
3. Commitment to continuous learning and professional development, integrity, willingness to accept constructive feedback, organizational awareness, discipline, and sense of responsibility in performing assigned duties and responsibilities of the position held.
4. Management capability, management style and attitude toward work management.
5. Cooperation and teamwork within the unit and with other units, and the level of trust and confidence of employees.

Article 36. Commendation

1. Members of the BOD, the BOS, the CEO and other executives who achieve outstanding performance in the governance and management of Nam A Bank and in performing other assigned duties shall be considered for commendation in accordance with applicable laws and the regulations of Nam A Bank.
2. The forms of commendation, the specific criteria applicable to each form of commendation, and the order and procedures for commendation shall be implemented in accordance with applicable laws, the Charter of Nam A Bank and the internal regulations of Nam A Bank from time to time.

Article 37. Disciplinary actions

1. Where a member of the BOD, the BOS, the CEO or other executives, in the course of performing assigned duties, violates applicable laws, the Charter of Nam A Bank or the internal regulations of Nam A Bank, such member shall, depending on the nature, severity and consequences of the violation, be subject to disciplinary actions in accordance with applicable regulations.

2. The principles, forms, order and procedures for disciplinary actions shall be implemented in accordance with applicable laws, the Charter of Nam A Bank and the internal regulations of Nam A Bank from time to time.

Chapter VIII

IMPLEMENTATION PROVISIONS

Article 38. Implementation provisions

1. Other matters relating to the internal governance of Nam A Bank not provided for in this Regulation shall be governed by applicable laws, the Charter of Nam A Bank and other internal regulations of Nam A Bank. In the event of any inconsistency between this Regulation and the Charter of Nam A Bank with respect to the same matter, the Charter of Nam A Bank shall prevail.
2. In this Regulation, any reference to any legal document or any provision thereof shall include any amendments, supplements or replacement legal documents. Where any provision of this Regulation is inconsistent with, or no longer conforms to, applicable laws, such provision shall automatically cease to be effective; provided, however, that the remaining provisions of this Regulation shall remain unaffected.
3. Where any provision of this Regulation becomes inconsistent with any applicable laws as amended, supplemented or newly promulgated after the effective date of this Regulation, such applicable laws shall apply directly until this Regulation is amended, supplemented or replaced accordingly.
4. Any supplement or amendment to this Regulation must be considered and approved by the GMS.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Tran Ngo Phuc Vu

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No.: 1688 /2026/QĐQT-NHNA

Ho Chi Minh City, July 25th, 2026

DECISION

**On the Issuance of the Operating Regulation of the Board of Directors
of Nam A Commercial Joint Stock Bank**

THE BOARD OF DIRECTORS OF NAM A COMMERCIAL JOINT STOCK BANK

Pursuant to the Charter of Nam A Commercial Joint Stock Bank, as amended and supplemented, approved by the General Meeting of Shareholders on July 25th, 2026;

Pursuant to Decision No. 1642/2024/QĐQT-NHNA dated October 28th, 2024 of the Board of Directors on promulgating the Regulation on the Organizational Structure, Management and Administration of Nam A Commercial Joint Stock Bank;

Pursuant to Resolution No. 1681/2026/NQQT-NHNA dated *July 25th*, 2026 of the Board of Directors of Nam A Commercial Joint Stock Bank.

DECIDES:

- Article 1.** Promulgate the **Operating Regulation of the Board of Directors of Nam A Commercial Joint Stock Bank**.
- Article 2.** This Decision shall take effect from *July 25th*, 2026. Decision No. 1256/2024/QĐQT-NHNA dated August 12th, 2024 of the Board of Directors on the issuance of the Operating Regulations of the Board of Directors of Nam A Commercial Joint Stock Bank shall cease to be effective.
- Article 3.** Members of the Board of Directors, the Board of Management, Division Directors, Regional Directors, Departments/Divisions/Offices/Centers/Branches/Transaction Offices/Regional Offices/Representative Offices/Subsidiaries of Nam A Commercial Joint Stock Bank, and all relevant employees shall be responsible for implementing this Decision.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipients: *NW*

- BOD, BOS (for reporting);
- As per Article 3 (for implementation);
- Archived: BOD Office.



Tran Ngo Phuc Vu

OPERATING REGULATION
OF THE BOARD OF DIRECTORS OF NAM A COMMERCIAL JOINT STOCK BANK
(Issued under Decision No. 1663/2026/QĐQT-NHNA dated July 25th, 2026
of the Board of Directors of Nam A Commercial Joint Stock Bank)

Chapter I
GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. These Operating Regulations set out the structure, operating principles, powers, and duties of the Board of Directors and its members; the content and methods of performing the governance and management function so as to ensure that the operations of Nam A Commercial Joint Stock Bank (Nam A Bank) comply with the law, Nam A Bank's Charter, and internal regulations.
2. These Operating Regulations apply uniformly to the Board of Directors, the Board of Supervisors, the Chief Executive Officer, and all units and individuals throughout Nam A Bank's system.

Article 2. Interpretation of terms

In this regulation, the following terms shall have the meanings set out below:

1. **Law on Enterprises** means Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amendments, supplements and replacements from time to time.
2. **Law on Credit Institutions** means the Law on Credit Institutions No. 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 18th, 2024 and its amendments, supplements and replacements from time to time.
3. **Charter of Nam A Bank** means the Charter of Nam A Bank approved by the General Meeting of Shareholders and promulgated from time to time.
4. **Manager of Nam A Bank** means the Chairperson of the Board of Directors, members of the Board of Directors, and the Chief Executive Officer.
5. **Executives of Nam A Bank** include the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, Branch Directors and other equivalent positions as prescribed by Nam A Bank from time to time.
6. **SBV** means the State Bank of Vietnam.
7. **GMS** means the General Meeting of Shareholders.
8. **BOD** means the Board of Directors.
9. **BOS** means the Board of Supervisors.
10. **CEO** means the Chief Executive Officer.

Article 3. Operating principles of the BOD

1. The BOD is the governing body of Nam A Bank, with the authority to act in the name of Nam A Bank to decide on matters relating to the purposes and interests of Nam A Bank, except for matters falling within the authority of the GMS.
2. The BOD operates on a collective basis and is jointly responsible to the GMS and before the law for its resolutions and decisions regarding the development of Nam A Bank.
3. The BOD assigns the CEO responsibility for organizing the implementation of the BOD's resolutions and decisions.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Powers and duties of BOD members

1. BOD members have full rights under current law and Nam A Bank's Charter, including the right to be provided with information and documents on the financial situation and business operations of Nam A Bank and its units.
2. With other members of the BOD of Nam A Bank in accordance with the Laws and the Charter of Nam A Bank.
3. Executing the authorities and responsibilities of a member of the BOD in accordance with the internal regulations of the Board and the assignments from the Chairman of the Board in a honest and careful manner, for the benefit of Nam A Bank and its shareholders; promote the independence of independent members of the Board in fulfilling their authorities and responsibilities; and be responsible for the execution of their authorities and responsibilities.
4. Reviewing the financial statement audit reports prepared by the independent auditor, requesting explanations or clarifications from the management, independent auditor, and internal auditor regarding issues related to the report.
5. Participating in electing, dismissing the Chairman of the BOD and other managerial positions under the authority of the BOD.
6. Proposing the Chairman of the BOD to convene an extraordinary Board meeting.
7. Attending the BOD meeting, discussing and voting on matters within the duties and authorities of the BOD as stipulated by the Law on Credit Institutions, and be accountable to the GMS and the BOD for their decisions. In the events where the voting content presents a conflict of interest with any member, that member shall not participate in the voting.
8. Members of the BOD are not allowed to delegate their authority to others to attend Board meetings to decide on the matters specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14, and 18 of Article 70 of the Law on Credit Institutions.

9. Implementing the resolutions and decisions of the GMS and the BOD.
10. Providing explanations to the GMS and the BOD regarding the execution of assigned tasks upon request.
11. Make information disclosures when trading Nam A Bank shares in accordance with the provisions of Laws.
12. Each independent member of the BOD must prepare an evaluation report on the BOD's activities.
13. Authorities and responsibilities as stipulated by Laws and the Charter of Nam A Bank.

Article 5. Right of BOD members to be provided with information

1. A BOD member has the right to request the CEO, Deputy CEOs, or other executives to provide information and documents on the financial situation and business operations of Nam A Bank and its affiliated units.
2. The person so requested must provide the information and documents promptly, fully, and accurately as requested by the BOD member. The order and procedures for requesting and providing information shall comply with Nam A Bank's regulations.

Article 6. Term and number of BOD members

1. The BOD must have at least 05 (five) members and no more than 11 (eleven) members. The number of members for each term is decided by the GMS.
2. The BOD must have at least 02 (two) independent members, 2/3 (two-thirds) of the total number of members must be independent members and non-executive members. The total number of independent members of the BOD must account for at least 1/3 (one-third) of the total number of members of the BOD. The minimum number of non-executive/independent members of the BOD is determined by rounding down.
3. The term of the BOD must not exceed 05 (five) years. The term of a member of the BOD shall follow the term of the BOD. The term of an additional or replaced member of the BOD shall be the remaining term of the BOD. The BOD of the term that has just ended shall continue to operate until the BOD of the new term takes over.
4. An individual and his/her Affiliated Persons or representatives of the capital contribution of an institutional shareholder and their Affiliated Persons may participate in the BOD but not exceed 02 (two) members of the BOD of Nam A Bank, except in the cases of representatives of the State's capital contribution or the mandatory transferee.

Article 7. Standards and conditions for BOD members

1. A BOD member must satisfy all of the following standards and conditions:
 - 1.1 Not falling within the following categories:

- a. Minors; individuals with cognitive difficulties or challenges in controlling their behavior; individuals with restricted or lost civil capacity;
- b. Individuals who are being prosecuted for criminal responsibility, serving a prison sentence; undergoing administrative handling measures at a compulsory rehabilitation center or a compulsory education facility; or is prohibited by the court from holding a position, practicing a profession, or performing certain jobs;
- c. Individuals who have been convicted of a serious crime or higher;
- d. Individuals who have been convicted of property infringement and has not had their criminal record expunged;
- e. Cadres, civil servants, public employees, and managers at the department level or higher in enterprises where the State holds 50% or more of the charter capital, except for those appointed to represent the management of the State's capital contribution, or those appointed, designated, or assigned to participate in the management, operation, or control of credit institutions as required by their duties;
- f. Officers, non-commissioned officers, professional soldiers, workers, and defense officials in agencies and units of the Vietnam People's Army; professional officers and non-commissioned officers, police workers in agencies and units of the Vietnam People's Public Security, except for those appointed to represent the management of state capital contributions or enterprises in which the state holds 50% or more of the charter capital at Nam A Bank;
- g. Individuals who are not allowed to participate in the management and operation of enterprises or cooperatives in accordance with the provisions of Laws on officials, civil servants, and public employees, as well as the law on anti-corruption;
- h. Individuals who used to be private business owners, partners in a partnership, Chief Executive Officers (managers), members of the Board of Directors, members of the Members' Council, supervisors, members of the Board of Supervisors of an enterprise, or members of the Board of Directors and Chief Executive Officers (managers) of a cooperative at the time the enterprise or cooperative is declared bankrupt, except in the cases where they are appointed, designated, or assigned to manage, operate, or control an enterprise or cooperative that is a credit institution declared bankrupt as required by their duties;
- i. Individuals who used to be suspended from the position of Chairman, other members of the Board of Directors; Chairman, other members of the Members' Council; Head, other members of the Board of Supervisors; Chief Executive Officer (Director) of the credit institution as stipulated in Article 47 of the Law

on Credit Institutions, or who have been determined by the competent authority to have committed violations leading to the revocation of the credit institution's License;

- j. Affiliated Persons of the members of the Board of Directors and the Chief Executive Officer of Nam A Bank, except in the cases specified in Clause 3, Article 69 of the Law on Credit Institutions;
- k. Individuals who are responsible according to the inspection conclusion that leads to the credit institution or foreign bank branch being administratively fined in the highest penalty range for violations of regulations regarding licenses, governance, management, shares, share certificates, capital contributions, share purchases, credit granting, corporate bond purchases, and safety ratio as stipulated by the law on handling administrative violations in the monetary and banking field;
- l. Other cases as prescribed by law and Nam A Bank's Charter.

1.2 Not concurrently holding a position in the following cases:

- a. In addition to satisfying the conditions applicable to a BOD member, the Chairman of the BOD cannot simultaneously be an executive, a member of the BOS of Nam A Bank, or another credit institution, or a manager of another enterprise.
- b. A BOD member of Nam A Bank who is not an independent member may not simultaneously hold any of the following positions:
 - i. The executives of Nam A Bank, except for the CEO of Nam A Bank;
 - ii. The managers, the executives of another credit institution, the manager of another enterprise, except in the cases where they are the manager or executives of a subsidiary of Nam A Bank or in the events of implementing an approved mandatory transfer plan;
 - iii. Supervisors, members of the BOS of another credit institution, or another enterprise.
- c. An independent member of Nam A Bank's BOD may not concurrently hold any of the following positions:
 - i. The executives of Nam A Bank;
 - ii. The managers, the executives of another credit institution; the manager of more than 02 (two) other enterprises;
 - iii. Supervisors, members of the BOS of other credit institutions, other enterprises.

1.3 Possesses professional ethics as prescribed by the Governor of the SBV;



- 1.4 Holds a university degree or higher;
- 1.5 Satisfies one of the following conditions: has at least 3 (three) years' experience as a manager or executive of a credit institution; has at least 5 (five) years' experience as a manager of an enterprise operating in the finance, accounting, or auditing sector, or of another enterprise with owner's equity at least equal to the legal capital level applicable to the corresponding type of credit institution; has at least 5 (five) years' direct working experience in a professional department of a credit institution or foreign bank branch; or has at least 5 (five) years' direct working experience in a finance, accounting, or auditing department.
- 2. An independent member of the BOD must satisfy all the standards and conditions specified in clause 1 of this Article and the following additional standards and conditions:
 - 2.1 Is not currently working for, and has not worked for, Nam A Bank or a subsidiary of Nam A Bank within the immediately preceding 3 (three) years;
 - 2.2 Does not receive a regular salary or remuneration from Nam A Bank, other than the allowances to which a BOD member is entitled;
 - 2.3 Does not have a spouse, father, mother, child, sibling, or the spouse of any of these persons, who is a major shareholder of Nam A Bank, a manager, a supervisor, or a BOS member of Nam A Bank or a subsidiary of Nam A Bank;
 - 2.4 Does not represent ownership of shares of Nam A Bank; and does not, together with related persons, directly or indirectly own 1% or more of the charter capital or voting share capital of Nam A Bank;
 - 2.5 Has not been a manager of Nam A Bank or a BOS member of Nam A Bank at any time during the immediately preceding 5 (five) years.
- 3. An independent member of the BOD must notify the BOD if they no longer satisfy the prescribed standards and conditions, and shall automatically cease to be an independent BOD member from the date such standards and conditions are no longer satisfied. The BOD must report any case in which an independent BOD member no longer satisfies the prescribed standards and conditions at the next GMS meeting, or convene a GMS meeting to elect an additional or replacement independent BOD member within 6 (six) months from the date of receiving notice from the independent BOD member concerned.

Article 8. Chairman of the BOD

- 1. The Chairman of the BOD shall be elected, removed, or dismissed by the BOD from among its members.
- 2. The Chairman of the BOD may not concurrently be the CEO.

3. 1. The Chairman of the Board of Directors has the following authorities and responsibilities:
- a. Developing the program and activity plan of the BOD;
 - b. Preparing or organizing the preparation of the program, content, and materials for the meeting; convene and preside over the BOD meeting;
 - c. On behalf of the BOD, signing documents within the authority of the BOD;
 - d. Organizing the approval of the BOD's decisions;
 - e. Supervising and organizing the monitoring of the implementation of the resolutions and decisions of the BOD;
 - f. Being the Chairman of the GMS;
 - g. Ensuring that the members of the BOD receive complete, objective, and accurate information and have sufficient time to discuss the issues that the Board must consider;
 - h. Assigning specific tasks to each member of the BOD. The content of the task assignments must be documented in writing and signed by the Chairman of the BOD;
 - i. Monitoring the members of the BOD in the execution of their assigned rights, obligations, and responsibilities;
 - j. In the event that the Chairman of the BOD is absent or unable to perform their duties, they may authorize another member of the BOD in writing to exercise the rights and responsibilities of the Chairman of the BOD in accordance with the principles set forth in the Charter of Nam A Bank. If there is no authorized person, or if the Chairman of the BOD is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation facility, a compulsory educational institution, has escaped from their residence, is restricted or has lost their civil capacity, has difficulties in cognition or self-control, or is prohibited by the Court from holding office, practicing a profession, or performing certain jobs, the remaining members shall elect one of the members to serve as the Chairman of the BOD based on the principle of majority approval from the remaining members until a new decision is made by the BOD;
 - k. Annually, evaluate the performance of each member of the BOD, the Committees of the BOD, and report the results of this evaluation to the GMS;
 - l. The Chairman of the BOD must be responsible for ensuring that the BOD sends the annual financial statements, the operational report of Nam A Bank, the audit report, and the inspection report of the BOD to the shareholders at the GMS;

- m. Authorities and responsibilities as stipulated by Laws and the Charter of Nam A Bank.

Article 9. Removal, dismissal, replacement, and addition of BOD members

1. Except where automatic loss of qualification applies under Nam A Bank's Charter, the Chairman or another BOD member of Nam A Bank shall be removed or dismissed upon the occurrence of any of the following:
 - a. Removal upon submission of a letter of resignation to the BOD of Nam A Bank;
 - b. Dismissal where the member has not participated in the BOD's activities for 6 (six) consecutive months, except in cases of force majeure;
 - c. Dismissal where the member fails to satisfy the standards and conditions prescribed in Article 41 of the Law on Credit Institutions;
 - d. Dismissal where an independent BOD member fails to satisfy the requirements of clause 2 of Article 41 and clause 3 of Article 43 of the Law on Credit Institutions;
 - e. Where the GMS of Nam A Bank considers the dismissal or removal of the Chairman and BOD members to be necessary;
 - f. Other cases as prescribed by Nam A Bank.
2. After being removed or dismissed, the Chairman or another BOD member of Nam A Bank shall remain responsible for decisions made during their term of office.
3. Within 10 (ten) days from the date of adopting a decision on removal or dismissal of personnel under clause 1 of this Article, the BOD must submit a written report, together with relevant documents, to the SBV;
4. Where the BOD has fewer members than the minimum number prescribed in Nam A Bank's Charter, Nam A Bank must elect additional members to ensure the minimum number within 90 (ninety) days from the date the minimum number is no longer met, except where Nam A Bank is placed under special control.

Article 10. Method of electing, removing, and dismissing BOD members

1. A shareholder or group of shareholders holding 5% or more of the total ordinary shares has the right to nominate or stand for election to the BOD in accordance with the nomination and candidacy principles set out in Nam A Bank's Charter and relevant law. Nomination of candidates for the BOD shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate or stand for election to the BOD must notify the other shareholders attending the meeting of the group meeting before the opening of the GMS;
 - b. Based on the number of BOD members, a shareholder or group of shareholders referred to in this clause is entitled to nominate or stand for one or more

candidates for the BOD, as decided by the GMS. Where the number of candidates nominated by a shareholder or group of shareholders is fewer than the number they are entitled to nominate as decided by the GMS, the remaining candidates shall be nominated by the BOD and other shareholders;

- c. The list of candidates must be submitted to the BOD within the time limit set by the BOD.
2. In the event that the number of candidates for the BOD by nomination and candidacy is still insufficient, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the regulations of the Charter of Nam A Bank, the Internal Governance Regulations of Nam A Bank, and the Operational Regulations of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly announced before the General Meeting of Shareholders votes to elect members of the BOD in accordance with legal regulations.
3. The election of members of the BOD must be conducted 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 members to be elected to the BOD, and shareholders have the right to allocate all of their votes to one or several candidates.
4. Candidates elected to the BOD shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate with the highest number of votes, until the number of members prescribed in Nam A Bank's Charter is reached. Where two or more candidates receive an equal number of votes for the final BOD seat, a run-off election shall be held among those candidates with equal votes.
5. The election, removal, and dismissal of BOD members shall be decided by the GMS by voting.

Article 11. Notification of the election, removal, and dismissal of BOD members

1. Once BOD candidates have been determined, Nam A Bank must disclose information relating to such candidates at least 10 (ten) days before the opening date of the GMS meeting on Nam A Bank's website, so that shareholders may learn about the candidates before voting. A BOD candidate must provide a written commitment as to the truthfulness and accuracy of the personal information disclosed, and must commit to performing duties honestly, prudently, and in the best interests of Nam A Bank if elected as a BOD member. Information relating to a BOD candidate to be disclosed includes:
 - a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Employment history;

- d. Other managerial positions held (including membership of the BOD of other companies);
 - e. Interests relating to Nam A Bank and parties (persons) related to Nam A Bank (if any).
2. Notification of the results of the election, removal, and dismissal of BOD members shall comply with the guiding regulations on information disclosure.

Chapter III

THE BOARD OF DIRECTORS

Article 12. Authorities and Responsibilities of the Board of Directors

1. Submitting to the General Meeting of Shareholders in deciding and approving issues within its authority as stipulated in the Charter of Nam A Bank.
2. Deciding on the establishment of branches, transaction offices, representative offices, and non-business profession units of Nam A Bank.
3. Deciding on the organizational structure of the headquarters, branches, transaction offices, subsidiaries, representative offices, non-business profession units, and 100% foreign-owned banks of Nam A Bank.
4. Electing, dismissing the Chairman of the BOD; Appointing, dismissing, disciplining, suspending, and deciding on the salary, bonuses, and other benefits for the CEO, Deputy CEO, and other executives as authorized by the internal regulations of the BOD.
5. Appointing a representative for the capital contribution of Nam A Bank at other enterprises or credit institutions.
6. Approving the plan of contributing capital, buying and selling shares, or capital contributions of Nam A Bank in enterprises or other credit institutions, where the value of the capital contribution, the expected purchase price, or the book value in the event of selling shares or capital contributions is less than 20% of the charter capital of Nam A Bank as stated in the most recently audited financial statement.
7. Approving the investment decision to buy or sell fixed assets of Nam A Bank, the investment amount, expected purchase price, or original price in the event of selling fixed assets valued at 10% or more of Nam A Bank's charter capital as recorded in the most recent audited financial statement, excluding investments, purchases, or sales of fixed assets that fall under the authority of the GMS.
8. Deciding on the credit limit shall be made in accordance with clause 7, Article 136 of the Law on Credit Institutions, except for contracts and transactions that fall under the decision-making authority of the GMS.
9. Approving contracts, other transactions valued at less than 20% of the charter capital of Nam A Bank as stated in the most recent audited financial statement between Nam

A Bank and members of the BOD, members of the BOS, the CEO, major shareholders of Nam A Bank; Affiliated Persons of the managers, members of the BOS, major shareholders of Nam A Bank; subsidiaries, and affiliated companies of Nam A Bank. In this case, the related member does not have voting rights.

10. Approving the contract, other transactions valued at 10% or more of the charter capital of Nam A Bank as stated in the most recent audited financial statement.
11. Checking, supervising, and directing the CEO in carrying out assigned tasks; annually evaluate the effectiveness of the CEO's work.
12. Issuing internal regulations related to the organization, governance, and operations of Nam A Bank in accordance with the provisions of the Law on Credit Institutions and other relevant legal regulations, except for matters under the authority of the GMS.
13. Deciding on risk management policies and the supervision of the implementation of risk prevention measures at Nam A Bank.
14. Reviewing and approving the annual report.
15. Deciding on offering new shares within the scope of the shares authorized for sale.
16. Deciding on the offering price of shares and convertible bonds of Nam A Bank.
17. Deciding on buy backing shares of Nam A Bank according to the approved plan.
18. Proposing a plan for profit distribution, the dividend rate to be paid; deciding on the duration and procedures for paying dividends or handling losses incurred during business operations.
19. Preparing the content and related documents for the GMS to decide and approve the matters within the authority of the GMS, except for matters that fall under the duties and authorities of the BOS.
20. Approving the program, operational plan of the BOD, the agenda, content, and documents for the GMS; convene the GMS or obtain shareholders' written opinions to approve the resolutions and decisions of the GMS.
21. Organizing the implementation, inspection, and supervision of the execution of the resolutions and decisions of the GMS and the BOD.
22. Promptly notifying to the State Bank of any information that negatively affects the status of members of the BOD, the BOS, and the CEO.
23. Submitting to the GMS for decision the selection of an independent auditing firm to audit Nam A Bank.
24. Choosing a professional valuation organization to appraise contributed assets that are not in Vietnamese currency, freely convertible foreign currencies, or gold as regulated by Laws.

25. Submitting to the Governor of the State Bank to approve or endorse issues as prescribed by Laws.
26. Proposing the division, separation, consolidation, merger, conversion of legal form, dissolution, or request the court to initiate bankruptcy proceedings for the bank.
27. Submitting the annual financial statement to the GMS.
28. The BOD must report to the GMS the results of the BOD's activities in accordance with the provisions of Laws.
29. Exercising the powers and duties as the owner of Nam A Bank's subsidiaries (including a 100% Nam A Bank-owned single-member limited liability commercial bank established in the Vietnam International Financial Center), except for matters falling under the authority of the GMS in accordance with the provisions of Law.
30. Other authorities and responsibilities in accordance with the provisions of Laws.

Article 13. Duties and powers of the BOD in approving and signing contracts and transactions

1. The BOD approves contracts and transactions within its authority as prescribed in Article 12 of these Operating Regulations, Nam A Bank's Charter, and the law, except for contracts and transactions within the authority of the GMS.
2. For contracts and transactions specified in clause 9 of Article 12 of these Operating Regulations, the representative of Nam A Bank signing the contract or transaction must notify BOD members and BOS members of the related parties to such contract or transaction, enclosing the draft contract or the principal content of the transaction. The BOD shall decide whether to approve the contract or transaction within 15 (fifteen) days from the date of receiving such notice.

Article 14. Responsibility of the BOD to convene an extraordinary GMS meeting

1. The BOD shall convene an extraordinary GMS meeting in the following cases:
 - a. The BOD deems it necessary for the benefits of Nam A Bank;
 - b. The number of members of the BOD and the BOS is less than the minimum number of members required by law;
 - c. At the request of a shareholder or group of shareholders holding the ratio prescribed in Nam A Bank's Charter;
 - d. At the request of the BOS;
 - e. Deciding on the content as required by the State Bank when events occur that affect the safety of Nam A Bank's operations.
2. The BOD must convene a GMS within 30 (thirty) days from the date of receiving one of the requests or the date of occurrence of one of the events mentioned in Clause 1 of this Article.

3. The person convening the GMS must perform the following duties:
 - a. To prepare the list of shareholders entitled to attend the meeting;
 - b. To provide information and resolve complaints relating to the shareholder list;
 - c. To prepare the agenda and content of the meeting;
 - d. To prepare documents for the meeting;
 - e. To draft resolutions of the GMS based on the expected content of the meeting; and to prepare the list and detailed information of candidates in the event of electing BOD members or BOS members;
 - f. To determine the time and venue of the meeting;
 - g. To send meeting invitations to each shareholder entitled to attend, in accordance with the Law on Enterprises;
 - h. Other tasks in service of the meeting.

Article 15. BOD's supporting apparatus

1. The BOD establishes committees, councils, divisions, offices, and other departments to assist the Board in carrying out its duties and authorities, including the Risk Management Committee and the Human Resources Committee. The tasks and authorities of these committees, councils, divisions, offices, and departments are determined by the BOD in accordance with the provisions of Laws.
2. Operating principles of the supporting unit:

Each unit within the supporting unit shall operate under the organizational and operating regulations issued by the BOD. Such units serve as advisory bodies assisting the BOD in performing its duties and powers in order to effectively implement the policies, directions, and decisions of the GMS and the BOD.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. Summon and notify:
 - a. The Chairman of the BOD shall be elected at the first meeting of the BOD within 07 (seven) working days from the date of the completion of the BOD election. This meeting shall be convened and presided over by the member with the highest number of votes or the highest voting ratio. In the event that there is more than one member with the highest number of votes or the highest voting ratio and they are tied, the members shall vote by majority rule to select 01 (one) of them to convene the BOD meeting;
 - b. The BOD must convene Board meetings at least once a quarter and may convene extraordinary meetings;

- c. The Chairman of the BOD convenes a meeting of the BOD in the following cases:
 - i. There is a proposal from the BOS or an independent member of the BOD;
 - ii. There is a proposal from the CEO or at least 05 (five) other managers;
 - iii. There is a proposal from at least 02 (two) members of the BOD;
 - iv. Other cases as prescribed by Nam A Bank's Charter.

The proposal specified in point c, Clause 1 of this Article must be documented in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the BOD.

- d. The Chairman of the BOD must convene a meeting of the BOD within 07 (seven) working days from the date of receiving the request specified in point c, Clause 1 of this Article. If the meeting is not convened as requested, the Chairman of the BOD shall be responsible for any damages incurred by Nam A Bank; the person making the request has the right to replace the Chairman of the BOD to convene the meeting;
- e. Board meetings will be held at the head office of Nam A Bank or at other locations as decided by the Chairman of the Board and with the agreement of the BOD;
- f. The Chairman of the BOD or the convener of the Board meeting must send a meeting invitation at least 03 (three) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. Accompanying the meeting invitation must be the documents to be used at the meeting and the voting ballot for the members;

The meeting invitation can be sent via invitation letter, phone, fax, electronic means, or other methods, but it must ensure delivery to the contact address of each member of the BOD registered at Nam A Bank.

2. Conditions for implementation:

The BOD meeting is conducted when at least three-quarters of the total members are present. If the meeting convened under this provision does not have enough members present, it may be convened a second time within 07 (seven) days from the date of the first intended meeting. In this case, the meeting is conducted if more than half of the BOD members are present.

3. Attendance and voting:

- a. Members of the BOD are considered to be present and voting at the meeting in the following cases:
 - i. Attending and voting directly at the meeting;

- ii. Authorizing another BOD member to attend and vote at the meeting. A BOD member may not authorize another person to attend a BOD meeting in order to decide on matters specified in clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14, and 18 of Article 70 of the Law on Credit Institutions;
 - iii. Attending and voting via online conference, electronic voting, or other electronic means;
 - iv. Sending the ballot to the meeting via mail, fax, or email;
 - v. Sending the ballot by other means as stipulated by the BOD at each period.
- b. In the event of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD no later than 01 (one) hour before the meeting starts. The ballot can only be opened in the presence of all participants;
- c. Members of the BOD with an interest related to the parties in the contracts and transactions specified in Clause 1, Article 167 of the Law on Enterprises shall not have the right to vote on these transactions;

Resolutions and decisions of the BOD are approved if approved by the majority of members attending the meeting; in the event of equal votes, the final decision shall be the one supported by the opinion of the Chairman of the BOD.

- d. Where a BOD meeting is held online:

A BOD meeting may be held online among BOD members where all or some members are in different locations, provided that each member participating in the meeting is able to:

- i. Hear each of the other BOD members speaking at the meeting;
- ii. Speak to all other attending members simultaneously.

Discussion among members may take place directly by telephone or other means of communication, or a combination thereof. A BOD member participating in such a meeting shall be deemed to be present at that meeting. The venue of a meeting held under this provision shall be the location where the largest number of BOD members are present, or the location where the chairperson of the meeting is present. Decisions adopted at an online meeting that is lawfully and validly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures, in the minutes, of all BOD members attending that meeting.

4. Obtaining written opinions:

In the event when the BOD seeks written opinions to approve a decision on a matter, the decision is considered to have the same validity as a decision approved by the members of the BOD at a regularly convened and organized meeting, if:

- a. With the written consent of over 50% of the members of the BOD who have the right to vote on the matter being proposed for consideration;
- b. The number of members of the BOD who have the right to participate in voting by written opinions must meet the required number of members necessary to convene a Board meeting.

Article 17. Minutes of BOD meetings

1. BOD meetings must be recorded in minutes, and may also be recorded by audio or other electronic means, and must include the following principal content:
 - a. The name, head office address, and enterprise code;
 - b. The time and venue of the meeting;
 - c. The purpose, agenda, and content of the meeting;
 - d. The full names of each attending member or authorized representative and the manner of attendance; the full names of members not attending and the reasons;
 - e. The matters discussed and voted on at the meeting;
 - f. A summary of the views expressed by each attending member, in the order in which the meeting proceeded (including views discussed relating to Nam A Bank's internal control system);
 - g. The voting results, clearly stating the members who approved, disapproved, or abstained;
 - h. The matters approved and the corresponding approval ratio (including conclusions relating to Nam A Bank's internal control system);
 - i. The full name and signature of the chairperson and the minute-taker, except as provided in clause 2 of this Article.
2. Where the chairperson or the minute-taker refuses to sign the minutes, but all other BOD members attending the meeting sign and the minutes contain all the content prescribed in points a, b, c, d, e, f, g, and h of clause 1 of this Article, such minutes shall be valid.
3. The chairperson, the minute-taker, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the BOD meeting minutes.
4. The minutes of the BOD meeting and the documents used during the meeting must be kept at the headquarters of Nam A Bank.
5. The minutes of the BOD meeting are made in Vietnamese and may also be made in a foreign language. In the event that there are differences in content between these two versions of minutes, the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of each fiscal year, the BOD must submit the following reports to the GMS:
 - a. A report on the results of bank governance, the operations of committees under the BOD during the year, and the governance orientation for the following year;
 - b. A report on the results of business operations during the year and the business plan for the following year;
 - c. A report on the BOS's operations and its assessment of the annual financial statements;
 - d. The audited annual financial statements.
2. The reports specified in points a, b, and d of clause 1 of this Article must be sent to the BOS for assessment no later than 30 (thirty) days before the opening date of the annual GMS meeting, unless Nam A Bank's Charter provides otherwise.

Article 19. Remuneration, bonuses, and other benefits of BOD members

1. The remuneration, bonuses, and other benefits of the members of the BOD are determined based on the results and business performance approved by the GMS.
2. Members of the BOD receive compensation for their work and bonuses. Compensation is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate of compensation. The BOD estimates the compensation for each member based on a consensus principle. The total compensation and bonuses for the BOD are determined by the GMS at the annual meeting.
3. The remuneration of each member of the BOD is included in the business expenses of Nam A Bank in accordance with the regulations of corporate income tax law, is presented as a separate item in the annual financial statements of Nam A Bank, and must be reported to the GMS at the annual meeting.
4. Members of the BOD holding executive positions or members of the BOD working in committees, councils, divisions of the Board or performing other tasks outside the usual duties of a Board member may receive additional compensation in the form of a lump sum payment per occasion, salary, commission, profit percentage, or in other forms as decided by the BOD.
5. Members of the BOD have the right to be reimbursed for all expenses in accordance with the operational budget of the Board approved by the GMS and the Operating Regulations of the BOD at any given time.

6. Members of the BOD may have liability insurance purchased by Nam A Bank after obtaining approval from the GMS. This insurance does not cover liabilities of Board members related to violations of the Laws and the Charter of Nam A Bank.

Article 20. Disclosure of related interests

Disclosure of interests and related persons of Nam A Bank shall be carried out in accordance with the following:

1. A BOD member of Nam A Bank must declare to Nam A Bank their related interests, including:
 - a. The name, enterprise code or legal document number, and head office address of any enterprise or other economic organization in which the member, or the member together with related persons, holds ownership of capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares held under authorization or entrustment in the name of another organization or individual;
 - b. The name, enterprise code or legal document number, and head office address of any enterprise or other economic organization in which the member and related persons are a BOD member, a member of the Members' Council, a supervisor, a BOS member, or the CEO (Director);
 - c. Information on related persons who are individuals, including: full name, contact address, nationality, and legal document number; and the relationship with the person providing the information;
 - d. Information on related persons that are organizations, including: name, enterprise code or legal document number, and head office address of the organization; its legal representative; and the relationship with the person providing the information.
2. A BOD member must provide Nam A Bank with the information referred to in clause 1 of this Article in writing upon its initial occurrence, and upon any change, within 7 (seven) working days from the date such information arises or changes.
3. A BOD member must ensure that the information provided and disclosed is truthful, accurate, complete, and timely, and shall be responsible for providing and disclosing such information.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationships among BOD members

1. The relationship among BOD members is a relationship of coordination; BOD members are responsible for keeping one another informed of relevant matters in the course of performing their assigned tasks.

2. In the course of performing tasks, a BOD member assigned primary responsibility shall proactively coordinate to address any matter relating to an area handled by another BOD member. Where there is a difference of opinion among BOD members, the member with primary responsibility shall report to the Chairman of the BOD for consideration and decision within his/her authority, or shall organize a meeting or collect the opinions of BOD members in accordance with the law, Nam A Bank's Charter, and Nam A Bank's internal regulations.
3. Where there is a reassignment of duties among BOD members, the BOD members concerned must hand over relevant work, files, and documents. Such handover must be made in writing and reported to the Chairman of the BOD.

Article 22. Relationship with the BOS

1. The relationship between the BOD and the BOS is a relationship of coordination. The working relationship between the BOD and the BOS shall be based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving inspection records or summary reports from the BOS, the BOD shall be responsible for reviewing them and directing the Executive Board and other executives to coordinate in developing remedial and corrective plans. The BOD shall take strict measures against any unit or individual concerned that adopts an evasive or dilatory attitude, or that fails to correct errors or remedy violations identified following inspection by the BOS.

Article 23. Relationship with the CEO and other executives

In its governance role, the BOD issues resolutions and decisions for the CEO and the executive apparatus to implement. At the same time, the BOD inspects and supervises the implementation of its resolutions and decisions.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Implementation provisions

1. Other matters relating to the operations of the BOD not provided for in this Regulation shall be governed by applicable laws, the Charter of Nam A Bank and other internal regulations of Nam A Bank. In the event of any inconsistency between this Regulation and the Charter of Nam A Bank with respect to the same matter, the Charter of Nam A Bank shall prevail.
2. In this Regulation, any reference to any legal document or any provision thereof shall include any amendments, supplements or replacement legal documents. Where any provision of this Regulation is inconsistent with, or no longer conforms to, applicable laws, such provision shall automatically cease to be effective; provided, however, that the remaining provisions of this Regulation shall remain unaffected.

3. Where any provision of this Regulation becomes inconsistent with any applicable laws as amended, supplemented or newly promulgated after the effective date of this Regulation, such applicable laws shall apply directly until this Regulation is amended, supplemented or replaced accordingly.
4. Any supplement or amendment to this Regulation must be considered and approved by the GMS.

ON BEHALF OF THE BOARD OF DIRECTORS



Fran Ngo Phuc Vu

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SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 31/2026/QĐBKS-NHNA

Ho Chi Minh City, July 25th, 2026

DECISION

On Promulgating the Operating Regulations of the Board of Supervisors of Nam A Commercial Joint Stock Bank

THE BOARD OF SUPERVISORS OF NAM A COMMERCIAL JOINT STOCK BANK

Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18th, 2024 and its amending, supplementing, and implementation-guiding documents;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26th, 2019 and its amending, supplementing, and implementation-guiding documents;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020 and its amending, supplementing, and implementation-guiding documents;

Pursuant to the Regulations on internal control systems of commercial banks and foreign bank branches No. 83/2025/TT-NHNN dated December 31st, 2025 and its amending, supplementing, and implementation-guiding documents;

Pursuant to Resolution of the General Meeting of Shareholders dated July 25th, 2026 of Nam A Bank Commercial Joint Stock Bank;

Pursuant to the Charter of Nam A Bank Commercial Joint Stock Bank as amended, supplemented and approved by the General Meeting of Shareholders on July 25th, 2026.

HEREBY DECIDES:

Article 1. To issue the “Operating Regulations of the Board of Supervisors of Nam A Commercial Joint Stock Bank”.

Article 2. This Decision takes effect from July 25th, 2026.

Decision No. 21/2024/QĐBKS-NHNA dated August 12nd, 2024 of the Board of Supervisors on the promulgation of the Operating Regulations of the Board of Supervisors of Nam A Commercial Joint Stock Bank shall no longer be valid from the effective date of this Decision.

Article 3. Members of the Board of Directors, the Board of Supervisors, the Board of
BM-QLCL.QLVB.02.28, Effective Date: 05/11/2024

Management, Division Directors, Regional Directors, Head of Departments (Units)/Offices/Centers/Branches/Transaction Offices/ Representative Offices/ Regional Offices/Subsidiary Companies of Nam A Commercial Joint Stock Bank and relevant personnel are responsible for executing the Decision.

Recipients:

- As per Article 3 (for implementation);
- BOD, BOS, CEO;
- Nam A Bank staff;
- Archived: BOS, Administration Dept.

ON BEHALF OF THE BOARD OF SUPERVISORS
~~HEAD OF THE BOARD OF SUPERVISORS~~



Nguyen Minh Tuan

OPERATING REGULATIONS
OF THE BOARD OF SUPERVISORS OF NAM A COMMERCIAL JOINT STOCK BANK
(Issued under Decision No. 31/2026/QĐBKS-NHNA dated July 25th, 2026
of The Board of Supervisors Nam A Commercial Joint Stock Bank)

Chapter I
GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. The Regulation on the Operations of the Board of Supervisors stipulates the structure, operating principles, rights, and duties of the Board of Supervisors and its members in accordance with the Law on Credit Institutions, the Law on Enterprises, the Charter of Nam A Commercial Joint Stock Bank (*hereinafter shortly referred to as Nam A Bank*), and other relevant regulations.
2. This Regulation is uniformly applied to the Board of Directors, the Board of Supervisors, the Chief Executive Officer, and all units and individuals throughout the Nam A Bank system.

Article 2. Operating principles of the Board of Supervisors

The Board of Supervisors works on a collective principle. The members of the Board of Supervisors bear personal responsibility for their assigned tasks and joint responsibility before the General Meeting of Shareholders and the law for the work and decisions of the Board of Supervisors.

Article 3. Interpretation of terms

In this regulation, the following terms shall have the meanings set out below:

1. **Law on Enterprises** means Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amendments, supplements and replacements from time to time.
2. **Law on Credit Institutions** means the Law on Credit Institutions No. 32/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 18th, 2024, and its amendments, supplements and replacements from time to time.
3. **Managers of Nam A Bank** include Chairman, members of the Board of Directors, Chief Executive Officer.
4. **Executives of Nam A Bank** include the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Branch Director and equivalent positions as prescribed by Nam A Bank from time to time.
5. **Internal auditor** is the person who performs internal audits belonging to the Internal Audit Department of Nam A Bank.
6. **Affiliated Person** means an organization or individual that has a direct or indirect

relationship with another organization or individual according to the provisions of the Law on Credit Institutions and relevant legal provisions.

7. **SBV** means the State Bank of Vietnam.
8. **GMS** means the General Meeting of Shareholders.
9. **BOD** means the Board of Directors.
10. **BOS** means the Board of Supervisors.
11. **CEO** means the Chief Executive Officer.

Chapter II

MEMBERS OF THE BOARD OF SUPERVISORS

Article 4. Duties and powers of members of the Board of Supervisors

1. Comply with the law, Nam A Bank's Charter, internal regulations of the Board of Supervisors, and perform duties as assigned by the Head of the Board of Supervisors to honestly and prudently implement the duties and powers of the Board of Supervisors for the benefit of Nam A Bank and its shareholders; be responsible for the performance of their rights and obligations.
2. Elect one member of the Board of Supervisors as the Head of the Board of Supervisors. The election, dismissal, and removal shall follow the majority rule.
3. Request the Head of the Board of Supervisors to convene extraordinary meetings of the Board of Supervisors.
4. Control business operations, accounting books, assets, financial statements, and recommend remedial measures.
5. Request managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs, and other management and executive decisions of Nam A Bank.
6. Request managers, executives, and employees of Nam A Bank to provide data and explain business operations to perform assigned tasks.
7. Report to the Head of the Board of Supervisors on unusual financial activities and take responsibility for their own assessments and conclusions.
8. Attend meetings of the Board of Supervisors, discuss and vote on matters falling under the duties and powers of the Board of Supervisors, except for matters where the member has a conflict of interest.
9. Be loyal to the interests of Nam A Bank and its shareholders; do not abuse position and status, or use information, know-how, business opportunities, and other assets of Nam A Bank for personal gain or to serve the interests of other organizations or individuals.
10. In case of violating the provisions in Clauses 1, 9, and 12 of this Article causing

damage to Nam A Bank or others, the member of Board of Supervisors must bear personal or joint responsibility for compensation. Income and other benefits obtained by the member due to the violation must be returned to Nam A Bank.

11. Upon discovering a member of the Board of Supervisors violating their assigned rights and obligations, a written notice must be sent to the Board of Supervisors, requesting the violator to cease the violation and remedy the consequences.
12. Other rights and obligations prescribed by law and the Nam A Bank's Charter.

Article 5. Term of office and number of members of the Board of Supervisors

1. The BOS must have at least 05 (five) members. The number of members for each term is decided by the GMS.
2. The term of the BOS shall not exceed 05 (five) years. The term of a member of the BOS shall align with the term of the BOS. Members of the Board of Supervisors may be re-elected or re-appointed for an unlimited number of terms. The term of a member who is added or replaces a member who has automatically lost their position, been dismissed, or removed during the term shall be the remaining duration of that term. BOS of the concluded term shall continue to operate until the BOS of the new term takes over the responsibilities.
3. In the event that the BOS has less than the minimum number of members required in Clause 1 of this Article, within 90 (ninety) days from the date of insufficient minimum number of members' number, Nam A Bank must elect additional members to ensure the minimum number, except for the case specified in Clause 5, Article 166 of the Law on Credit Institutions.

Article 6. Standards and conditions for members of the Board of Supervisors

Members of the BOS must meet all the following standards and conditions:

1. Not falling into the cases prohibited from holding office as stipulated in Article 7 of this Regulation.
2. Possessing professional ethics as stipulated in Article 9 of this Regulation.
3. Holding a university degree or higher in one of the fields of finance, banking, economics, business administration, law, accounting, or auditing.
4. Having at least 03 (three) years of direct working experience in finance, banking, accounting, or auditing.
5. Not being a related person of a manager of Nam A Bank.
6. The Head of the BOS must reside in Vietnam during their term. More than half of the members of BOS must permanently reside in Vietnam.
7. Not being a member or employee of an auditing firm approved to audit Nam A Bank's financial statements in the preceding 03 (three) consecutive years.
8. Not working in the accounting or finance department of Nam A Bank.

9. Other standards and conditions prescribed by relevant laws and the Charter of Nam A Bank.

Article 7. Cases prohibited from holding office

The following people are not allowed to be members of the BOS:

1. Minors; individuals with cognitive difficulties or challenges in controlling their behavior; individuals with restricted or lost civil capacity;
2. Individuals who are being prosecuted for criminal responsibility, serving a prison sentence; undergoing administrative handling measures at a compulsory rehabilitation center or a compulsory education facility; or is prohibited by the court from holding a position, practicing a profession, or performing certain jobs.
3. Individuals who have been convicted of a serious crime or higher.
4. Individuals who have been convicted of property infringement and has not had their criminal record expunged.
5. Cadres, civil servants, public employees, and managers at the department level or higher in enterprises where the State holds 50% or more of the charter capital, except for those appointed to represent the management of the State's capital contribution, or those appointed, designated, or assigned to participate in the management, operation, or control of credit institutions as required by their duties.
6. Officers, non-commissioned officers, professional soldiers, workers, and defense officials in agencies and units of the Vietnam People's Army; professional officers and non-commissioned officers, police workers in agencies and units of the Vietnam People's Public Security, except for those appointed to represent the management of state capital contributions or enterprises in which the state holds 50% or more of the charter capital at Nam A Bank.
7. Individuals who are not allowed to participate in the management and operation of enterprises or cooperatives in accordance with the provisions of Laws on officials, civil servants, and public employees, as well as the law on anti-corruption.
8. Individuals who used to be private business owners, partners in a partnership, Chief Executive Officers (managers), members of the Board of Directors, members of the Members' Council, supervisors, members of the Board of Supervisors of an enterprise, or members of the Board of Directors and Chief Executive Officers (managers) of a cooperative at the time the enterprise or cooperative is declared bankrupt, except in the cases where they are appointed, designated, or assigned to manage, operate, or control an enterprise or cooperative that is a credit institution declared bankrupt as required by their duties.
9. Individuals who used to be suspended from the position of Chairman, other members of the Board of Directors; Chairman, other members of the Members' Council; Head, other members of the Board of Supervisors; Chief Executive Officer (Director) of the

credit institution as stipulated in Article 47 of the Law on Credit Institutions, or who have been determined by the competent authority to have committed violations leading to the revocation of the credit institution's License.

10. Affiliated Persons of the members of the Board of Directors and the Chief Executive Officer of Nam A Bank, except in the cases specified in Clause 3, Article 69 of the Law on Credit Institutions.
11. Individuals who are responsible according to the inspection conclusion that leads to the credit institution or foreign bank branch being administratively fined in the highest penalty range for violations of regulations regarding licenses, governance, management, shares, share certificates, capital contributions, share purchases, credit granting, corporate bond purchases, and safety ratio as stipulated by the law on handling administrative violations in the monetary and banking field.

Article 8. Cases of incompatible concurrent positions

A member of the BOS of Nam A Bank must not hold any of the following positions, except in cases where they are a manager, executive, or employee of a credit institution undergoing compulsory transfer under an approved compulsory transfer plan:

1. The manager, the executive of Nam A Bank, other credit institutions, other businesses; employees of Nam A Bank or its subsidiaries.
2. Employees of the enterprise in which a member of the BOD of Nam A Bank is a member of the BOD, an executive, or a major shareholder of that enterprise.

Article 9. Professional ethics standards for members of the Board of Supervisors

The professional ethics standards for members of the BOS of Nam A Bank must at least include the following principles:

1. Integrity: Perform assigned tasks straightforwardly and honestly.
2. Objectivity: Perform assigned tasks objectively; evaluate fairly without personal gain or the benefit of others.
3. Confidentiality: Comply with information confidentiality regulations according to the law and Nam A Bank's internal regulations.
4. Responsibility: Perform assigned tasks ensuring progress and quality.
5. Prudence: Perform assigned tasks prudently based on evaluating factors such as the complexity and importance of the audited content, and the likelihood of serious errors occurring during the internal audit process.

Article 10. Authorities and responsibilities of the Head of the Board of Supervisors

1. Organizing the implementation of the authorities and responsibilities of the BOS as stipulated in Article 17 of this Regulation and be responsible for the exercise of its authorities and responsibilities.
2. Convening and presiding over the meeting of the BOS.

3. On behalf of the BOS, signing documents within the authority of the BOS.
4. On behalf of the BOS, convening an extraordinary GMS as prescribed in the Charter of Nam A Bank, or requesting the BOD to hold an extraordinary meeting.
5. Attending the BOD's meeting, having the right to express opinions but can not vote.
6. Requiring the inclusion of his/her opinions in minutes of meetings of the BOD or Board of Members when these opinions differ from resolutions and decisions of the BOD or Board of Members and report such opinions to the GMS or owners or capital contributors.
7. Preparing the working plan of the BOS and assign specific tasks to each member of the BOS.
8. Ensuring that the members of the BOS receive complete, objective, and accurate information and have sufficient time to discuss the issues that the BOS must consider.
9. Supervising and directing members of the BOS to perform their tasks and execute their authorities and responsibilities.
10. Authorizing only other member of the BOS to exercise the authorities and responsibilities of the Head of the BOS during their absence or inability to perform his/her duties.
11. Request the BOD, the CEO, and other management officers to provide reports related to the governance and executive activities of Nam A Bank, as well as the implementation status of recommendations after inspections, examinations, and audits, in order to report to the BOS.
12. The Head of the BOS shall preside over the GMS to elect the meeting chairperson in the event that the Chairman is absent or temporarily incapacitated and the remaining members of the BOD cannot elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.
13. Authorities and responsibilities in accordance with the provisions of Laws and the Charter of Nam A Bank.

Article 11. Nomination and candidacy for members of the Board of Supervisors

1. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to nominate or run for a position on the Board of Supervisors according to the nomination and candidacy principles stipulated in the Nam A Bank's Charter and relevant laws. The nomination of persons to the Board of Supervisors is carried out as follows:
 - a. Ordinary shareholders forming a group to nominate or stand as candidates for the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.
 - b. Based on the number of members of Board of Supervisors, the shareholder or

group of shareholders specified in this clause has the right to nominate or run for one or several candidates according to the decision of the General Meeting of Shareholders. In the event that the number of candidates nominated or running by a shareholder or group of shareholders is lower than the number they are entitled to nominate or run for as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated or put forward by the Board of Supervisors and other shareholders.

- c. The list of candidates must be sent to the Board of Directors within the time limit prescribed by the Board of Directors.
2. In the event that the number of candidates for the Board of Supervisors nomination and self-nomination is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the regulations set forth in the Charter of Nam A Bank, the Internal Governance Regulations of Nam A Bank, and this Regulation. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 12. Approval of the tentative list of persons to be elected as members of the Board of Supervisors

1. The tentative list of persons to be elected as members of the Board of Supervisors of Nam A Bank must be approved in writing by the State Bank prior to the election.
2. The Governor of the State Bank stipulates the dossier and procedures for approving the tentative list of persons to be elected to the positions specified in Clause 1 of this Article.
3. Nam A Bank must notify the State Bank of the list of persons elected to the positions specified in Clause 1 of this Article within 10 (ten) days from the election date.

Article 13. Methods of election, dismissal, removal, and replacement of members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.
2. Voting to elect members of the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of members of Board of Supervisors to be elected, and the shareholder has the right to cast all or a part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the requisite number of members prescribed in the Nam A Bank's Charter is reached. In the event that 02 (two) or more candidates achieve the same number of votes for the final member

position on the Board of Supervisors, a re-election shall be conducted among the candidates with equal votes.

3. Replacing members of the Board of Supervisors:

- a. Members of the BOS shall automatically lose their qualifications or be dismissed or removed from office in accordance with the provisions of Articles 40 and 41 of the Charter of Nam A Bank. The order, procedures, and documents for requesting changes and approving the election, appointment, dismissal, and removal of members of the BOS shall be carried out in accordance with the provisions of Laws and regulations of the SBV.
- b. If the Head of the BOS wishes to resign, he must submit a letter of resignation to the BOS. Within 60 (sixty) days from the date of receipt of the letter, the BOS must convene a meeting to elect a new Head of the BOS.
- c. A member of the BOS who wishes to resign must submit a resignation letter to the BOS for submission to the nearest GMS for decision.

Article 14. Cases of automatic loss of member status on the Board of Supervisors

1. Cases of automatic loss of member status on the Board of Supervisors:

- a. Falling into one of the cases prohibited from holding office as stipulated in Article 7 of this Regulation.
- b. Being the representative of the capital contribution of an organization that is a shareholder of Nam A Bank when that organization is dissolved.
- c. No longer acting as the representative of the contributed capital on behalf of the shareholder or contributing member that is an organization.
- d. Being expelled from the territory of the Socialist Republic of Vietnam.
- e. When Nam A Bank's license is revoked.
- f. Being deceased.

2. After automatically losing their qualifications, the member of the BOS are still responsible for their decisions made during their term.

Article 15. Cases of dismissal and removal of members of the Board of Supervisors

1. Except in the cases of automatic disqualification specified in Article 14 of this Regulation, the head and other members of the BOS of Nam A Bank shall be dismissed from his/her position or discharged from duty in one of the following cases:

- a. Discharge from duty if he/she hands in a resignation to the BOS of Nam A Bank.
- b. Dismissal if he/she fails to join activities of the BOS for 06 (six) consecutive months, except for force majeure events.
- c. Dismissal if he/she fails to meet the criteria and requirements specified in Article 6 of this Regulation.

- d. When the GMS of Nam A Bank deems it necessary to dismiss or discharge the positions of the head and members of the BOS.
 - e. Other cases as prescribed in the Charter of Nam A Bank.
 2. After dismissal or discharge from duty, the Head and other members of the Board of Supervisors must still bear responsibility for their decisions made during their term in office.
 3. Within 10 (ten) working days from the date of approval for the decision on dismissal or discharge from duty of any holder specified in Clause 1 of this Article, the Board of Directors of Nam A Bank shall send a report enclosed with relevant documents to the State Bank.

Article 16. Suspension or temporary suspension of the exercise of rights and obligations of members of the Board of Supervisors

1. The State Bank has the right to terminate or suspend the execution of the authorities and responsibilities of the Head and members of the BOS who violate Article 43, Clause 10 Article 48 of the Law on Credit Institutions and other relevant legal provisions in the process of exercising assigned authorities and responsibilities or who fail to ensure the standards and conditions prescribed in Article 41 of the Law on Credit Institutions; request competent authorities to dismiss, remove, elect, appoint a replacement or designate a replacement if deemed necessary.
2. The Special Board of Supervisors has the right to terminate or suspend the execution of the authorities and responsibilities of the Head and members of the BOS, and executives placed under special supervision, when necessary.
3. Individuals whose authorities and responsibilities are terminated or suspended under Clauses 1 and 2 of this Article shall participate in remedying problems and handling violations related to their personal responsibilities if requested by the State Bank, the BOD, the BOS or the Special BOS.

Chapter III

THE BOARD OF SUPERVISORS

Article 17. Authorities and responsibilities of the Board of Supervisors

1. Monitoring the management and operation activities of Nam A Bank in compliance with Laws, internal regulations, the Charter, and resolutions and decisions of the GMS and the BOD; being responsible to the GMS for the performance of assigned tasks and authorities in accordance with the provisions of the Law on Credit Institutions and the Charter of Nam A Bank.
2. Issuing internal regulations of the BOS; annually reviewing the internal regulations of the BOS and the internal regulations of Nam A Bank regarding accounting and reporting.

3. The BOS has an Internal Audit department and an assisting department to perform its duties and powers. The specific organizational structure, functions, and duties of the Internal Audit department and assisting department are implemented according to the regulations promulgated by the BOS.
4. Organizing and implementing internal audits; have access to, and be provided with complete, accurate, and timely information and documents related to the management and operation activities of Nam A Bank, have the right to utilize the resources of Nam A Bank (including personnel, finance, information technology, and other resources) to carry out the assigned tasks and responsibilities; may hire experts, independent consultants, and external organizations to perform the tasks but must still be accountable for the execution of the tasks of the BOS.
5. Monitoring the financial status, evaluating the first-half and annual financial statements of Nam A Bank; reporting to the GMS on the results of the financial statement evaluation; assessing the reasonableness, legality, truthfulness, and level of prudence in accounting, statistics, and preparing financial statements. The BOS may consult the BOD before presenting the reports and recommendations to the GMS.
6. Monitoring the approval and implementation of investment projects, the purchase and sale of fixed assets, contracts, and other transactions of Nam A Bank that fall under the decision-making authority of the GMS and the BOD. Annually, prepare and submit a report on the monitoring results to the GMS and the BOD.
7. Monitoring compliance with the regulations in the Law on Credit Institutions regarding restrictions to ensure safety in the operations of Nam A Bank.
8. Checking the accounting records, other documents, and the management and operational activities of Nam A Bank when deemed necessary or in the following cases:
 - a. According to the resolution and decision of the GMS.
 - b. At the request of the State Bank or a major shareholder or a group of major shareholders in accordance with legal regulations. The inspection shall be conducted within 07 (seven) working days from the date of receiving the request. Within 15 (fifteen) days from the end of the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the organization or individual that made the request.
9. Promptly notifying to the GMS and the BOD when discovering that managers or executives of Nam A Bank have committed acts of law violation, violated the Charter, internal regulations of Nam A Bank, or resolutions and decisions of the GMS and the BOD; require the violator to immediately cease the violation and implement corrective measures (if any).
10. Complying a list of founding shareholders within 05 (five) years from the date of becoming a founding shareholder, a list of shareholders owning 01% or more of the

charter capital and Affiliated Persons of members of the BOD, members of the BOS, and the CEO of Nam A Bank, as well as shareholders owning 01% or more of the charter capital; maintain and update changes to this list.

11. Proposing to the BOD to hold an extraordinary Board meeting or request the BOD to convene an extraordinary GMS in accordance with the provisions of the Law on Credit Institutions and the Charter of Nam A Bank.
12. Convening an extraordinary GMS in accordance with the provisions of Clause 3, Article 140 of the Law on Enterprises or in the events where the BOD makes a decision that seriously violates the provisions of the Law on Credit Institutions, Article 165 of the Law on Enterprises, or exceeds the authority granted.
13. Appointing, dismissing, disciplining, suspending, and deciding on salary and other benefits for positions within the internal audit department in accordance with the general mechanism of Nam A Bank.
14. Promptly reporting to the State Bank regarding violations of the provisions in Clauses 7, 9, and 12 of this Article and violations related to the ownership ratio of shares, capital contributions, and Affiliated Persons as stipulated by the Law on Credit Institutions.
15. The BOS of Nam A Bank performs functions and duties related to internal auditing, which include at a minimum:
 - a. Supervising and evaluating the implementation of professional ethical standards by members of the BOS and internal auditors.
 - b. Supervising and evaluating the Internal Audit Department and the Head of Internal Audit in the performance of their functions and duties. The BOS may hire external organizations with expertise to evaluate the quality of the Internal Audit Department's operations.
 - c. Other contents prescribed by the BOS.
16. Review, extract, and copy part or all of the declared contents of the List of related persons and declared related interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.
17. Propose and recommend the GMS to approve an independent auditing organization to audit the Financial Statements of Nam A Bank; or an independent auditing organization to inspect the operations of Nam A Bank when deemed necessary.
18. Witness the BOD organizing vote counting and drafting vote counting minutes if requested by the BOD in the case of collecting written opinions from shareholders to pass resolutions of the GMS.
19. Other duties and powers as prescribed by law and the Charter of Nam A Bank.

Article 18. The Board of Supervisors's right to be provided with information

1. Documents and information must be sent to the members of the Board of Supervisors at the same time and in the same manner as to the members of the Board of Directors, including:
 - a. Meeting invitations, opinion collection forms for Board members, and accompanying documents.
 - b. Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors.
 - c. Reports from the General Director submitted to the Board of Directors or other documents issued by Nam A Bank.
2. Members of the Board of Supervisors have the right to access records and documents of Nam A Bank stored at the head office, branches, and other locations; and have the right to visit the working places of managers and employees of Nam A Bank during working hours.
3. The Board of Directors, members of the Board of Directors, and the Chief Executive Officer must fully, accurately, and promptly provide information and documents regarding the management, administration, and business operations of Nam A Bank upon the request of a member of the Board of Supervisors or the Board of Supervisors.

Article 19. Responsibilities of the Board of Supervisors in convening extraordinary General Meetings of Shareholders

1. The BOS is responsible for substituting the BOD to convene GMS within 30 (thirty) days if the BOD fails to convene the GMS in the following cases:
 - a. The number of members of the BOD and the BOS is less than the minimum number of members required by law.
 - b. Upon the request of a shareholder or a group of shareholders owning the ratio stipulated in the Nam A Bank's Charter.
 - c. When the Board of Supervisors requests an extraordinary GMS, but the BOD does not execute it.
 - d. Deciding on matters requested by the State Bank when an event occurs that affects the operational safety of Nam A Bank.
2. If the Board of Supervisors fails to convene the GMS as required, the BOS must compensate Nam A Bank for any resulting damages.
3. Costs for convening and conducting the GMS as stipulated in Clause 1 of this Article shall be reimbursed by Nam A Bank.

Chapter IV

MEETINGS OF THE BOARD OF SUPERVISORS

Article 20. Meetings of the Board of Supervisors

1. The first meeting of the BOS for its term to elect the Head of the BOS and make other decisions within its authority must be held within 07 (seven) working days from the end date of the election of members of the BOS for that term. The member of the Board of Supervisors with the highest number of votes must convene this first meeting. If more than 01 (one) member has the highest number of votes, those members shall elect one among themselves to convene the Board of Supervisors meeting.
2. The BOS must hold regular meetings at least once every quarter or may convene extraordinary meetings upon the request of the Head of the BOS or when a member of the BOS requests the Head of the BOS to convene an extraordinary meeting to resolve urgent matters. The BOS meeting shall be chaired by the Head of the BOS, or the person temporarily holding the position of Head of the BOS, or a person authorized by the Head of the BOS.
3. The BOS meeting can be held in person or online. The Head of the BOS decides the meeting time, location/method, and agenda, and sends meeting notices to members of the BOS. The Secretary of the BOS sends documents related to the meeting agenda via the internal email system or directly to the members attending the meeting at least 03 (three) working days before the meeting, unless the meeting is convened urgently. The venue for the BOS meeting can be at Nam A Bank's headquarters or another convenient location within the territory of Vietnam as agreed upon by members of the BOS. In the case of an online meeting, the venue is the location where the Chairperson is present.
4. The BOS meeting shall be conducted when at least two-thirds of the members of the BOS are present or represented by a replacement who is an authorized member of the BOS. If the first regular meeting of the BOS is convened but the required number of members is not met, the Head of the BOS must convene a second meeting within a period not exceeding the next 15 (fifteen) days.
5. A member of the BOS is considered to attend and participate in voting at a meeting in the following cases:
 - a. Attending and voting directly at the meeting or attending and voting via video conference, electronic voting, or another electronic form.
 - b. Authorizing another member of the BOS (who is permitted to participate in voting) in writing to vote on their behalf.
 - c. Sending voting ballots to the meeting directly or via certified mail, fax, or internal email. If sending voting ballots by mail, they must be in a sealed envelope and delivered to the Head of the BOS at least 01 (one) hour before the opening. Voting ballots may only be opened in the presence of all attendees.
 - d. A member of the BOS with a material interest related to an issue being decided by the BOS will not be allowed to participate in voting on that issue, will not be counted toward the required quorum for the meeting, and cannot receive proxy authorization from another member of the BOS to vote on that issue.

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- e. If any doubt arises at a meeting regarding the interest of a BOS member or regarding the right to vote of a member of the BOS, and such doubt is not voluntarily resolved by the member agreeing to waive their voting right, the doubt shall be submitted to the chairperson of the meeting. The chairperson's ruling will be final and conclusive unless the nature or extent of the relevant BOS member's interest is not fully known.
- f. Any member of the BOS involved in a contract mentioned in Clause 1, Article 167 of the Law on Enterprises shall be deemed to have a material interest in that contract.
- g. A decision of the BOS is passed if approved by the majority of attending members; in the event of a tie, the final decision belongs to the side containing the opinion of the Head of the BOS.

6. Collecting written opinions:

When the BOS collects written opinions to pass a decision on an issue, the decision is considered equally valid as a decision passed by members of the BOS at a regularly convened and organized meeting, if:

- a. It is unanimously approved in writing by more than 50% members of the BOS eligible to vote on the consulted issue.
- b. The number of members of the BOS eligible to participate in written voting must meet the condition for the mandatory number of members required to conduct a BOS meeting.

7. The BOS has the right to request members of the BOD, the Chief Executive Officer, and representatives of approved auditing organizations to attend and answer matters needing clarification.

Article 21. Minutes of Board of Supervisors meetings

The contents of the BOS meeting must be fully, honestly, and clearly recorded in Minutes by the meeting Secretary in Vietnamese (including dissenting opinions of members of the BOS, if any), and must be signed by all members of the BOS attending the meeting and the meeting secretary, who are jointly responsible for the accuracy and honesty of the minutes. The minutes of BOS meetings must be kept to determine the responsibilities of each member of the BOS.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 22. Submission of annual reports

Reports of the BOS at the Annual GMS are implemented according to legal regulations and Nam A Bank's internal regulations.

Article 23. Remuneration, bonuses, and other benefits

The remuneration, bonuses, and other benefits for members of the BOS are implemented according to the following provisions:

1. Members of the BOS are paid remuneration, bonuses, and other benefits based on the decision of the GMS. The GMS decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the BOS.
2. Members of the BOS are reimbursed for reasonable expenses regarding meals, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses must not exceed the total annual operating budget of the BOS approved by the GMS, unless otherwise decided by the GMS.
3. Remuneration and operating expenses of the BOS are accounted for as business expenses of Nam A Bank in accordance with the law on corporate income tax and other relevant legal provisions and must be presented as a separate item in Nam A Bank's annual financial statements.

Article 24. Disclosure of related interests

1. Members of the BOS must provide Nam A Bank with the following information:
 - a. Names, enterprise codes, and head office addresses of enterprises or other economic organizations in which they themselves, or they and related persons, own capital contributions or shares equivalent to 05% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals.
 - b. Names, enterprise codes, and head office addresses of enterprises or other economic organizations in which they and related persons serve as a member of the BOS, a member of the Members' Council, a supervisor, a member of the BOS, or General Director (Director).
 - c. Information about related persons who are individuals, including: full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreigners; and their relationship with the information provider.
 - d. Information about related persons that are organizations, including: name, enterprise code, head office address of the enterprise, Enterprise Registration Certificate number or equivalent legal documents; legal representative, and their relationship with the information provider.
2. Members of the BOS must provide this information in writing to Nam A Bank for the first time, and whenever there are changes to the information specified in Clause 1 of this Article, within 07 (seven) working days from the date it arises or changes.
3. Members of the BOS must ensure the information provided and publicly disclosed is honest, accurate, complete, and timely, and they must bear responsibility for the provision and public disclosure of this information.

Chapter VI

RELATIONSHIPS OF THE BOARD OF SUPERVISORS

Article 25. Relationship among members of the Board of Supervisors

Members of the BOS maintain an independent relationship and do not depend on one another, but they coordinate and collaborate in common tasks to ensure the effective fulfillment of the responsibilities, rights, and duties of the BOS in accordance with the law and the Charter of Nam A Bank. The Head of the BOS coordinates the general work of the BOS but has no power to control the other members.

Article 26. Relationship with the Board of Directors

1. The BOS maintains an independent relationship with the BOD of Nam A Bank and is the unit that executes the function of supervising the activities of the BOD.
2. The BOD implements the recommendations made by the BOS to the BOD in internal audit result reports (*if any*) and notifies the BOS of the results of implementing these recommendations.

Article 27. Relationship with the Board of Management

1. The BOS maintains an independent relationship with the Board of Management of Nam A Bank and is the unit that executes the function of supervising the activities of the Board of Management.
2. The CEO receives internal reports on internal audits, organizes the implementation of the BOS's recommendations for the CEO in internal audit result reports (*if any*), and reports the results of implementing these recommendations back to the BOS.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 28. Implementation Provisions

1. Other matters relating to the operations of the BOS not provided for in this Regulation shall be governed by applicable laws, the Charter of Nam A Bank and other internal regulations of Nam A Bank. In the event of any inconsistency between this Regulation and the Charter of Nam A Bank with respect to the same matter, the Charter of Nam A Bank shall prevail.
2. In this Regulation, any reference to any legal document or any provision thereof shall include any amendments, supplements or replacement legal documents. Where any provision of this Regulation is inconsistent with, or no longer conforms to, applicable laws, such provision shall automatically cease to be effective; provided, however, that the remaining provisions of this Regulation shall remain unaffected.
3. Where any provision of this Regulation becomes inconsistent with any applicable laws as amended, supplemented or newly promulgated after the effective date of this

Regulation, such applicable laws shall apply directly until this Regulation is amended, supplemented or replaced accordingly.

4. Any supplement or amendment to this Regulation must be considered and approved by the GMS.

ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS



Nguyen Minh Tuan

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**NGÂN
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