

ASIA COMMERCIAL BANK
No.: 17444 /CV-VPHĐQT.26

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, July 28, 2026

ADHOC INFORMATION DISCLOSURE

To: - State Securities Commission of Vietnam
- Ho Chi Minh City Stock Exchange

1. Organization's name: ASIA COMMERCIAL JOINT STOCK BANK (ACB)
 - Stock code: **ACB**
 - Address: 442 Nguyen Thi Minh Khai Street, Ban Co Ward, Ho Chi Minh City.
 - Telephone number: (+84) (028) 3929 0999

2. Content:

(Revised) Charter of ACB is compliant with Decision no. 1640/QĐ-NHNN on amendments and additions to the chartered capital as specified in the License of establishment and operation.

3. The information was posted on ACB's official website on July 28, 2026 at <https://acb.com.vn/en/investors>.

We hereby certify that the information disclosed above is true and accurate, and we shall be legally liable for the disclosed information.

CC:

- As mentioned above;
- Filing: Office of the BOD, Office of the President & CEO.

Attachment:

- (Revised) Charter of ACB.

Legal representative



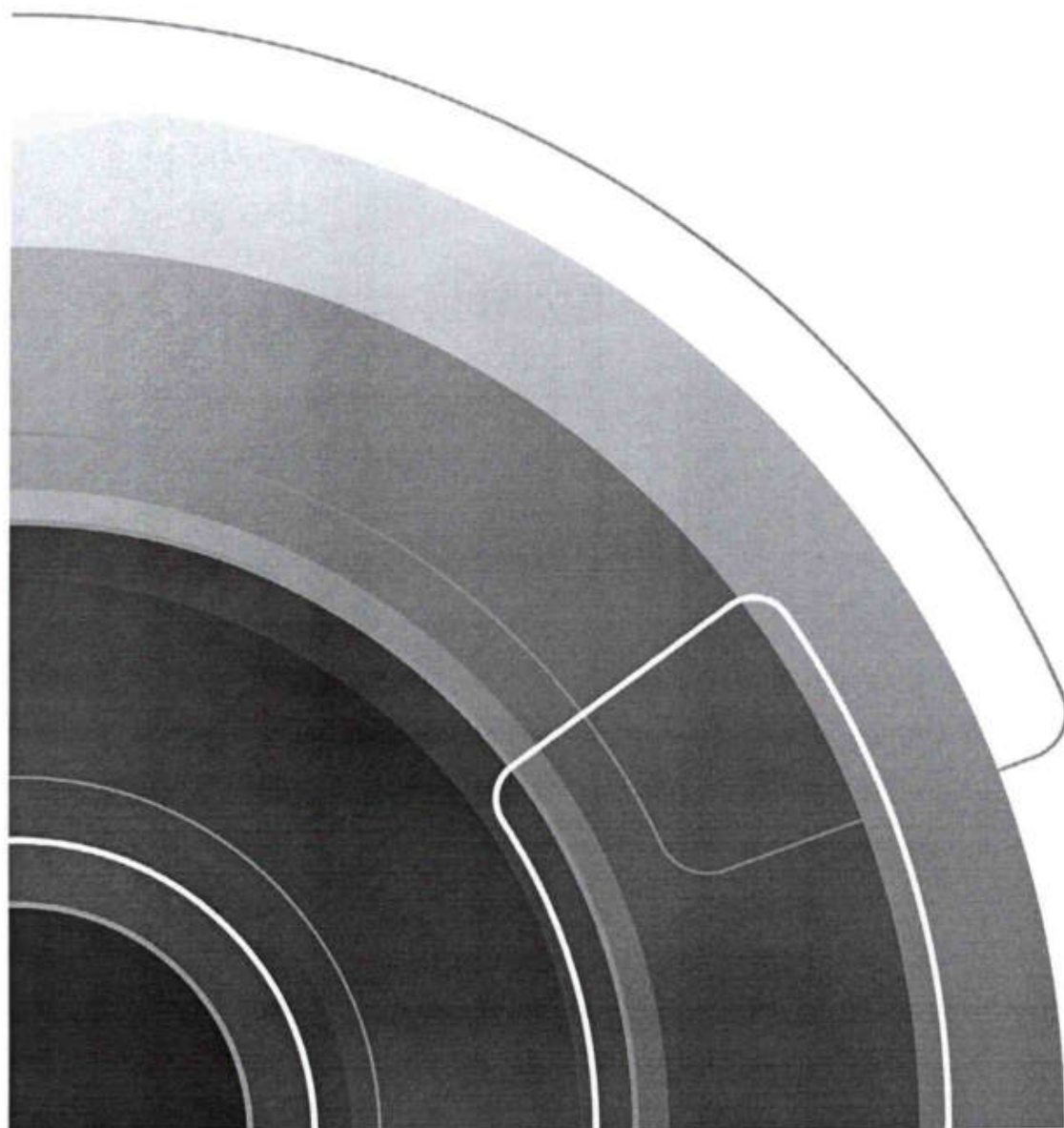
Tu Tien Phat
President & CEO



CHARTER

ASIA COMMERCIAL JOINT STOCK BANK

Ho Chi Minh City, July 15, 2026



**CHARTER
OF ASIA COMMERCIAL JOINT STOCK BANK**

(Pursuant to Resolution no. 1421/TCQĐ-DHĐCĐ.26 dated April 09, 2026 of the General Meeting of Shareholders of Asia Commercial Joint Stock Bank)

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PREAMBLE

Asia Commercial Joint Stock Bank (hereinafter referred to as the “Bank”) is an enterprise authorized to conduct all banking activities and other related business activities in accordance with law for profit objectives, contributing to the implementation of the State’s economic goals. The organization and operation of the Bank are governed by this Charter, the Law on Credit Institutions, and other relevant laws.

This Charter has been adopted by the General Meeting of Shareholders of the Bank pursuant to a duly passed resolution of the General Meeting of Shareholders dated .../.../.....

**SECTION I
DEFINITIONS****Article 1. Definitions**

1. In this Charter, the following terms/abbreviations shall be construed as below:
 - a. “*Board of Management*” includes the President & Chief Executive Officer, executive vice presidents, and Chief Accountant.
 - b. “*Shareholder*” means any organization or individual that owns one or more shares of the Bank.
 - c. “*Major shareholder*” means a shareholder of the Bank that owns 5% or more of the shares with voting rights of the Bank, including the number of shares indirectly owned by such shareholder.
 - d. “*Share*” means one of the equal portions into which the charter capital is divided. The par value of a share is stipulated in the Charter.
 - e. “*Share certificate*” means a certificate issued by the Bank, a book entry or electronic data that certifies the ownership of one or more shares of the Bank.
 - f. “*Dividend*” means the net profit paid to each share in cash or other assets.
 - g. “*Subsidiary*” means an enterprise that falls into one of the following:
 - i. The Bank, or the Bank and its related persons, own more than 50% of the charter capital or more than 50% of the shares with voting rights of that enterprise;
 - ii. The Bank has the right to appoint the majority or all members of the Board of Directors, Members’ Council or the General Director (Director) of that enterprise;
 - iii. The Bank has the right to amend or supplement to the charter of that enterprise;
 - iv. The Bank, or the Bank and its related persons, directly or indirectly control the adoption of resolutions or decisions of the General Meeting of Shareholders, Board of Directors or Members’ Council of that enterprise.

- h. *"Affiliate"* means a company in which the Bank, or the Bank and its related persons, own more than 11% of the charter capital or more than 11% of the shares with voting rights, but which is not a subsidiary of the Bank.
 - i. *"Law on Credit Institutions"* means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, and its amendments, additions, or replacements (if any).
 - j. *"Law on Enterprises"* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, additions, or replacements (if any).
 - k. *"Executives"* include the President & Chief Executive Officer, the Executive Vice President, the Chief Accountant, and Branch Managers.
 - l. *"Managers"* include the Chairperson, other members of the Board of Directors; and the President & Chief Executive Officer.
 - m. *"Related person"* means any organization or individual having a direct or indirect relationship with another organization or individual, as specifically defined in the Law on Credit Institutions.
 - n. *"SBV"* means the State Bank of Vietnam.
 - o. *"CI"* means a credit institution.
 - p. *"Independent board member"* means any member of the Board of Directors who satisfies the standards and conditions as prescribed by the Law on Credit Institutions.
 - q. *"Term of operation"* means the period which the Bank is permitted to conduct business activities in accordance with the law, from the date the SBV issues the Establishment and operation license. The Bank may extend this period based on a resolution of the General Meeting of Shareholders and an approval from the SBV.
 - r. *"Vietnam"* means the Socialist Republic of Vietnam.
 - s. *"Charter capital"* means the total par value of shares of the Bank that have been sold to shareholders and is recorded in this Charter.
 - t. *"Legal capital"* means the minimum amount of capital required by the law to establish the Bank.
- 2. In this Charter, any reference to any provision or legal document includes references to amendments or replacement documents of such provision or legal document.
 - 3. Headings (sections, articles of this Charter) are included for convenience of reference only and do not affect the structure of this Charter.
 - 4. Words or terms already defined in the Law on Enterprises (to the extent not inconsistent with the subject or context) shall have the same meaning in this Charter.

SECTION II**NAME, FORM, HEADQUARTERS, BRANCHES, SUB-BRANCHES,
REPRESENTATIVE OFFICES, OPERATING LOCATIONS, TERM OF
OPERATION AND LEGAL REPRESENTATIVE OF THE BANK**

Article 2. Name, form, head office, branches, sub-branches, representative offices, operating locations and term of operation of the Bank

1. Name of the Bank

- Full name in Vietnamese: **Ngân hàng thương mại cổ phần Á Châu.**
- Abbreviated name in Vietnamese: **Ngân hàng Á Châu.**
- Full name in English: **Asia Commercial Joint Stock Bank.**
- Abbreviated name in English: **ACB.**

2. The Bank is organized in the form of a commercial joint stock bank and operates in accordance with this Charter and the law.

3. The Head Office is located at: 442 Nguyen Thi Minh Khai Street, Ban Co Ward, Ho Chi Minh City, Vietnam

Telephone: **(+84) (028) 3929 0999**

Website: <https://acb.com.vn/>

4. The Bank may establish branches, sub-branches, representative offices, non-business units; and may establish or acquire subsidiaries and affiliates domestically and abroad to achieve the Bank's objectives, in accordance with resolutions of the General Meeting of Shareholders, the Board of Directors, and within the limits of law. The addresses, names, and certain information about the branches, sub-branches, representative offices, non-business units, subsidiaries, and affiliates as of the date of adoption of this Charter are listed in the attached appendix.

5. The term of operation of the Bank is 50 (fifty) years, starting from April 24, 1993, and may be extended in accordance with the law.

Article 3. Legal representative

- 1. Asia Commercial Joint Stock Bank has one (01) legal representative being the President & Chief Executive Officer.**
- 2. The legal representative of the Bank has all rights and duties as provided in this Charter and relevant laws.**
- 3. The legal representative must reside in Vietnam. In case of absence from Vietnam, he/she must authorize in writing another person who is one of the executives or managers of the Bank residing in Vietnam to exercise the rights and perform the obligations of the Bank's legal representative.**

SECTION III**OBJECTIVES, BUSINESS SCOPE, AND ACTIVITIES OF THE BANK****Article 4. Operating objectives**

The operating objectives of the Bank are:

1. To generate profit for shareholders;
2. To enhance customers' quality of life through the provision of high-quality products and services;
3. To facilitate employee's development;
4. To contribute to the sustainable socio-economic development of the country.

Article 5. Business scope and activities

1. The Bank is permitted to formulate plans and carry out all business activities as stipulated in its Establishment and operation license and this Charter, in accordance with applicable law, and to take appropriate measures to achieve the Bank's objectives.
2. The Bank may engage in other business activities in sectors as permitted by the SBV, in compliance with the law, and as approved by the General Meeting of Shareholders or the Board of Directors within their authority.
3. The Bank may operate nationwide and, when necessary, may operate abroad in compliance with relevant laws.

Article 6. Capital mobilization

The Bank mobilizes capital in the following forms:

1. Receiving demand deposits, time deposits, saving deposits, and other types of deposits.
2. Issuing certificates of deposit.
3. Obtaining loans from domestic and foreign credit institutions and financial institutions in accordance with the law.
4. Obtaining loans from the SBV in the form of re-financing and other forms as provided by law.
5. Other forms of capital mobilization as permitted by the SBV.

Article 7. Credit extension

1. The Bank extends credit to organizations and individuals in the following forms:
 - a. Lending;
 - b. Discounting and rediscounting;
 - c. Bank guarantee;
 - d. Issuing credit cards;

- e. Domestic factoring; international factoring where the Bank is permitted to provide international payment services;
 - f. Letters of credit;
 - g. Other forms of credit according to regulations of extension as prescribed by the Governor of the SBV.
2. The credit extension must be carried out in compliance with the SBV's regulations and relevant laws.

Article 8. Provision of payment instruments and services via accounts

1. The Bank opens current accounts for customers and provides other payment instruments and services at the customer's requests and in accordance with laws and regulations.
2. The Bank provides the following payment instruments and services:
- a. Domestic payment services, including cheques, payment orders, collection orders, funds transfers, bank cards, and collection and payment services;
 - b. International payment services after being approved in writing by the SBV; and other payment services as prescribed by the Governor of the SBV.
3. The Bank is permitted to organize internal payment systems and to participate in the national interbank payment system. The Bank may participate in international payment systems when it meets the conditions as prescribed by the Government and obtains written approval from the SBV.

Article 9. Capital contribution and share purchase

1. The Bank may use its charter capital and reserve funds to contribute capital and purchase shares as provided in Clauses 2, 3, 4, and 5 of this Article.
2. The Bank must establish or acquire subsidiaries or affiliates while carrying out the following activities:
- a. Securities underwriting, securities brokerage; management and distribution of fund certificates of securities investment; securities portfolio management and purchase or sale of stock;
 - b. Financial leasing;
 - c. Insurance.
3. The Bank is permitted to establish or acquire subsidiaries or affiliates operating in the fields of debt management and asset exploitation, foreign exchange remittance, gold trading, factoring, credit card issuance, consumer financing, intermediary payment services, and credit information.
4. The Bank may contribute capital to or purchase shares of enterprises operating in the following fields:
- a. Insurance, securities, remittance, gold trading, factoring, credit card issuance, consumer financing, intermediary payment services, and credit information;



- b. Other fields not specified at Point (a) of this Clause upon obtaining written approval from the SBV's Governor.
- 5. The Bank may purchase and hold shares of other credit institutions within the conditions and limits as prescribed by the Governor of the SBV.
- 6. The establishment or acquisition of subsidiaries or affiliates as prescribed in Clauses 2 and 3 of this Article must be carried out in accordance with relevant laws and upon obtaining written approval from the SBV.

Article 10. Foreign exchange trading, provision of foreign exchange services, and derivatives

- 1. Upon obtaining a written approval from the SBV, the Bank may engage in trading and providing to domestic and foreign customers the following services and products:
 - a. Foreign exchange;
 - b. Derivatives on interest rates, foreign exchange, currencies, and other financial assets.
- 2. The Bank's foreign exchange trading and provision of foreign exchange services to customers must be in accordance with the statutory regulations on foreign exchange management.

Article 11. Entrustment, agency and agency appointment of the Bank

- 1. The Bank has the right to entrust, undertake entrustment, act as an agent in banking activities, and assign payment agents, in accordance with the regulations by the Governor of the SBV.
- 2. The Bank may conduct insurance agency activities in accordance with the laws on insurance trading, in line with the scope of insurance agency activities permitted by the Governor of the SBV.

Article 12. Real estate business

The Bank is not allowed to engage in real estate business, except in the following cases:

- 1. Purchasing, investing and owning real estate to be used as business offices, working places, or warehouse facilities to directly serve the Bank's operations;
- 2. Leasing part of its business offices which are not entirely used and under the ownership of the Bank;
- 3. Holding real estate due to debt resolution. Within 5 (five) years from the date of enforcement decision to foreclose real estate collateral, the Bank must sell, transfer, or re-purchase this piece of real estate. In case of re-purchase, it must ensure the purpose as prescribed in Clause 1 of this Article and the compliance with the ratio of investment in fixed asset as provided in the Law on Credit Institutions.

Article 13. Other activities of the Bank

- 1. The Bank may conduct the following additional business activities in accordance with regulations by the Governor of the SBV:

- a. Cash management services; treasury services for credit institutions and foreign bank branches; asset preservation services; cabinet and safe rental;
 - b. Providing services of money transfer, collection and payment services, and other payment services not via customer accounts;
 - c. Buying and selling the SBV's bills, corporate bonds; buying and selling other valuable papers, excluding buying and selling valuable papers specified in Point (a) Clause 2 of this Article;
 - d. Currency brokerage services;
 - e. Gold trading;
 - f. Other services related to factoring and letters of credit;
 - g. Consulting on banking activities and other business activities specified in the Establishment and operation license.
2. The Bank may conduct the following other business activities in accordance with relevant laws:
- a. Buying and selling Government debt instruments, Government-guaranteed bonds, and local authority bonds;
 - b. Issuing bonds;
 - c. Securities depository services;
 - d. Activities of supervising bank;
 - e. Acting as security asset management agent for lenders that are international financial institutions, foreign credit institutions, or domestic credit institutions and foreign bank branches.
3. The Bank may carry out other business activities related to banking activities in addition to activities specified in Clauses 1 and 2 of this Article in accordance with regulations by the Governor of the SBV and other relevant laws.

Article 14. Restrictions to ensure safe operations

During its term of operations, the Bank must comply with the regulations on safety assurance as stipulated in the Law on Credit Institutions and other relevant laws.

SECTION IV**CHARTER CAPITAL, SHARES, SHARE CERTIFICATES, BONDS, AND OTHER
SECURITIES CERTIFICATES****Article 15. Charter capital**

1. The charter capital of the Bank is the aggregate par value of its shares sold to shareholders, and is recorded in Vietnamese Dong (VND). The charter capital of the Bank as at the date on which this Charter is approved by the General Meeting of Shareholders is VND **58,044,219,570,000** (*Fifty-eight trillion, forty-four billion, two hundred nineteen*

million, five hundred seventy thousand Vietnamese Dong), divided into 5,804,421,957 shares, with a par value of **VND 10,000** (*Ten thousand Vietnamese Dong*) per share.

2. The Bank must ensure that the actual charter capital is not lower than the legal capital required for the bank in accordance with the law.
3. Any change to the charter capital of the Bank must be affected based on a resolution of the General Meeting of Shareholders and must be approved in writing by the SBV prior to the change, in accordance with the law.

Article 16. Shares

1. All shares of the Bank at the date of adoption of this Charter are ordinary shares, and holders of such shares are called ordinary shareholders. The rights and obligations attached to ordinary shares are provided in this Charter and by law.
2. Shares of the Bank may be paid in Vietnam Dong, for freely convertible foreign currency, gold, the value of land use rights, and other assets as stipulated in this Charter and in accordance with the law.
3. If capital contribution is made in the form of land use rights value or other assets not being money in Vietnam Dong, freely convertible foreign currency, or gold, such assets must be essential for the operations of the Bank and must be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of such assets shall be conducted in accordance with the Law on Enterprises and relevant laws.
4. The Board of Directors shall determine the price of shares offered for sale in accordance with the law. If the offering price is higher than the par value, it must be approved by the General Meeting of Shareholders, and the premium shall be recorded as prescribed by law.
5. Unless otherwise provided by law, any new ordinary shares proposed to be issued must be firstly offered to existing shareholders in proportion to their current shareholding. The offering shall be made by a notice specifying the number of shares offered and a period (of not less than 15 (fifteen) days) to accept the offer. Any shares not subscribed by the deadline will fall into the authority of the Board of Directors. The Board of Directors may distribute those shares to other persons on conditions and in a manner, it deems appropriate, provided that the shares are not offered on terms more favorable than those offered to the existing shareholders, unless otherwise resolved by the General Meeting of Shareholders.
6. The Bank may issue classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the SBV's regulations and applicable law.
7. The Bank may repurchase its own issued shares in the manners provided in this Charter and by law. Shares repurchased by the Bank become treasury shares, and the Board of Directors may re-offer them in ways consistent with this Charter, Law on Securities, and other relevant laws.

Article 17. Share ownership limits

1. An individual shareholder shall not own more than 5% of the Bank's charter capital.

2. An organizational shareholder shall not own more than 10% of the Bank's charter capital.
3. A shareholder and that shareholder's related persons shall not own more than 15% of the Bank's charter capital. A major shareholder of another credit institution and its related persons shall not own 5% or more of the Bank's charter capital.
4. The provisions of Clauses 2 and 3 of this Article do not apply to the following cases:
 - a. Share ownership in a subsidiary or affiliate that is a credit institution as stipulated in Clauses 2 and 3 Article 111 of the Law on Credit Institutions;
 - b. Share ownership by the State in an equitized credit institution;
 - c. Share ownership by foreign investors.
5. The share ownership ratio specified in Clauses 1 and 2 of this Article includes the number of shares owned indirectly. The share ownership ratio specified in Clause 3 of this Article includes shares entrusted by shareholders to other organizations and individuals to purchase shares, and does not include ownership of shares by a related person who is a subsidiary of that shareholder as stipulated in point (a) Clause 9 Article 4 of the Law on Credit Institutions.
6. Foreign organizations and individuals may purchase and hold shares of the Bank in accordance with the law.

Article 18. Share certificates, bonds and other securities certificates

1. A share certificate of the Bank is a certificate issued by the Bank, a book entry or electronic data, that certifies ownership of one or more shares of the Bank. Share certificates must contain the principal details as required by the Law on Enterprises.
2. Share certificates of the Bank shall not be used as collateral at the Bank itself.
3. Bonds or other securities certificates of the Bank (excluding offering letters, temporary certificates and similar documents) shall be issued bearing the seal and the legal representative's signature of the Bank, unless otherwise provided in the issuance terms and conditions.

Article 19. Transfer of shares and share redemption

1. Unless otherwise provided by law, any purchase or receipt of transfer of shares that results in a shareholder becoming a major shareholder must be approved in writing by the SBV before execution.
2. Transfer of shares shall be carried out in accordance with the law on banking, securities and securities markets.
3. In the event of the death of a shareholder, the settlement of the rights and obligations of that shareholder shall be in accordance with the law on inheritance.
4. All shares may be freely transferred unless otherwise provided by this Charter or by law. After the Bank becomes listed, the management, issuance, and transfer of the Bank's shares shall comply with the laws on banking, securities, and securities markets. The Bank must comply with regulations on listing and issuing shares on the Stock

Exchange/Securities Trading Center as prescribed by the SBV, the State Securities Commission, this Charter, and relevant applicable laws.

5. Shares that are not fully paid for may not be transferred nor entitled to dividends.
6. Share redemption shall be conducted as follows:
 - In case a shareholder fails to pay in full and on time the amount payable for share subscription, the Board of Directors shall notify and has the right to request that shareholder to pay the remaining amount together with interest on that amount and any expenses arising from the failure to pay, as prescribed.
 - The notice of payment must specify a new payment deadline (at least seven days from the date the notice is sent), the payment location, and clearly state that if payment is not made as requested, the unpaid shares will be subject to redemption.
 - If the requirements in the notice are not fulfilled, then prior to full payment of all amounts due (including interest and costs), the Board of Directors has the right to redeem those shares. The Board of Directors may accept the surrender of the shares to be redeemed in the cases provided by this Charter.
 - Redeemed shares become assets of the Bank. The Board of Directors may directly, or through authorization, sell, re-distribute or otherwise deal with the redeemed shares to the person who owned the shares or other persons under such terms and in such manner as the Board deems appropriate.
 - The shareholder holding redeemed shares shall cease to be a shareholder with respect to those shares, but must still pay all amounts related to those shares plus interest at the rate determined by the Board of Directors from the date of redemption to the date of payment. The Board of Directors has full authority to enforce payment of the total value of shares at the time of redemption, or may waive payment of part or all of such amount.
 - A notice of redemption shall be sent to the holder of the shares to be redeemed prior to the redemption. The redemption remains valid despite any error or omission in sending the notice.
7. A shareholder who is an individual, or an organizational shareholder whose appointed representative at the Bank is a Board member, a Supervisory Board member, or the President & Chief Executive Officer of the Bank, shall not transfer their shares during the period such person holds office.
8. During the period of remedying consequences under a resolution of the General Meeting of Shareholders or a decision of the SBV due to personal responsibility, a Board of Director member, Supervisory Board member, or the President & Chief Executive Officer shall not transfer his/her shares, except in one of the following cases:
 - a. The member of the Board of Directors, the Supervisory Board, or the President & Chief Executive Officer is the authorized representative of an organizational shareholder that is being merged, consolidated, split, dissolved, or bankrupt as prescribed by law;

- b. The member of the Board of Directors, the Supervisory Board, or the President & Chief Executive Officer is compelled to transfer shares under in effect judgment or decision of a court;
- c. The member of the Board of Directors, the Supervisory Board, or the President & Chief Executive Officer transfers shares to other investors in order to implement an approved recovery plan, plan for transfer of all capital, or compulsory transfer plan.

SECTION V

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND SUPERVISION

A. ORGANIZATIONAL STRUCTURE

Article 20. Organizational structure

- 1. The organizational structure of the Bank comprises: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the President & Chief Executive Officer.
- 2. The Bank consists of Head Office units, representative offices, branches, sub-branches, non-business units, subsidiaries, and affiliates.
- 3. The Bank may establish branches, sub-branches, representative offices, non-business units, subsidiaries, and affiliates as needed and in accordance with the law. The organizational structure and operations of these units shall be decided by the Board of Directors and must comply with the law.

B. GENERAL PROVISIONS ON THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE PRESIDENT & CHIEF EXECUTIVE OFFICER

Article 21. Joint duties of the Board of Directors, the Supervisory Board, and the President & Chief Executive Officer

- 1. The Board of Directors is the governing body of the Bank and is vested with full authority to act on behalf of the Bank to decide all matters related to the purposes and interests of the Bank, except those matters under the authority of the General Meeting of Shareholders. The Board of Directors is responsible for supervising the President & Chief Executive Officer and other management officers.
- 2. The Supervisory Board is responsible for inspecting the financial activities, supervising compliance with accounting practices and the safety in the Bank's operations, and conducting internal audits periodically and by each sector in order to accurately evaluate the business activities and financial status of the Bank.
- 3. The President & Chief Executive Officer is the person responsible to the Board of Directors for managing the Bank's daily operations within the scope of rights and duties in accordance with the law.
- 4. The Chairperson and other members of the Board of Directors, the Head and other members of the Supervisory Board, and the President & Chief Executive Officer of the Bank must satisfy all required standards and conditions, and must obtain the SBV's written

approval before election or appointment; when discharged or removed, such changes must be reported to the SBV in accordance with the Law on Credit Institutions and other relevant laws.

Article 22. Cases of ineligibility to hold positions

1. The following persons are not allowed to be members of the Board of Directors, members of the Supervisory Board, or the President & Chief Executive Officer or Executive Vice President of the Bank:
 - a. Minors; persons having difficulties in cognition or behavior control; persons with limited or lost capacity for civil acts;
 - b. Persons who are being examined for penal liability, serving prison sentences; persons subject to administrative handling at compulsory rehabilitation centers or compulsory educational institutions; persons currently prohibited by court from holding certain posts, practicing certain professions, or performing certain jobs;
 - c. Persons who have been convicted of crimes classified as serious or more serious degree;
 - d. Persons who have been convicted of property ownership infringement crimes and have not yet had their criminal records expunged;
 - e. Cadres, civil servants, public employees, or managers (from department level or above) in enterprises where the State holds at least 50% of charter capital, except for those designated to act as the capital representatives of the State, of enterprises that the State holds 50% charter capital or more at the credit institution or being assigned, appointed to participate in management, operation, supervision of the credit institution as required by competent authority;
 - f. Commissioned officers, non-commissioned officers, career military personnel, workers, or defense officials in units of the Vietnam People's Army; commissioned officers, professional non-commissioned officers, police workers, or public security officials in units of the Vietnam People's Public Security, except those appointed to represent the State's capital contribution or the capital of an enterprise with over 50% State ownership at the Bank;
 - g. Persons who are prohibited from management or administration positions under the laws on cadres and civil servants and the laws on anti-corruption;
 - h. Persons who have been owners of private enterprises, general partners of partnerships, directors (general directors), board members, members' council members, controllers, or supervisory board members of an enterprise or cooperative at the time it was declared bankrupt, unless they were appointed to manage or control an enterprise or a cooperative that was declared bankrupt at the request of a competent authority;
 - i. Persons who have been suspended from the positions of chairperson of the board of directors, member of the board of directors, chairperson of the members' council, members' council member, head of the supervisory board, supervisory board member, or chief executive officer of a credit institution under Article 47 of the Law on Credit

Institutions, or who have been determined by a competent authority to have committed violations leading to the credit institution being revoked of its Establishment and operation license;

- j. Persons responsible, according to inspection conclusions, for violations that led to the credit institution or foreign bank branch being administratively sanctioned at the highest fine bracket for violations in licensing, governance, management, share ownership, share transactions, capital contribution, share purchase, credit extension, purchase of corporate bonds, or prudential ratios under the laws on administrative sanctions in the monetary and banking sector;
 - k. Related persons of a member of the Board of Directors or of the President & Chief Executive Officer of the Bank, except as provided in Clause 3 Article 69 of the Law on Credit Institutions;
 - l. Other cases as stipulated by law.
2. The parents, spouse, children, and siblings of any member of the Board of Directors or of the President & Chief Executive Officer, and the spouses of such persons, shall not be the Chief Accountant or the person in charge of finance of the Bank.

Article 23. Cases of non-concurrent positions

- 1. The Chairperson of the Board of Directors shall not concurrently be one of the executives of the Bank, a Supervisory Board member of the Bank or any other credit institution, or one of the managers of another enterprise.
- 2. A Board member who is not an independent member shall not concurrently hold any of the following positions:
 - a. Executives of the Bank, except when serving as the President & Chief Executive Officer of the Bank;
 - b. Managers or executives of another credit institution or managers of another enterprise, except when serving as managers or executives of a subsidiary of the Bank or of the parent company of the Bank, or except when implementing an approved compulsory transfer plan;
 - c. A controller or supervisory board member of another credit institution or enterprise.
- 3. An independent member of the Board of Directors shall not concurrently hold any of the following positions:
 - a. Executives of the Bank;
 - b. Managers or executives of another credit institution; managers of more than two other enterprises;
 - c. A controller or supervisory board member of another credit institution or enterprise.
- 4. A member of the Supervisory Board of the Bank shall not concurrently hold any of the following positions:

- a. Managers or executives of the Bank, or of another credit institution or enterprise; an employee of the Bank or of any subsidiary of the Bank;
 - b. An employee of any enterprise in which a member of the Board of Directors of the Bank is a board member, one of the executives or a major shareholder of that enterprise.
5. The President & Chief Executive Officer or an Executive Vice President shall not concurrently be one of the managers, executives, controller or supervisory board member of another credit institution or enterprise, except where an Executive Vice President is one of the managers, executives of a subsidiary of the Bank or of the parent company of the Bank.
6. Other cases as prescribed by law.

Article 24. Automatic loss of status

1. The following persons shall automatically lose their status as a member of the Board of Directors, a member of the Supervisory Board, or the President & Chief Executive Officer of the Bank:
 - a. A person who falls into one of the cases of ineligibility specified in Article 22 of this Charter;
 - b. A representative of capital contribution of an organizational shareholder of the Bank when that organization ceases to exist;
 - c. A person who ceases to be the authorized representative of an organizational shareholder;
 - d. A person who is expelled from the territory of the Socialist Republic of Vietnam;
 - e. When the Bank has its Establishment and operation license revoked;
 - f. When the employment contract of the President & Chief Executive Officer expires;
 - g. Death;
 - h. Other cases as prescribed by law.
2. The Board of Directors of the Bank must prepare a written report enclosing supporting documents on any person who automatically loses his/her status under points a, b, c, d, f, g, or h Clause 1 of this Article, and send it to the SBV within 5 (five) working days from the date such automatic loss of status is identified, and shall be responsible for the accuracy and truthfulness of this report; it must also carry out procedures to elect or appoint a replacement for the vacant position in accordance with the law.
3. After automatically losing status, the Board member, Supervisory Board member, or the President & Chief Executive Officer of the Bank remains personally liable for his/her decisions made during the period in which he/she held the position.

Article 25. Nomination and candidacy of members of the Board Directors and the Supervisory Board

1. A shareholder or group of shareholders that satisfies the conditions to nominate or stand as candidates for the Board of Directors or the Supervisory Board, holding from 5% to less than 20% of total shares with voting rights, may nominate up to one (01) candidate; holding from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to less than 80% may nominate up to seven (07) candidates; from 80% to less than 90% may nominate up to eight (08) candidates.
2. A shareholder or group of shareholders that has nominated candidates for the Board of Directors or the Supervisory Board must maintain the required shareholding percentage until the Bank completes the procedures and submits the dossier to the SBV seeking approval of the list of candidates expected to be elected as members of the Board of Directors or the Supervisory Board.
3. If the number of candidates nominated by the shareholders or group of shareholders is fewer than the number of candidates they are entitled to nominate; or if the total number of candidates nominated by all shareholders or groups of shareholders is still insufficient compared to the number of positions to be elected; or if any candidates do not meet the required conditions or standards, then the incumbent Board of Directors or Supervisory Board shall nominate or designate additional candidates in accordance with the regulations of the Board of Directors or the Supervisory Board.
4. In cases where candidates have been determined in advance, information relating to the candidates for the Board of Directors and the Supervisory Board must be disclosed at least 10 (ten) days prior to the opening of the General Meeting of Shareholders on the Bank's website.
5. Candidates for the Board of Directors or the Supervisory Board must provide a written commitment on the truthfulness and accuracy of their disclosed personal information and commit to perform their duties honestly, prudently, and in the best interests of the Bank if elected as a member of the Board of Directors or member of the Supervisory Board. Information related to the candidates must be disclosed at least with the following:
 - a. Full name;
 - b. Date of birth;
 - c. Education and professional qualifications;
 - d. Work experience;
 - e. Other managerial positions currently held (including positions on boards of directors or members' councils of other companies, if any);
 - f. Interests related to the Bank (if any);

- g. Names of the shareholder or group of shareholders nominating that candidate (if any).

Article 26. Discharge and removal of members of the Board of Directors, members of the Supervisory Board, and the President & Chief Executive Officer

1. Except for automatic loss of status as specified in Article 24 of this Charter, the Chairperson and other members of the Board of Directors; the Head and other members of the Supervisory Board; and the President & Chief Executive Officer of the Bank shall be discharged or removed in the following cases:
 - a. Discharged upon submission of a resignation letter to the Board of Directors or Supervisory Board of the Bank;
 - b. Removed upon failure to participate in the activities of the Board of Directors or Supervisory Board for 06 (six) consecutive months, except in cases of force majeure;
 - c. Removed when the individual no longer meets the criteria or conditions as prescribed by the Law on Credit Institutions;
 - d. Removed when an independent member of the Board of Directors no longer satisfies the requirements of the Law on Credit Institutions.
2. After being discharged or removed, the Chairperson and other members of the Board of Directors, the Head and other members of the Supervisory Board, and the President & Chief Executive Officer remain personally liable for their decisions made during their term of office.

C. INTERNAL CONTROL AND INTERNAL AUDIT SYSTEM

Article 27. Internal control and internal audit system

The Bank shall establish its internal control system and internal audit as follows:

1. The internal control system comprises the mechanisms, policies, processes, internal regulations, and organizational structure of the Bank, developed in accordance with the provisions of law and implemented to control, prevent, detect, and promptly address risks, and to achieve the prescribed objectives. The internal control system performs senior management oversight, internal control, risk management, internal capital adequacy assessment, and internal audit. Internal control shall be conducted over all activities, business processes, and units of the Bank. On an annual or ad-hoc basis, the Bank shall prepare internal reports on internal control and submit them to the competent authorities in accordance with the law and the Bank's internal regulations.
2. "Internal audit" means an independent and objective examination, review, and assessment of the internal control and inspection system; and an independent assessment of the adequacy and compliance of policies, procedures, and processes established within the Bank. Based on such assessments, the internal audit function shall provide recommendations and advisory opinions to enhance the effectiveness and efficiency of systems, processes, and regulations, thereby contributing to ensuring that the Bank operates in a safe, efficient, and lawful manner. Internal audit shall be conducted in accordance with the principles of independence, objectivity, and professionalism.

3. The specialized unit responsible for internal audit activities of the Bank is the “Internal Audit Division.” The Internal Audit Division is directly subordinate to and under the direct supervision of the Supervisory Board.

SECTION VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 28. Rights of shareholders

1. Shareholders are the owners of the Bank and have corresponding rights and obligations according to the number and classes of shares under their ownership. Shareholders are only liable for the debts and other property obligations of the Bank up to the amount of capital they have contributed.
2. Ordinary shareholders have the following rights:
 - a. To attend General Meetings of Shareholders, to express opinions, and to vote directly or through authorized representatives; each ordinary share carries one vote.
 - b. To receive dividends as decided by the General Meeting of Shareholders.
 - c. To be given priority in subscribing for new shares in proportion to the number of ordinary shares they hold.
 - d. To transfer shares or rights to purchase shares to other shareholders of the Bank or to other organizations/individuals in accordance with this Charter and the Law on Credit Institutions.
 - e. To inspect, look up, and extract information regarding their own name and contact address in the list of voting shareholders; and to request correction of any incorrect personal information.
 - f. To inspect, look up, and extract or copy the Bank’s Charter, minutes of General Meetings of Shareholders, and resolutions or decisions of the General Meeting of Shareholders.
 - g. To receive a share of the remaining assets of the Bank in proportion to the number of shares they hold when the Bank is dissolved or bankrupt.
 - h. To authorize another person in writing to exercise his/her rights and obligations; the authorized person may further delegate such authorization in writing to another person if agreed by the shareholder; the authorized person shall not stand for election in his/her own capacity.
 - i. To nominate themselves or others for election to the Board of Directors or Supervisory Board in accordance with this Charter and the law. The list of candidates must be submitted to the Board of Directors by the deadline set by the Board of Directors.
 - j. A shareholder or a group of shareholders holding 5% or more of the total number of ordinary shares shall have the following rights:

- (i) to nominate candidates to the Board of Directors and the Supervisory Board¹ in accordance with Article 25 “Nomination and candidacy of members of the Board Directors and the Supervisory Board” of this Charter;
 - (ii) to propose matters to be included in the agenda of the General Meeting of Shareholders in accordance with clause 4, Article 35 “Convening, agenda, and notice of General Meeting of Shareholders” of this Charter;
 - (iv) to request the Court or Arbitration to review and annul a resolution or part of a resolution of the General Meeting of Shareholders in accordance with Article 42 “Request to cancel General Meeting of Shareholders’ resolutions” of this Charter.
- k. In addition to the rights specified in Clause 2 of this Article, a shareholder or a group of shareholders holding more than 10% of the ordinary shares shall have the additional right to request the convening of the General Meeting of Shareholders in accordance with point d, clause 1, Article 31 “Extraordinary General Meetings of Shareholders” of this Charter.

Article 29. Obligations of shareholders

Shareholders have the following obligations:

1. To fully pay for the shares they have subscribed to purchase within the time period specified by the Bank; to be liable for the debts and other property obligations of the Bank within the amount of capital contributed to the Bank;
2. Not to withdraw contributed share capital from the Bank in any form resulting in a reduction of the Bank’s charter capital, except where the Bank redeems shares of the shareholder in accordance with law and, after fully paying for the redeemed shares, the Bank still ensures compliance with prudential ratios and that the actual value of charter capital is not lower than the legal capital. If a shareholder unlawfully withdraws part or all of the contributed share capital contrary to this provision, that shareholder and any related beneficiaries in the Bank must be jointly liable for the debts and other property obligations of the Bank to the extent of the value of the withdrawn shares and for any damages caused;
3. To be responsible before the law for the legality of the sources of funds used to contribute capital, purchase, or receive transfer of shares of the Bank; not to use funds borrowed from credit institutions or foreign bank branches, or funds obtained from the issuance of corporate bonds, to purchase or receive transfer of shares of the Bank; not to contribute capital or purchase shares of the Bank under the name of another individual or legal entity in any form, except entrusted investments as permitted by laws;
4. To comply with the Charter and internal regulations of the Bank;
5. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
6. To bear liability when, in any form, they act in the name of the Bank to:

¹ Clause 10, Article 61 of the Law on Credit Institutions on the rights of ordinary shareholders.

- a. Violate the law;
 - b. Conduct business or other transactions for personal benefit or to benefit other organizations or individuals;
 - c. Pay undue debts when potential financial risks may occur to the Bank;
 - d. Undertake other acts without the proper approval of the Bank.
7. To keep confidential the information provided by the Bank in accordance with the law and the Bank's Charter; to only use the information provided for exercising and protecting their lawful rights and interests; not to distribute, duplicate or send the information provided by the Bank to any other organizations or individuals;
 8. A shareholder who is investing on behalf of another organization or individual (entrusted investment) must provide the Bank with information on the actual owner of the shares under entrusted investment. The Bank has the right to suspend the shareholder rights of any shareholders under entrusted investment who fail to provide or who provide incomplete or inaccurate information on the actual owner of the shares;
 9. To provide accurate addresses and information when registering for share subscription or when receiving share transfers. In case a shareholder changes his/her contact address, he/she must promptly notify the Bank. The Bank bears no responsibility for failure to contact a shareholder if the shareholder does not notify the Bank of a change in address;
 10. Other obligations as prescribed by law.

Article 30. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Bank.
2. The General Meeting of Shareholders shall be convened annually, within 04 (four) months from the end of the fiscal year. The Board of Directors may extend the time for the annual General Meeting of Shareholders in necessary cases, but not beyond 06 (six) months from the end of the fiscal year, in accordance with the law. The General Meeting of Shareholders may be convened extraordinarily.
3. The location of the General Meeting of Shareholders is determined as the place where the chairperson of the meeting is present and must be within the territory of Vietnam.
4. In case the audited annual financial statements of the Bank contain material exceptions, an adverse opinion, or a disclaimer of opinion, the Bank must invite a representative of the approved auditing firm that audited the Bank's financial statements to attend the annual General Meeting of Shareholders.

Article 31. Extraordinary General Meeting of Shareholders

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary in the interest of the Bank;

- b. The financial status of the Bank shows that the Bank is likely to fall into a special control status as prescribed by the Law on Credit Institutions and the SBV's regulations;
 - c. The number of members of the Board of Directors or Supervisory Board is less than the minimum required by this Charter or relevant laws;
 - d. A shareholder or group of shareholders holding more than 10% of total ordinary shares requests in writing a meeting, clearly stating the reasons and purposes of the meeting (the written request must bear the signatures of all requesting shareholders);
 - e. The Supervisory Board requests a meeting if it has grounds to believe that the Board of Directors has seriously violated the duties of managers as prescribed by law, or the Board of Directors makes decisions beyond its authority;
 - f. The decision on matters required by the State Bank of Vietnam in the event of any circumstance that affects the Bank's safe and sound operations;
 - g. Other cases as provided by laws.
2. Convocation of an Extraordinary General Meeting of Shareholders:
- a. The Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date the number of members of the Board of Directors, independent members of the Board of Director, or members of Supervisory Board is as specified in point (c) Clause 1 of this Article, or from the date of receipt of the request specified in points (d) and (e) Clause 1 of this Article;
 - b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point (a) Clause 2 of this Article, then within the next 30 (thirty) days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors, in accordance with the law;
 - c. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in point (b) Clause 2 of this Article, the shareholder or group of shareholders specified in point (d) Clause 1 of this Article has the right to request a competent authority of the Bank to convene the General Meeting of Shareholders in accordance with the law;
3. The Chairperson of the Board of Directors may convene an Extraordinary General Meeting of Shareholders as provided in Clause 9 Article 49 of this Charter.

Article 32. Decisions of the General Meeting of Shareholders

1. Duties and powers of the General Meeting of Shareholders:
- a. Approve the Bank's development orientation;
 - b. Approve the Charter and any amendments or additions to the Bank's Charter;
 - c. Approve the Internal rules on corporate governance, Internal rules on organization and operations of the Board of Directors, and Internal rules on organization and operations of the Supervisory Board;

- d. Decide on the number of members of the Board of Directors and Supervisory Board for each term; elect, discharge, remove, additionally elect or replace members of the Board of Directors and Supervisory Board in accordance with the law and this Charter;
- e. Decide the total remuneration, bonuses and other benefits for the members of the Board of Directors and Supervisory Board, and the operating budgets of the Board of Directors and Supervisory Board;
- f. Consider and, within its authority, handle violations by the Board of Directors or Supervisory Board that cause damage to the Bank or its shareholders;
- g. Decide on the organizational structure of the Bank;
- h. Adopt proposals on change in the charter capital; adopt proposals on share offering, including the class(es) of shares and the number of new shares to be offered;
- i. Adopt the repurchase of shares that have been issued;
- j. Adopt proposals on issuance of convertible bonds, warrant bonds;
- k. Adopt proposals on tentative remediation plan in cases of early intervention²;
- l. Adopt the annual financial statements; and proposals on distribution of profits after fulfilling tax obligations and other financial obligations of the Bank;
- m. Adopt the reports of the Board of Directors and Supervisory Board on the performance of their assigned duties and powers;
- n. Decide on the establishment or convert legal form of overseas commercial presence or the establishment of subsidiaries of the Bank;
- o. Approve plans for the Bank to contribute capital to, or purchase or sell shares or equity of, other enterprises or credit institutions where the value of the capital contribution, intended purchase price, or book value in case of sale is equal to or greater than 20% of the Bank's charter capital as stated in the latest audited financial statements;
- p. Approve decisions on investment, buy or sale of the Bank's fixed assets where the investment amount, intended purchase price, or original book value in case of sale is equal to or greater than 20% of the Bank's charter capital as stated in the latest audited financial statements;
- q. Approve contracts or transactions with value equal to or exceeding 20% of the Bank's charter capital as stated in the latest audited financial statements between the Bank and members of the Board of Directors, members of Supervisory Board, the President & Chief Executive Officer, or a major shareholder of the Bank; or between the Bank and any related person of a manager, members of the Supervisory Board, or a major shareholder of the Bank; or between the Bank and its subsidiaries or affiliates, except where the Bank is implementing a compulsory transfer plan;

² Clause 4, Article 143 of the Law on Credit Institutions regarding the development of a proposed remedial plan in the event of early intervention.

- r. Decide on the division, separation, consolidation, merger, conversion of legal form, dissolution of the Bank or request a court to initiate bankruptcy proceedings for the Bank;
 - s. Decide on the selection of an independent auditing firm in accordance with the Law on Credit Institutions to conduct the audit of the Bank's financial statements and to provide assurance services regarding the operation of the internal control system in the preparation and presentation of financial statements for the subsequent fiscal year³;
 - t. Decide measures for handling significant financial changes of the Bank;
 - u. Other matters as prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders.
2. Shareholders shall not be permitted to participate in voting in the following cases⁴:
- a. With respect to the contracts specified in point q, clause 1 of this Article, where such shareholder or any person related to such shareholder is a party to the contract, or has an interest related to the contract, or has an interest related to the parties to the contract;
 - b. With respect to the purchase of shares by such shareholder or by any person related to such shareholder, except where the share repurchase is conducted in proportion to the ownership ratio of all shareholders, or where the repurchase is conducted through order-matching transactions on the Stock Exchange or through a public tender offer in accordance with the law.
3. Resolutions on the matters specified in points a, d, f, and r of clause 1 of this Article must be passed by voting at a General Meeting of Shareholders.
4. All issues that have been included in the meeting agenda must be discussed and put to a vote at the General Meeting of Shareholders.

Article 33. Authorization to attend General Meeting of Shareholders

1. Right of authorization and scope
- a. A shareholder may directly attend or authorize another person in writing to attend the General Meeting of Shareholders. The authorized person shall not stand for election in his/her own capacity.
 - b. The authorized person may further delegate the authorization to another person to attend the meeting if approved by the shareholder (the principal).
 - c. Where more than one authorized representative is appointed, the shareholder must specifically determine, for each representative: the number of shares, the class of shares, and the corresponding number of votes/voting rights.
2. Authorization for another person to attend the General Meeting of Shareholders (including re-authorization) must be made in writing in accordance with civil law and using the Bank's

³ Article 59 of the Law on Credit Institutions regarding independent audit.

⁴ Clause 4, Article 167 of the Law on Enterprises regarding the approval of contracts and transactions between the company and related persons.

prescribed form, and shall only take legal effect when all of the following conditions are satisfied:

- a. The written authorization must contain the following information: the name of the authorizing shareholder; the name of the individual or organization being authorized; the number and class of shares authorized; the content and purpose of the authorization; the scope of authorization; and must bear signatures as follows:
 - (i) In the case of an individual shareholder acting as the principal, the authorization must bear the signature of such shareholder and of the authorized person;
 - (ii) In the case of an organizational shareholder acting as the principal, the authorization must bear the signature of the authorized representative, the legal representative of the organizational shareholder, and the individual/legal representative of the organization that is authorized to attend the meeting;
 - (iii) In other cases, the authorization must bear the signature of the legal representative of the shareholder and of the authorized person attending the meeting.
 - b. The Bank must receive the original written authorization within the timeframe prescribed by the Bank for each meeting or each round of written consultation; in the case of foreign organizational or individual shareholders, a scanned copy may be submitted first, provided that the original is subsequently submitted within the timeframe notified by the Bank.
 - c. The time of receipt of the authorization by the Bank shall be determined based on the Bank's receipt stamp.
3. Exercise of voting/balloting by the authorized person
- a. Voting or balloting results made by the authorized person within the scope of authorization shall be deemed to have the same validity as if performed by the shareholder.
 - b. Where the authorized person receives authorizations from multiple shareholders, voting/balloting may be carried out in one of the following ways:
 - (i) adopting a single voting decision applicable to all authorizing shareholders; or
 - (ii) voting flexibly based on the separate decisions/instructions of each authorizing shareholder, consistent with the allocated scope of authorization as specified in the authorization document.
 - c. The voting ballots of the authorized person cast within the authorized scope shall remain valid in the following cases:
 - The principal has died, has limited legal capacity, or has lost legal capacity;
 - The principal has revoked the authorization;
 - The principal has revoked the authority of the person granting the authorization.

This clause shall not apply where the Bank receives written notice within the timeframe prescribed by the Bank for each meeting/each round of solicitation of written ballots

regarding any of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvened meeting.

Article 34. Variation of shareholders' rights

1. Any change or abolition of special rights attached to a class of preference shares is effective only when approved by shareholders representing at least 65% of the total votes of all shareholders attending the General Meeting of Shareholders. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preference shareholders of a certain class shall only be approved if it is approved by the attending shareholders holding at least 75% of the total shares of that class, or by the preference shareholders holding at least 75% of the total shares of that class in a form of voting by post or any electronic mode.
2. The holding of a separate meeting of shareholders of a class as mentioned above is valid only when at least 02 (two) shareholders (or their proxies) holding at least one-third of the par value of the issued shares of that class are present. If the required quorum is not met, another meeting shall be convened within 30 (thirty) days thereafter, and those shareholders holding shares of that class who are present in person or by proxy, regardless of their number or the number of shares, shall be deemed to constitute the required quorum. At such separate meetings, the shareholders holding shares of that class who are present in person or by proxy may request a secret ballot, and each such shareholder has one vote per share of that class he/she holds.
3. The procedures for conducting such separate class meetings shall be similar to the provisions applicable to General Meetings of Shareholders.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preference shares regarding some or all matters of profit distribution or the Bank's assets shall not be changed when the Bank issues additional shares of the same class.

Article 35. Convening, agenda, and notice of General Meeting of Shareholders

1. The Board of Directors convenes annual or extraordinary General Meetings of Shareholders, or a General Meeting of Shareholders is convened in other cases as provided in this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders entitled to attend the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no earlier than 10 (ten) days prior to the date the meeting notice is sent. The Bank shall disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days prior to the record date. The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, contact address, and nationality and legal identification document number of each individual shareholder; the name, enterprise I.D. or legal document of each

- organizational shareholder and its head office address; and the number of shares of each class and shareholder registration date and number of each shareholder.
- b. Prepare the agenda, meeting contents, and documents; and draft General Meeting of Shareholders resolutions for the proposed meeting issues;
 - c. Determine the time and venue of the meeting;
 - d. Send out the meeting invitations to all shareholders entitled to attend the meeting;
 - e. Perform other tasks necessary for the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures its delivery to the shareholder's contact address, and shall concurrently be disclosed on the Bank's website and the portal of the competent authority. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 (twenty-one) days prior to the opening date of the meeting (calculated from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and the documents relating to the matters to be voted on at the meeting shall be sent to the shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders and/or posted on the Bank's website. Where documents are not enclosed with the meeting notice, the notice must specify the URL where the full set of meeting materials can be accessed, including:
- a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates in the event of an election of members of the Board of Directors or of the Supervisory Board;
 - c. The form of voting ballot;
 - d. The form of authorization letter in the event that a shareholder authorizes another person to attend the meeting;
 - e. Draft resolutions for each matter on the agenda.
4. A major shareholder or a group of shareholders holding 5% or more of total ordinary shares has the right to propose additional issues to be included in the meeting agenda. Such a proposal must be in writing and sent to the Bank at least 3 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the proposed issue to be included in the agenda.
5. The person convening the General Meeting of Shareholders has the right to refuse the proposal mentioned in Clause 4 of this Article only in the following cases:
- a. The proposal was not sent in accordance with Clause 4 of this Article;
 - b. The proposed issue is not within the authority of the General Meeting of Shareholders to decide;
 - c. The proposed issue is not relevant to the Bank's Charter and/or provisions of law.

In case the convener refuses the proposal in Clause 4 of this Article, he/she must send a written response stating the reason for refusal at least 2 (two) working days before the opening of the General Meeting of Shareholders.

6. The person convening the General Meeting of Shareholders must accept and include in the tentative agenda any proposal made under Clause 4 of this Article that is not subject to refusal under Clause 5 of this Article. The proposal is officially supplemented to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 36. Forms of holding the General Meeting of Shareholders

1. A General Meeting of Shareholders may be held in-person, online, or a combination of in-person and online participation.
2. The sequence, procedures, and manner of conducting an online or hybrid General Meeting of Shareholders shall be implemented as resolved by the General Meeting of Shareholders from time to time.

Article 37. Conditions for conducting the General Meeting of Shareholders

The General Meeting of Shareholders is conducted when shareholders and authorized proxies attending represent **more than 50%** of the total voting shares. In case the required quorum is not met within 60 (sixty) minutes from the scheduled opening time, the General Meeting of Shareholders shall be reconvened the second time within 30 (thirty) days from the intended first meeting date. The second General Meeting of Shareholders is conducted when shareholders and proxies attending represent at least 33% of the total voting shares. If the second meeting fails to meet the quorum within 60 (sixty) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within 20 (twenty) days from the intended second meeting date. The third General Meeting of Shareholders shall be conducted without regard to the number of shareholders or the percentage of voting shares represented. In such cases, the second or third General Meeting of Shareholders has the authority to decide all matters that the first General Meeting of Shareholders could have lawfully decided.

Article 38. Procedure and voting at the General Meeting of Shareholders

1. Before the meeting begins, the Bank must carry out shareholder registration and continue to register shareholders until all shareholders entitled to attend have been registered:
 - a. When registering shareholders, the Bank shall issue to each shareholder or their proxy with voting rights a voting card indicating the registration number, full name of the shareholder, full name of the proxy, and the number of votes corresponding to that shareholder's shares.
 - b. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting is conducted openly with options of support, against, or abstain. At the General Meeting, votes for each resolution shall be collected first, then votes against. The total votes for and against shall be counted to determine the decision. Vote-counting results shall be announced by the chairperson immediately before the meeting is adjourned.

- c. The General Meeting shall elect persons responsible for counting votes or supervising the vote count as proposed by the chairperson. The number of members of the ballot-counting committee shall be decided by the General Meeting of Shareholders based on the chairperson's proposal but shall not exceed 03 (three) persons.
 - d. Shareholders, authorized representatives of organizational shareholders or proxies who arrive after the meeting has commenced are still allowed to register and thereafter have the right to join and vote at the meeting. In this case, the Chairperson is not obliged to temporarily suspend the meeting for the registration of those persons and the validity of the votes on matters already voted on before their arrival remains unchanged.
2. The election of the chairperson, secretary, and vote counting committee shall be conducted as follows:
- a. The Chairperson of the Board of Directors shall act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another member of the Board of Directors to act as chairperson. If the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among them to act as the chairperson of the meeting by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall oversee the process for the General Meeting of Shareholders to elect a chairperson from the attendees, and the person receiving the highest number of votes shall act as the chairperson of the meeting;
 - b. Except for the case specified in Point a of this Clause, the person who signs the notice convening the General Meeting of Shareholders shall preside over the meeting to facilitate the election of a chairperson by the General Meeting of Shareholders. The person who receives the highest number of votes shall be the chairperson of the meeting;
 - c. The chairperson shall appoint one (1) or more persons to act as the secretariat of the meeting;
 - d. The General Meeting of Shareholders shall elect one (1) or more persons to the ballot-counting committee based on the chairperson's proposal.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify clearly and in detail the time allocated for each item of business. The agenda and contents of the meeting may be approved in whole or in part; and if only part of the agenda is approved, the General Meeting of Shareholders shall proceed with the approved portion, while the items that have not been approved shall be considered for approval at a subsequent General Meeting of Shareholders.
4. The chairperson of the meeting shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of the attendees.
- a. Arranging seating at the General Meeting of Shareholders venue;

- b. Ensuring the safety of all attendees at the meeting venue;
 - c. Facilitating shareholders' participation (or continued participation) in the meeting. The chairperson of the General Meeting of Shareholders shall have full authority to modify these measures and apply any necessary measures. These measures may include issuing admission tickets or using other selection methods.
5. The convener or chairperson of the General Meeting of Shareholders shall have the following rights:
- a. Request all attendees to undergo legal and reasonable security checks or other necessary security measures;
 - b. Request the competent authority to maintain order at the meeting and expel individuals who fail to comply with the authority of the chairperson, deliberately cause disorder, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.
6. The chairperson shall have the right to postpone a General Meeting of Shareholders that has met the quorum for no more than three (3) working days from the scheduled opening date. The chairperson may only postpone the meeting or change the meeting venue in the following cases:
- a. The meeting venue does not have sufficient seating for all attendees in a convenient manner;
 - b. Communication facilities at the meeting venue fail to enable all shareholders participate, discuss, and vote;
 - c. A participant disrupts the meeting, causing the meeting unlikely to not be conducted fairly and legally.
7. In the event that the chairperson postpones or suspends the General Meeting of Shareholders in contravention of clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and preside over the meeting (by approval of more than 50% of the total voting rights of all shareholders attending the meeting) until its conclusion; all resolutions passed at such meeting shall remain valid and enforceable.
8. If the Bank applies modern technology to organize the General Meeting of Shareholders online, the Bank is responsible for ensuring that shareholders can attend and vote electronically or by other electronic means as permitted by law.

Article 39. Conditions for approving resolutions of the general meeting of shareholders

- 1. The General Meeting of Shareholders shall adopt decisions under its authority by voting at the meeting or by collecting written opinions.
- 2. Except as provided in Clauses 3, 4 and 5 of this Article, a resolution of the General Meeting of Shareholders is passed when shareholders representing **more than 50%** of the total votes of all shareholders attending the meeting approve it, or shareholders representing

more than 50% of the total voting shares of all shareholders approve it in case of collecting written opinions.

3. For resolutions on matters specified in point h and point p Clause 1 Article 32 of this Charter, approval is required by shareholders representing more than 65% of the total votes of all shareholders attending the meeting, or by shareholders representing more than 65% of the total voting shares of all shareholders in case of collecting written opinions.
4. For a resolution on the matter specified in point r Clause 1 Article 32 of this Charter, approval is required by shareholders representing more than 65% of the total votes of all shareholders attending the meeting.
5. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting.

Article 40. Authority and procedure to adopt shareholders' resolutions in case of collecting written opinions

1. Except for matters stipulated in Points a, d, f, and r, Clause 1, Article 32 of this Charter, which must be approved by voting at the General Meeting of Shareholders, resolutions of the General Meeting of Shareholders may be adopted by way of collecting written opinions if they meet the approval rate stipulated in Article 39 of this Charter.
2. To ensure that resolutions are validly passed by way of collecting written opinions, the Board of Directors is responsible for:
 - a. Determining the matters to be submitted for collection of written opinions by shareholders whenever deemed necessary for the benefit of the Bank, as well as the method and content of voting, in accordance with this Charter and applicable laws;
 - b. Prepare the written ballots, draft resolutions of the General Meeting of Shareholders, and explanatory materials for the draft resolutions; and send them to all shareholders entitled to vote, and disclose them on the Bank's website no later than 10 (ten) days prior to the deadline for returning the completed ballots. The written ballot must contain the following essential information:
 - (i) the name, head office address, and enterprise registration number of the Bank;
 - (ii) the purpose of the consultation;
 - (iii) for shareholders who are individuals: full name, contact address, nationality, and ownership registration number⁵;
 - (iv) for shareholders that are organizations: name of the organization, ownership registration number, contact address/head office address, nationality, and information on the legal representative or authorized representative of the

⁵ The ownership registration number is the information used to identify the securities holder and may correspond to one of the following: a personal identification number, a passport number, a business registration certificate number, a securities trading code, etc., as specified in detail in clause 8, Article 2 of Decision No. 07/QĐ-HĐTV dated February 03, 2026 on the Regulation on securities registration and transfer of securities ownership at the Vietnam Securities Depository and Clearing Corporation.

- shareholder (full name, contact address, nationality, and identification details of the individual serving as representative)⁵;
- (v) the number and class of shares, and the number of voting rights of the shareholder;
 - (vi) the matters to be consulted on for the purpose of passing a decision;
 - (vii) the voting options, including: support, against, abstain;
 - (viii) the deadline for returning the completed ballot to the Bank (returning date);
 - (ix) the full name and signature of the Chairperson of the Board of Directors.
- c. Shareholders may return their completed written ballots to the Bank through any of the following methods, in accordance with the Bank's instructions and regulations applicable to each round of solicitation of written ballots:
- (i) By mail: the ballot must be placed in a sealed envelope and no one shall be permitted to open it before the vote-counting session;
 - (ii) By email: the ballot must be kept confidential until the time of vote counting;
- d. A completed ballot must bear the signature of the shareholder who is an individual, or the authorized representative or legal representative of the shareholder that is an organization, except as provided in item (iii), point c, clause 2 of this Article.
- e. Ballots returned to the Bank after the deadline specified in the ballot shall be invalid. Ballots that have been opened (in the case of mail), or disclosed (in the case of email or online submission), shall be invalid. Any ballot that is not returned to the Bank for any reason shall be deemed that the shareholder has not participated in the voting.
- f. The Board of Directors shall conduct the vote counting and prepare the minutes of vote counting in the presence of the Supervisory Board or a shareholder who does not hold any managerial position in the Bank. The minutes of vote counting must include the following essential details: the name, head office address, and enterprise registration number of the Bank; the purpose and matters of the solicitation of written ballots; the voting methods used; the number of shareholders and the total number of voting rights participating in the vote, distinguishing valid and invalid votes, accompanied by an appendix listing the shareholders who participated in the vote; the total number of votes in favor, against, and with no opinion for each matter; the matters approved and the corresponding approval ratios; the full names and signatures of the Chairperson of the Board of Directors, the vote-count supervisor, and the vote counters. Members of the Board of Directors, the vote-count supervisor, and the vote counters shall be jointly responsible for the accuracy and integrity of the vote-counting minutes, and jointly liable for any damage arising from resolutions passed due to dishonest or inaccurate vote counting.
- g. The written opinion form must be signed by individual shareholders or by legal representatives or authorized representatives of organizational shareholders. The written opinion form sent to the Bank must be placed in sealed envelopes, and no one shall have the right to open them before the vote-counting process. Any forms

submitted after the specified deadline or opened before counting shall be deemed invalid;

- h. The Board of Directors shall count the votes and prepare the vote-counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a managerial position in the Bank. The vote-counting minutes must include the following key details: Name, address of the head office, business registration number, and date and place of registration; purpose of and issues submitted for collection of opinions and approval; number of shareholders participating in the collection of opinions, along with the total number of votes cast, distinguishing between valid and invalid votes, with an appendix listing shareholders participating the collection of written opinions; total number of votes in favor, against, and abstentions for each issue; issues that have been approved and their corresponding approval rates; full names and signatures of the Chairperson of the Board of Directors, the vote-counting supervisors, and the vote counters. Members of the Board of Directors, the vote-counting supervisors, and the vote counters shall be jointly responsible for the accuracy and honesty of the vote-counting minutes, as well as for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.
3. A resolution of the General Meeting of Shareholders adopted through collection of opinions shall have the same legal effect as a resolution passed through voting at a General Meeting of Shareholders.
4. The vote-counting minutes and the resolution shall be sent to shareholders within 15 (fifteen) days from the completion of the vote counting. The delivery of the vote-counting minutes and the resolution may be substituted by posting them on the Bank's website.
5. Completed forms, the vote-counting minutes, the full text of the approved resolution, and all related documents accompanying the voting ballots must be kept at the Bank's head office.

Article 41. Resolutions and meeting minutes of General Meeting of Shareholders

1. A General Meeting of Shareholders must be recorded in minutes and may be sound recorded, or recorded and stored in other electronic forms. The minutes must contain the principal details as follows:
 - a. Name and head office address of the Bank, enterprise code;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Meeting agenda and contents;
 - d. Full name of the chairperson and the secretary;
 - e. Summary of the meeting proceedings and opinions expressed on each matter in the meeting agenda;
 - f. Number of shareholders and total number of voting shares of shareholders attending; an appendix listing the shareholders and proxies present, together with the corresponding number of shares and votes;

- g. Total number of votes for each matter, detailing the method of voting, total valid and invalid votes, votes in favor, against, and abstentions; and the respective percentage those represent to the total votes of shareholders attending;
 - h. Matters that have been approved and the corresponding percentage of approving votes;
 - i. Full name and signature of the chairperson and the secretary. In case the chairperson or the secretary refuses to sign the minutes, the minutes remains effective if it is signed by all remaining members of the Board of Directors attending the meeting and contains all of the required contents as stated in this Clause. The minutes must clearly state that the chairperson or secretary refuses to sign.
- 2. The meeting minutes of the General Meeting of Shareholders must be completed and approved before the meeting is adjourned. The chairperson and the secretary of the meeting, or other persons who sign the minutes, are jointly responsible for the accuracy and truthfulness of its contents.
 - 3. The meeting minutes shall be prepared in Vietnamese and, if necessary, in a foreign language, with equal legal effect. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
 - 4. Resolutions and meeting minutes of the General Meeting of Shareholders, the appendix listing attending shareholders with their signatures, proxy letters, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with the statutory regulations on information disclosure on the securities market and must be retained at the Bank's Head Office. Within 15 (fifteen) days from the close of the meeting or from the end of the vote count in case of collecting written opinions, all resolutions and decisions adopted by the General Meeting of Shareholders must be sent to the SBV.

Article 42. Request to cancel General Meeting of Shareholders' resolutions

Within 90 (ninety) days from the date of receipt of the meeting minutes of the General Meeting of Shareholders or the vote-counting minutes of a collection of opinions poll of the General Meeting of Shareholders, a shareholder or group of shareholders holding 5% or more of total ordinary shares has the right to request a Court or Arbitration to consider cancelling a whole resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

- 1. The procedures for convening the meeting and issuing resolutions of the General Meeting of Shareholders seriously violate the Law on Enterprises or the Bank's Charter, except the case specified in Clause 2 Article 43 of this Charter;
- 2. The content of the resolution violates the law or the Bank's Charter.

Article 43. Effectiveness of General Meeting of Shareholders' resolutions

- 1. A resolution of the General Meeting of Shareholders takes effect from the date of its adoption or from the effective date stated in that resolution.

2. A resolution of the General Meeting of Shareholders that is passed with 100% of the total voting shares is valid and effective even if the procedures for convening and adopting the resolution violate the law and/or the Bank's Charter.
3. In case a shareholder or group of shareholders requests a Court or an Arbitration to cancel a resolution of the General Meeting of Shareholders as provided in Article 42 of this Charter, such resolution remains effective until the Court or Arbitration issues a final decision to cancel it, except that a competent authority applies interim urgent measures.

SECTION VII BOARD OF DIRECTORS

Article 44. Composition and term of office

1. The General Meeting of Shareholders elects, discharges, and removes members of the Board of Directors by cumulative voting as prescribed by law.
2. The Board of Directors elects, discharges, and removes the Chairperson of the Board of Directors by a majority vote through ballot or by a show of hands.
3. The Board of Directors shall consist of at least 05 (five) members and at most 11 (eleven) members. The number of members for each term of office shall be decided by the General Meeting of Shareholders.
4. The Board of Directors must have at least 02 (two) independent members, and two-thirds of the total members must be independent and non-executive members of the Bank.
5. The term of office of the Board of Directors is 05 (five) years. Members of the Board of Directors may be re-elected. The term of office of a member of the Board of Directors coincides with the term of office of the Board of Directors. The term of office of any member elected or appointed to fill a vacancy or to add to the Board of Directors is the remaining period of its term of office. The outgoing Board of Directors shall continue to perform its rights and duties until the new Board of Directors takes over.
6. An individual and his/her related persons or multiple representatives of one organizational shareholder and their related persons may serve on the Board of Directors, but the total shall not exceed 02 (two) members.
7. The election, discharge, removal, and resignation of the Chairperson and other members of the Board of Directors must be conducted in accordance with the law and this Charter. The order, procedures, and dossier for seeking approval for and notifying the election, discharge, or removal of the Chairperson and members of the Board of Directors shall follow the SBV's regulations. The results of the election of the Chairperson and members of the Board of Directors of the Bank must be reported to the SBV.
8. The Chairperson of the Board of Directors must be a Vietnamese citizen and reside in Vietnam during his/her term of office.
9. In case foreign shareholders (including overseas Vietnamese) participate in the Board of Directors, the following conditions will apply:



- a. The ratio of foreign members on the Board of Directors shall correspond to the aggregate foreign ownership percentage of the Bank;
 - b. Foreign members must not hold the position of Chairperson of the Board of Directors of the Bank.
10. The Board of Directors is responsible to the General Meeting of Shareholders for the performance of the rights and duties assigned in accordance with the law and this Charter.

Article 45. Rights and duties of the Board of Directors

1. To seek approval of the General Meeting of Shareholders for matters under the authority of the General Meeting of Shareholders as prescribed by the Law on Credit Institutions.
2. To decide on the Bank's strategy, medium-term development plan, business plan, and annual budget plan.
3. To decide on the establishment of branches, representative offices, and non-business units of the Bank.
4. To appoint, discharge, discipline, suspend, and decide on salaries, bonuses, and other benefits for the President & Chief Executive Officer, the Executive Vice Presidents, and the remaining of executives under the authority of the Board of Directors in accordance with internal regulations of the Board of Directors.
5. To designate persons to act as the Bank's authorized representatives for capital contribution in other enterprises or credit institutions.
6. To approve plans for the Bank to contribute capital to, or purchase or sell shares or equity of, other enterprises or credit institutions where the value of the capital contribution, intended purchase price, or book value in case of sale is less than 20% of the Bank's charter capital as stated in the latest audited financial statements.
7. To approve decisions on investment, purchase, or sale of the Bank's fixed assets where the investment amount, intended purchase price, or original book value in case of sale is from 10% of the Bank's charter capital or more as stated in the latest audited financial statements, except for investment, purchase, or sale of fixed assets under the authority of the General Meeting of Shareholders.
8. To decide on credit extensions as prescribed in Clause 7 Article 136 of the Law on Credit Institutions, except for transactions under the authority of the General Meeting of Shareholders.
9. To approve contracts or other transactions valued at less than 20% of the Bank's charter capital as stated in the latest audited financial statements between the Bank and a member of the Board of Directors, a member of the Supervisory Board, the President & Chief Executive Officer, or a major shareholder of the Bank; or between the Bank and any related person of managers, member of the Supervisory Board, or major shareholder of the Bank; or between the Bank and its subsidiaries or affiliates.
10. To approve contracts or other transactions valued at from 10% of the Bank's charter capital or more as stated in the latest audited financial statements.

11. To inspect, supervise, and direct the President & Chief Executive Officer in the performance of assigned duties; and to annually evaluate the performance of the President & Chief Executive Officer.
12. To promulgate internal rules related to the organization, governance, and operations of the Bank in accordance with the Law on Credit Institutions and relevant laws, except for matters under the authority of the Supervisory Board or the General Meeting of Shareholders.
13. To decide on risk management policies and to oversee the implementation of measures for risk prevention of the Bank.
14. To review and approve annual reports.
15. To decide on the offering of new shares within the number of shares that may be offered as authorized (by the General Meeting of Shareholders).
16. To determine the offering price of shares and convertible bonds of the Bank.
17. To decide on the repurchase of the Bank's shares according to approved plans.
18. To propose profit distribution plans and the dividend rate; and to decide the timeframe and procedures for dividend payment, or the handling of losses in the Bank's business operations.
19. To prepare content and necessary documents to submit to the General Meeting of Shareholders for decision on matters under its authority, except for contents under the rights and duties of the Supervisory Board.
20. To approve the program and plan of action of the Board of Directors; the organization and documents for the General Meeting of Shareholders; and to convene the General Meeting of Shareholders or to hold a vote by post or through any electronic mode to adopt resolutions/decisions of the General Meeting of Shareholders.
21. To implement, and to supervise compliance with, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
22. To promptly inform the SBV of any information that negatively affects the eligibility of any member of the Board of Directors, any member of the Supervisory Board, or the President & Chief Executive Officer.
23. To select a professional valuation organization to appraise capital contributions in forms other than Vietnamese Dong, freely convertible foreign currencies, or gold in accordance with the law. In cases where the Bank is subject to a merger, acquisition, and/or takeover that requires shareholder approval, the Board of Directors must engage an independent party to assess the fairness of the transaction value.
24. To decide on the level of compensation where there is conclusive evidence proving that a loss of assets has resulted from subjective fault⁶.
25. To exercise other rights and perform other obligations in accordance with the law.

⁶ Clause 9 of Decree No. 135/2025/ND-CP on the financial regime applicable to credit institutions.

Types of decisions requiring approval of the Board of Directors: as provided above, except for those specified in clauses 19, 21, and 22 of this Article.

Article 46. Rights and duties of the Chairperson and members of the Board of Directors

1. The Chairperson of the Board of Directors has the following rights and duties:
 - a. To set up the program and plan of actions of the Board of Directors; to be responsible for the performance of his/her rights and duties.
 - b. To prepare the agenda, contents, and documents for meetings of the Board of Directors; to convene and chair such meetings.
 - c. To sign on behalf of the Board of Directors documents under the authority of the Board of Directors.
 - d. To organize the approval of resolutions and decisions of the Board of Directors.
 - e. To supervise and organize the supervision of the implementation of resolutions and decisions of the Board of Directors.
 - f. To chair the General Meeting of Shareholders.
 - g. To ensure that members of the Board of Directors receive complete, objective, and accurate information and have sufficient time to discuss the issues to be considered by the Board of Directors.
 - h. To assign specific tasks to each member of the Board of Directors.
 - i. To supervise members of the Board of Directors in the performance of the tasks assigned and in the exercise of their common rights and duties.
 - j. To only authorize another member of the Board of Directors to perform the rights and duties of the Chairperson when the Chairperson is absent or unable to perform his/her duties.
 - k. To annually evaluate the performance of each member of the Board of Directors and each committee under the Board of Directors, and report the General Meeting of Shareholders on the evaluation results.
 - l. Other rights and duties as prescribed by law, this Charter, and resolutions of the Board of Directors.
2. Members of the Board of Directors have the following rights and duties:
 - a. To exercise the rights and perform the duties of a member of the Board of Directors in accordance with its internal rules and the assignment of the Chairperson, in an honest, prudent manner for the benefit of the Bank and its shareholders; to promote the independence of independent members of the Board of Directors in the performance of their rights and duties; and to bear responsibility for the performance of their rights and duties.

- b. To review the audit report on the financial statements prepared by the independent auditor, and to give opinions or request the Bank's executives, independent auditors, or internal auditors to explain and clarify issues related to the report.
- c. To propose that the Chairperson convene an extraordinary meeting when necessary.
- d. To attend meetings, discuss and vote on matters under the authority of the Board of Directors, unless not allowed to attend and vote due to conflicts of interest. To be responsible to the General Meeting of Shareholders and the Board of Directors for their decisions.
- e. A member of the Board of Directors shall not authorize another person to attend meetings of the Board of Directors to vote on matters which, according to the Law on Credit Institutions, must be decided without delegation.
- f. To implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- g. To be accountable to the General Meeting of Shareholders and the Board of Directors for the explanation of performance of tasks assigned when so requested.
- h. An independent member of the Board of Directors shall be responsible for conducting and organizing the review of material and significant related-party transactions (transactions between the Bank and insiders or persons related to insiders) to ensure that such transactions serve the best interests of the Bank and its shareholders.
- i. Other rights and duties as prescribed by law, this Charter, and resolutions of the Board of Directors.

Article 47. Remuneration and other benefits of Board members

- 1. The Chairperson and other members of the Board of Directors (excluding alternate authorized representatives) shall not receive salary but shall receive remuneration and be reimbursed for expenses incurred during the performance of their duties. The remuneration and operating expenses of the Board of Directors shall be accounted as a business expense of the Bank in accordance with the law and shall be disclosed as a separate item in the Bank's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
- 2. A member of the Board of Directors who holds an executive position, serves on the committees of the Board of Directors, or undertakes other tasks that, in the opinion of the Board of Directors, fall outside the ordinary duties of a Board member may receive additional remuneration in the form of a fixed one-time payment, salary, commission, profit-sharing, or other forms as determined by the Board of Directors.

Article 48. Replacement of members of the Board of Directors

- 1. Within no more than 15 (fifteen) days from the date the Chairperson of the Board of Directors is obviously no longer a member of the Board of Directors, the remaining members of the Board of Directors shall convene a meeting to elect a new Chairperson

from among the Board members who meet the qualifications and conditions as prescribed by law and this Charter.

2. If the Chairperson of the Board of Directors wishes to resign, they must submit a written resignation letter to the Board of Directors. Within 60 (sixty) days from the date of receiving the resignation letter, the Board of Directors must convene a meeting to review and decide on the matter and carry out procedures for discharge, removal, and election of a new Chairperson of the Board of Directors in accordance with the law and this Charter.
3. Any member of the Board of Directors who wishes to resign must submit a resignation letter to the Board of Directors in order to seek approval from the General Meeting of Shareholders.
4. If the number of members of the Board of Directors falls below the minimum required by this Charter, the Bank must appoint additional members to ensure the required number within 90 (ninety) days from the date the shortage occurs.
5. In other cases, the General Meeting of Shareholders at its next meeting shall elect a new member of the Board of Directors to replace a discharged or removed member or to supplement any vacant positions.
6. Individuals elected as Chairperson or members of the Board of Directors shall immediately assume their assigned responsibilities. The discharged or removed Chairperson and members of the Board of Directors shall be responsible for handing over their duties to the newly elected Chairperson and members of the Board of Directors and shall remain personally accountable for any decisions made during their term of office.
7. If both the Chairperson and Vice Chairperson of the Board of Directors are discharged or removed, the Board of Directors must elect replacements within 10 (ten) days from the date the discharge or removal is approved.

Article 49. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the end of the Board election. This meeting shall be convened and chaired by the member of the Board of Directors who received the highest number or highest percentage of votes. If there are multiple members with the highest and equal number or percentage of votes, the members shall vote by majority to select one among them to convene the meeting of the Board of Directors.
2. The Board of Directors must hold a meeting at least once each quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors must convene an extraordinary Board of Directors meetings in the following cases:
 - a. At the request of the Chairperson of the Board of Directors;
 - b. At the request of an independent members of the Board of Directors;
 - c. At the request of at least 02 (two) members of the Board of Directors;
 - d. At the request of the Supervisory Board;

- e. At the request of the President & Chief Executive Officer.
- 4. A request for an extraordinary meeting as stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors to decide.
- 5. Within 07 (seven) working days from the date of receipt of a written request for an extraordinary Board of Directors meeting from any of the subjects specified in Points b, c, d, e Clause 3 of this Article, the Chairperson of the Board of Directors must convene an extraordinary meeting. If the Chairperson fails to convene the Board of Directors meeting upon such a request, the Chairperson shall be responsible for any damage caused to the Bank; and the person making the request has the right to convene the Board of Directors meeting in lieu of the Chairperson of the Board of Directors.
- 6. Meeting venue: Board of Directors meetings shall be held at the registered address of the Bank or at another location decided by the Board of Directors.
- 7. Meeting invitation and agenda: The Chairperson of the Board of Directors or the person convening the meeting must send the meeting invitation at least 05 (five) working days before the meeting. The invitation must clearly state the time and venue of the meeting, the agenda, and issues to be discussed and decided. The invitation must enclose materials used at the meeting and the voting ballots of the members.

The meeting invitation may be sent by mail, through smartphones, fax, or other electronic means and must be guaranteed to reach the contact address of each member of the Board of Directors that has been registered with the Bank.

- 8. The Chairperson or convener must send the meeting invitation and materials to members of the Supervisory Board in the same way as to members of the Board of Directors.
- 9. Required attendance: A Board of Directors meeting is conducted when at least 3/4 (three-fourths) of the total number of members of the Board of Directors attend. If a meeting convened under this Clause fails to meet the required quorum, it may be reconvened within 07 (seven) days from the date of the first intended meeting. In this case, the meeting is conducted if more than 1/2 (one-half) of the members of the Board of Directors attend. After two conventions with quorum failure, the Chairperson of the Board of Directors must convene an extraordinary General Meeting of Shareholders within no more than 90 (ninety) subsequent days for shareholders to consider the status of the members of the Board of Directors.
- 10. Voting:
 - a. A member of the Board of Directors who has an interest related to a matter under the Board of Directors' consideration shall not be permitted to attend and vote on that matter and shall not be counted toward the quorum for that matter; such member also is not allowed to be a proxy for another member to attend and vote on that issue.
 - b. If any doubt arises at a meeting regarding whether a member of the Board of Directors has an interest or is entitled to vote on a matter and such member does not voluntarily waive the right to vote, such doubt shall be referred to the chairperson of the meeting.

The ruling of the Chairperson on this matter is final and conclusive, except where the nature or extent of such member's interest was not fully known.

11. Declaration of interest: If a member of the Board of Directors is, to his/her knowledge, directly or indirectly interested in a contract or transaction already entered into or proposed to be entered into with the Bank, he/she must immediately declare the nature and extent of his/her interest at the Board of Directors meeting where such contract or transaction is discussed; or, at the nearest Board meeting from the time he/she becomes aware of it.
12. Majority voting: A decision of the Board of Directors is passed if it is approved by a majority of the members of the Board of Directors entitled to vote who attend the meeting. In case of a tie, the deciding vote is the vote of the Chairperson of the Board of Directors or of the person authorized by the Chairperson to preside over the meeting (in case the Chairperson is absent).
13. If the Board of Directors adopts a decision by way of collecting written opinions on a matter, such decision is deemed to have the same validity as a decision adopted by members of the Board of Directors at a duly convened meeting, provided that:
 - a. It is agreed upon in writing by a majority of members of the Board of Directors entitled to vote on that matter;
 - b. The number of members of the Board of Directors entitled to vote in writing must satisfy the quorum requirement for a Board meeting.
14. Minutes: Minutes of Board of Directors meetings shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending and by the minute-taker. If any Board member refuses to sign, the minute-taker shall note such refusal in the minutes. The minutes of the Board meeting remains effective if signed by the chairperson, the other attending members of the Board of Directors, and the minute-taker. The Board meeting minutes provided to members of the Board of Directors serves as conclusive evidence of the work carried out at that meeting.
15. Invitees to Board meetings: Members of the Supervisory Board, the President & Chief Executive Officer, and possibly other managerial officers or experts may be invited to attend Board meetings; however, they shall not participate in voting.
16. The Board of Directors' meetings may be held in the form of discussion among members of the Board of Directors when all or some members are at different locations, provided that each participating member can:
 - a. Hear each of the other participating members of the Board of Directors speaking during the meeting; and
 - b. If desired, address all other participants simultaneously.

Communication between members may occur directly via telephone or by other communication devices, or by a combination of these means. For the purposes of this Charter, a member of the Board of Directors participating in such a meeting is deemed to be "present" at that meeting. The location of the meeting convened in this manner is

deemed to be the location where the largest group of members of the Board of Directors is gathered, or if there is no such group, the location of the chairperson of the meeting.

17. Acts carried out pursuant to a decision of the Board of Directors, or of a committee under the Board of Directors, or by a person acting as a member of such committee, shall be deemed valid even if there is later discovered a defect in the election or appointment of such member.

Article 50. Committees of the Board of Directors

The Board of Directors establishes committees under the Board of Directors to assist the Board in performing its rights and duties in accordance with the law. Such committees must include a Risk Management Committee and a Human Resources and Remuneration Committee.

Article 51. Corporate secretary

The Board of Directors shall appoint one (01) or more persons to serve as the Corporate Secretary to support the Board of Directors and its members, particularly newly appointed members, in the performance of their responsibilities. The functions and duties of the Corporate Secretary include:

1. Managing all logistical matters and providing procedural advice for meetings of the Board of Directors and its committees; attending such meetings, preparing the minutes, and facilitating communication within the Board of Directors;
2. Providing information to members of the Board of Directors, members of the Supervisory Board, and shareholders;
3. Advising the Board of Directors and its committees on their respective roles and responsibilities;
4. Advising the Board of Directors on corporate disclosure matters and compliance with regulations on corporate governance, securities, and listing requirements;
5. Managing processes relating to the General Meetings of Shareholders;
6. Monitoring developments in corporate governance and assisting the Board of Directors in adopting corporate governance practices that meet the needs of the Board and the expectations of stakeholders;
7. Maintaining confidentiality of information in accordance with the law and this Charter;
8. Performing other duties as assigned by the Board of Directors and as required under applicable laws and regulations.

Article 52. Person in charge of corporate governance

1. The Board of Directors of the Bank must appoint at least 01 (one) person in charge of corporate governance to assist in corporate governance tasks. The person in charge of corporate governance may concurrently serve as the Company Secretary.

2. The person in charge of corporate governance must not concurrently work for the approved independent auditing firm currently auditing the Bank's financial statements.
3. The person in charge of corporate governance has the following rights and duties:
 - a. Advising the Board of Directors on organizing General Meetings of Shareholders in compliance with regulations, and on communications between the Bank and its shareholders;
 - b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c. Advising on procedures for conducting meetings;
 - d. Attending meetings;
 - e. Advising on procedures for preparing resolutions of the Board of Directors in conformity with law;
 - f. Providing financial information, copies of meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
 - g. Monitoring and reporting to the Board of Directors on the Bank's information disclosure;
 - h. Acting as a liaison with relevant stakeholders;
 - i. Maintaining confidentiality of information in accordance with the law and the Bank's Charter;
 - j. Other rights and duties as prescribed by law and the Bank's internal regulations.

SECTION VIII

PRESIDENT & CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 53. Management apparatus

The management system of the Bank must ensure that the executive apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Bank's business as usual. The Bank shall have a President & Chief Executive Officer, Executive Vice Presidents, a Chief Accountant, and other managerial positions as appointed by the Board of Directors. The appointment, discharge, or removal of the aforementioned positions must be affected by a resolution or decision of the Board of Directors.

Article 54. Executives of the Bank

1. Executives of the Bank include the President & Chief Executive Officer, the Executive Vice Presidents, the Chief Accountant, and the branch managers.
2. The President & Chief Executive Officer is the person who is responsible to the Board of Directors and before the law for the management of the Bank's business as usual.

3. An Executive Vice President assists the President & Chief Executive Officer in managing one or several areas of the Bank's operations as assigned by the President & Chief Executive Officer. An Executive Vice President is responsible to the President & Chief Executive Officer and before the law for the performance of the tasks assigned by the President & Chief Executive Officer.
4. The Chief Accountant assists the President & Chief Executive Officer in directing the Bank's accounting and statistical work, and has rights and duties as prescribed by law.
5. The salary, bonus, and other benefits of the President & Chief Executive Officer shall be decided by the Board of Directors; the salaries, bonuses, and other benefits of the Executive Vice Presidents and the Chief Accountant shall be decided by the Board of Directors after being consulted by the President & Chief Executive Officer.
6. The salary of the President & Chief Executive Officer shall be recorded as a business expense of the Bank in accordance with law, and shall be shown as a separate item in the Bank's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 55. Appointment, discharge and removal of the President & Chief Executive Officer

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the President & Chief Executive Officer. The Board of Directors shall only issue a decision appointing the President & Chief Executive Officer upon obtaining the SBV's written approval. The discharge or removal of the President & Chief Executive Officer must be reported to the SBV. The order and procedures for election, appointment, discharge, and removal of the President & Chief Executive Officer shall comply with laws.
2. The term of office of the President & Chief Executive Officer is 03 (three) years. The President & Chief Executive Officer may be reappointed. The appointment of the President & Chief Executive Officer may terminate in accordance with the terms of the labor contract.
3. After the Board of Directors issues an appointment decision, the new President & Chief Executive Officer shall assume his/her duties immediately; the outgoing President & Chief Executive Officer is responsible for handing over work to the new President & Chief Executive Officer and remains personally liable for his/her decisions made during his/her term of office.
4. In the event the President & Chief Executive Officer obviously no longer holds the position, the Board of Directors must immediately designate an Executive Vice President who meets the SBV's requirements and is not subject to Article 22 of this Charter to perform the duties of the President & Chief Executive Officer, and must promptly report in writing to the SBV in accordance with law.
5. Within a maximum of 90 (ninety) days from the date the President & Chief Executive Officer obviously no longer holds the position or the Board of Directors receives the President & Chief Executive Officer's resignation letter, the Board of Directors must find

a replacement and carry out procedures to appoint a new President & Chief Executive Officer in accordance with SBV regulations.

6. In the event the President & Chief Executive Officer seriously violates law, the SBV's regulations or this Charter, the Board of Directors has the right to temporarily suspend the President & Chief Executive Officer's executive rights, and must immediately designate an Executive Vice President who meets the SBV's requirements and is not subject to Article 22 of this Charter to perform the duties of the President & Chief Executive Officer. The Board must promptly send a written report, including proposals for handling the violations and the position of the President & Chief Executive Officer, to the SBV in accordance with law.

Article 56. Rights and duties of the President & Chief Executive Officer

1. To organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To decide on matters related to the Bank's business as usual that fall under his/her authority.
3. To establish and maintain an effective internal control system.
4. To prepare and submit financial statements to the Board of Directors for approval or to competent authorities for approval as required. To be responsible for the accuracy and truthfulness of financial statements, statistical reports, final settlement figures, and other financial information.
5. To promulgate, within his/her authority, internal rules and regulations, and operational processes and procedures to run the business management system and reporting information system.
6. To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state agencies on the operations and business results of the Bank.
7. To decide to apply measures beyond his/her authority in cases of natural disasters, enemy infliction, fire, or other incidents, and to be responsible for such decisions while promptly reporting them to the Board of Directors.
8. To propose and recommend the organizational structure and operations of the Bank for the Board of Directors or the General Meeting of Shareholders to decide according to their authority.
9. To request the Board of Directors to convene an extraordinary Board meeting as prescribed by laws.
10. To appoint, discharge, and remove managerial and executive positions of the Bank, except for those positions under the decision-making authority of the General Meeting of Shareholders or the Board of Directors.
11. To sign contracts and other transactions on behalf of the Bank as prescribed by this Charter and the Bank's internal rules. To decide all issues that do not require a resolution of the

General Meeting of Shareholders or the Board of Directors, including representing the Bank in signing financial and commercial contracts, and organizing and managing the day-to-day business activities of the Bank in line with best management practices.

12. To propose plans for the use of profits and handling of business losses of the Bank.
13. To recruit staff and decide salaries and bonuses for employees within his/her authority.
14. Other rights and duties as prescribed by laws and decisions of the Board of Directors.

SECTION IX

SUPERVISORY BOARD

Article 57. Composition and Term of office

1. The General Meeting of Shareholders elects, discharges, and removes members of the Supervisory Board by cumulative voting as prescribed by laws. The Supervisory Board elects, discharges, and removes the Head of the Supervisory Board by a majority vote through direct ballot or by show of hands.
2. The Supervisory Board of the Bank shall have at least 05 (five) members. Members of the Supervisory Board must satisfy the conditions prescribed by law.
3. The term of office of the Supervisory Board shall not exceed 05 (five) years, and members may be re-elected for an unlimited number of terms of office. The term of office of a Supervisory Board member coincides with the term of office of the Supervisory Board. The term of office of any member elected or appointed to fill a vacancy or to add to the Supervisory Board is the remaining period of the term of office. The Supervisory Board of the outgoing term of office shall continue to perform its rights and duties until the Supervisory Board of the new term of office takes over.

Article 58. Rights and duties of the Supervisory Board

1. Persons elected as the Head and members of the Supervisory Board have the responsibility to take over and assume their duties promptly. Persons who are discharged or removed have the responsibility to hand over their work to the newly elected Head and members of the Supervisory Board, and remain personally liable for their decisions made while in office.
2. The Supervisory Board has the following rights and duties:
 - a. Overseeing the governance and management of the Bank to ensure compliance with laws, internal rules, this Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; being accountable to the General Meeting of Shareholders for performing the assigned rights and duties as stipulated in this Charter and the Law on Credit Institutions;
 - b. Issuing internal rules of the Supervisory Board and annually reviewing the internal rules of the Supervisory Board and the Bank's internal rules on accounting and reporting;

- c. Organizing and conducting internal audits; having full access to complete, accurate, and timely information and documents related to the governance and management activities of the credit institution; having the right to utilize the Bank's resources to fulfill assigned rights and duties; hiring independent experts, consultants, or external organizations to perform tasks, but remaining responsible for the execution of the Supervisory Board's duties;
- d. Monitoring the financial status, reviewing semi-annual and annual financial statements of the Bank, and reporting the results of financial statement reviews to the General Meeting of Shareholders; evaluating the reasonableness, legality, accuracy, and prudence of accounting, statistical, and financial reporting practices. The Supervisory Board may consult with the Board of Directors before presenting reports and recommendations to the General Meeting of Shareholders;
- e. Monitoring the approval and implementation of investment projects, purchases, sales of fixed assets, contracts, and other transactions of the Bank that fall under the authority of the General Meeting of Shareholders and the Board of Directors. Annually, preparing and submitting monitoring reports to the General Meeting of Shareholders and the Board of Directors;
- f. Overseeing compliance with the regulations in Chapter VII of the Law on Credit Institutions regarding restrictions to ensure the safe and sound operations of credit institutions;
- g. Examining accounting records, other documents, and management and operational activities of the Bank when deemed necessary or in the following cases:
 - i. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - ii. At the request of the SBV or a major shareholder or group of major shareholders in accordance with the law. The examination must be conducted within seven (7) working days from the date of receiving the request. Within fifteen (15) days from the completion of the examination, the Supervisory Board must report and explain the examined matters to the requesting organization or individual.
- h. Promptly notifying the General Meeting of Shareholders and the Board of Directors upon detecting violations of laws, this Charter, the Bank's internal rules, or resolutions and decisions of the General Meeting of Shareholders and the Board of Directors by managers or executives of the Bank; requesting the violator to immediately cease the violation and implement corrective measures, if necessary;
- i. Compiling a list of founding shareholders within five (5) years from the date of becoming a founding shareholder, shareholders holding at least 1% of charter capital, and related persons of members of the Board of Directors, the Supervisory Board, and the President & Chief Executive Officer of the Bank, shareholders holding at least 1% of charter capital; maintaining and updating changes to this list;
- j. Proposing an extraordinary meeting of the Board of Directors or requesting the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the law and the Bank's Charter;

- k. Convening an extraordinary General Meeting of Shareholders in cases where the Board of Directors makes decisions that seriously violate the law or exceed its authority, or in other cases as stipulated in the Bank's Charter;
 - l. Appointing, discharging, disciplining, suspending, and determining the salary and benefits of personnel within the internal audit division;
 - m. Promptly reporting to the SBV regarding violations specified in Points f, h, and k of Clause 2 of this Article, as well as violations concerning share ownership ratios, contributed capital, and related persons as stipulated in the Law on Credit Institutions;
 - n. Performing other rights and duties as stipulated by law and the Bank's Charter.
3. The Head and members of the Supervisory Board shall have the rights and duties as prescribed by law and the Bank's internal rules.

Article 59. Meetings of the Supervisory Board

1. The Supervisory Board must hold a meeting at least once every quarter and may hold extraordinary meetings. A meeting of the Supervisory Board is valid when at least two-thirds of its members attend.
2. The Supervisory Board has the right to require or invite members of the Board of Directors, the President & Chief Executive Officer, and a representative of the approved independent auditing firm to attend its meetings and to respond to matters that need clarification.

Article 60. Remuneration, bonuses and other benefits of Supervisory Board members

1. The General Meeting of Shareholders shall decide the total remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be paid for reasonable expenses for meals, accommodation, travel, and the cost of using independent consulting services to perform their duties. The total amount of remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The remuneration of the Supervisory Board shall be recorded as a business expense of the Bank in accordance with law, and shall be presented as a separate item in the Bank's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

SECTION X**RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE SUPERVISORY BOARD, THE PRESIDENT & CHIEF**

**EXECUTIVE OFFICER, AND OTHER MEMBERS OF THE BOARD OF
MANAGEMENT****Article 61. Duty of care of members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer and other members of the Board of Management**

Members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer and other members of the Board of Management shall perform their duties honestly and prudently for the benefit of the Bank, including duties as members of committees of the Board of Directors.

Article 62. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer and other members of the Board of Management must disclose any related interests in accordance with the law.
2. Members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer and other members of the Board of Management shall only use information obtained by virtue of their positions to serve the interests of the Bank.
3. Members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer and other members of the Board of Management have the obligation to declare to the Board of Directors any interest that may cause a conflict of interest that they have with other economic organizations, individuals or other transactions, and may only exploit such opportunities upon the consideration and approval from the Board of Directors .
4. A member of the Board of Directors shall not attend and vote on any transaction that brings benefits to that member or that member's related persons in accordance with the law and this Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer, and other members of the Board of Management are not allowed to use or disclose to others any internal information to conduct related transactions.
6. Any contract, transaction between the Bank and a member of the Board of Directors, a member of the Supervisory Board, the President & Chief Executive Officer, a major shareholder; between the Bank and a related person of any managers, any members of the Supervisory Board, any major shareholders of the Bank; or between the Bank and a subsidiary or affiliate of the Bank, which is not prohibited or subject to restriction under the Law on Credit Institutions and its guiding documents, shall only be executed if the following provisions are complied with:
 - a. For contracts, transactions with a value of twenty percent (20%) or more of the Bank's charter capital as recorded in the most recent audited financial statements, between the Bank and a member of the Board of Directors, a member of the Supervisory Board, the President & Chief Executive Officer, or a major shareholder; between the Bank and a related person of any managers, any members of the Supervisory Board, any major

shareholders of the Bank; or between the Bank and a subsidiary or affiliate of the Bank, such contracts and transactions must be approved by the General Meeting of Shareholders prior to the signing. A shareholder who is a contracting party, transacting party or a shareholder who is a related person of the contracting party, transacting party is not allowed to vote.

- b. For contracts, transactions with a value less than twenty percent (20%) of the Bank's charter capital as recorded in the most recent audited financial statements, between the Bank and a member of the Board of Directors, a member of the Supervisory Board, the President & Chief Executive Officer, or a major shareholder; between the Bank and a related person of any managers, any members of the Supervisory Board, any major shareholders of the Bank; or between the Bank and a subsidiary or affiliate of the Bank, such contracts and transactions must be approved by the Board of Directors prior to the signing. Any member of the Board of Directors who is a contracting party, transacting party or a member of the Board of Directors who is a related person of the contracting party, transacting party is not allowed to attend and vote.
7. Any contract, transaction without the approval of the General Meeting of Shareholders or the Board of Directors as required in Clause 6 of this Article shall be null and void and handled in accordance with the law. Persons who cause damage to the Bank shall be responsible for compensation.

Article 63. Liability for damage and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer, and other members of the Board of Management who violate their duty of honesty or duty of care, or fail to fulfill their obligations, shall be liable for any damage caused by their violations.
2. The Bank shall fully compensate all reasonable expenses for any person who was, is, or may become involved in any claim, lawsuit, or proceeding (including civil or administrative cases and cases not initiated by the Bank as plaintiff) if such person was or is a member of the Board of Directors, a member of the Supervisory Board, the President & Chief Executive Officer, or other members of the Board of Management, and has acted honestly and prudently for the benefit of the Bank in compliance with the law, this Charter and the internal regulations of the Bank. The Bank may purchase insurance for such persons to avoid the above compensation liabilities.

SECTION XI

RIGHT TO INSPECT THE BOOKS AND RECORDS OF THE BANK

Article 64. Right to inspect the books and records of the Bank

1. A major shareholder shall have the right, directly or through a lawyer or authorized representative, upon a written request, to inspect the list of shareholders of the Bank and the minutes of the General Meeting of Shareholders during business hours at the Bank's head office, and to make copies or excerpts of such records. A request by an authorized

representative must be accompanied by a power of attorney from the major shareholder whom that person represents or a certified copy of such power of attorney.

2. Members of the Board of Directors, members of the Supervisory Board, the President & Chief Executive Officer and other members of the executive boards have the right to inspect the Bank's ledgers, list of shareholders and other books and records of the Bank for purposes related to their rights and duties and, provided that such information must be kept confidential.
3. The Bank shall maintain this Charter and its amendments and additions, the Establishment and operation license, internal regulations, documents evidencing ownership of assets, audit reports of annual financial statements prepared by independent auditors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, accounting books and any other documents required by law at the Bank's head office or another location in the same locality as the head office, provided that shareholders and the business registration authority are informed of the location of such documents.

SECTION XII

EMPLOYEES AND TRADE UNION

Article 65. Employees and Trade Union

The President & Chief Executive Officer must formulate plans for the Board of Directors to approve on matters related to recruitment, employment, discharge, salaries, social insurance, welfare, rewards and discipline for management personnel and employees, as well as the Bank's relations with recognized trade union organizations, in accordance with best management standards and practices, the practices and policies provided in this Charter, the Bank's regulations and the applicable law.

SECTION XIII

PROFIT DISTRIBUTION

Article 66. Profit distribution

1. The Bank shall only pay dividends to shareholders when it is profitable and has fulfilled its tax obligations and other financial obligations as required by law.
2. In accordance with the resolution of the General Meeting of Shareholders and the law, the dividend will be announced and paid from the remaining profits of the Bank but shall not exceed the level proposed in principle of good faith by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders. The Board of Directors must prepare a list of shareholders entitled to dividends, determine the dividend to be paid for each share, and the time and form of payment at least 30 (thirty) days prior to each dividend payment. The notice of dividend payment must be duly sent to all shareholders or published on the Bank's website at least 15 (fifteen) days prior to the dividend payment. The notice must clearly state the Bank's name, the name and address

of the shareholder, the number of shares owned, the dividend that the shareholder is entitled to, the time and method of payment, and other contents as prescribed by law.

3. In accordance with the Law on Enterprises and other relevant laws, the Board of Directors may decide on an interim dividend payment if it deems that such payment is consistent with the Bank's business performance.
4. The Bank shall not pay interest on any dividend or any other amount paid in relation to a share.
5. Any dividend or other cash distribution related to a share shall be paid in Vietnam Dong and may be made by cheques or payment order sent by mail to the registered address of the beneficiary shareholder, and such shareholder shall bear the risk of non-delivery. Additionally, any dividend or other cash amount related to a share may be paid by bank transfer when the Bank has been provided with the shareholder's bank account details to enable the Bank to transfer such amount directly to the shareholder's bank account. The Bank shall not be held liable for any amount which it has transferred by bank transfer to the correct bank account details provided by the shareholder, but which the shareholder fails to receive. The payment of dividends for shares listed or registered for trading on Stock Exchanges may be affected through a securities company or a competent state authority.
6. Persons who are duly registered as holders of shares or other securities are entitled to receive dividends, distributions, allotments, notices or other documents.
7. If a shareholder transfers his/her shares during the period between the completion of the list of shareholders entitled to receive dividends and the dividend payment date, the transferor shall be the person entitled to receive the dividend from the Bank.
8. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in the form of additional ordinary shares instead of cash payment. These additional shares distributed as dividends shall be recorded as fully paid shares on the basis that the value of the dividend shares is equivalent to the amount of cash dividend.
9. In accordance with the law, the Board of Directors may approve a resolution specifying a certain date as the record date to finalize the list of shareholders. Based on that date, those who are registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.
10. Other issues related to profit distribution shall be implemented in accordance with the law.

SECTION XIV

ACCOUNTS OF THE BANK, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 67. Accounts of the Bank

1. The Bank must open a current account at the SBV and maintain the compulsory reserve balance on this account as prescribed by law.

2. The Bank may open current accounts at credit institutions that provide payment services.
3. The Bank may open current accounts in foreign countries in accordance with the law on foreign exchange.
4. The Bank shall carry out all payments and accounting transactions through its Vietnam Dong and foreign currency accounts in accordance with the law.

Article 68. Financial regime

1. The Bank shall comply with the financial regime as prescribed by the Government and guidance of the Ministry of Finance.
2. The Board of Directors, the Supervisory Board, and the President & Chief Executive Officer of the Bank are responsible before the law and before State agencies for ensuring the Bank's compliance with the financial regime.

Article 69. Capital and use of capital

1. The Bank's capital includes owners' equity, mobilized capital, and other capital as prescribed by law.
2. The Bank may use its capital for business activities in accordance with the law.
3. The Bank may purchase and invest in fixed assets for its own operations, provided that the ratio of the remaining value of fixed assets is in accordance with the law.

Article 70. Reserve funds

1. The Bank may establish the following funds:
 - Capital supplementary reserve fund;
 - Financial reserve fund;
 - Development investment fund;
 - Severance allowance reserve fund;
 - Reward fund;
 - Welfare fund;
 - Other funds in accordance with the law.
2. The management and use of the above-mentioned funds must comply with the law.

Article 71. Financial autonomy of the Bank

The Bank shall be financially autonomous and financially responsible for its business and fulfil its obligations and commitments in accordance with the law.

Article 72. Fiscal year

The fiscal year of the Bank commences on January 1 and ends on December 31 each calendar year.

Article 73. Accounting system

1. The Bank shall apply the accounting and statistical regimes in accordance with the regulations of the SBV and relevant laws.
2. The Bank shall maintain accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and related laws. The Bank must maintain accounting books appropriate to its type of business. Such books must be accurate, up-to-date, systematic and sufficient to reflect and explain the Bank's transactions.
3. The Bank shall conduct accounting entries in accordance with the system of accounts stipulated by the SBV.
4. The Bank shall use Vietnam Dong as the currency unit in accounting.

SECTION XV.

FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 74. Annual, semi-annual and quarterly financial statements

1. The Bank shall prepare annual financial statements, and the annual financial statements must be audited in accordance with regulations on information disclosure in the securities market and submitted to the competent state authority.
2. Annual financial statements must fully include all reports, appendices, and notes as required by law on corporate accounting. Annual financial statements must reflect truthfully and objectively the situation of the Bank's operations.
3. A summary of the audited annual financial statements shall be sent to all shareholders entitled to attend the General Meeting of Shareholders and published in a local daily newspaper and a central economic newspaper for three consecutive issues. If the Bank has its own website, the audited annual financial statements and the Bank's quarterly and semi-annual reports must be disclosed on that website.

Article 75. Annual reports

The Bank shall prepare and publish an Annual Report in accordance with the law on securities and the securities market.

Article 76. Information disclosure and public announcement

The Bank shall publicly disclose and submit to the competent authorities the financial statements and other information and documents as required by law.

Article 77. Provision of information

1. The Bank provides account holders with information about transactions and balances on the account holder's account according to the agreement with the account holder.
2. The Bank is responsible for reporting to the SBV information related to the Bank's operations, and shall be provided by the SBV with information on customers who have

credit relationships with credit institutions or foreign bank branches in accordance with the regulations by the Governor of the SBV.

3. The Bank may exchange information about its operations with other credit institutions or foreign bank branches.

Article 78. Confidentiality obligations

1. Managers, executives, and employees of the Bank shall not disclose customer information or the Bank's business secrets in any manner.
2. The Bank must ensure the confidentiality of its customers' information in accordance with the Government's regulations.
3. The Bank shall not provide its customers' information to any other organization or individual, except at the request of a competent state authority in accordance with the law or with the consent of the customer.

SECTION XVI AUDIT OF THE BANK

Article 79. Audit

1. The Bank must, before the end of the fiscal year, appoint one independent auditing firm which is qualified in accordance with the SBV's regulation to audit the financial statements and provide assurance services regarding the operation of the internal control system in the preparation and presentation of financial statements for the next fiscal year. The selection of an independent auditing firm shall be conducted in accordance with the law. The Bank shall notify the SBV of such appointed independent auditing firm within 30 days of such appointment. The Bank must conduct an independent audit again in the event the audit report contains qualified opinions from the independent auditing firm.
2. The Bank must prepare and submit annual financial statements to the independent auditing firm after the end of each fiscal year.
3. The independent auditing firm shall inspect, verify and prepare audit report in accordance with the law on the basis of the Bank's annual financial statements, and send the audited financial statements report to the Board of Directors.
4. Auditors of the independent auditing firm are entitled to attend any General Meeting of Shareholders and to receive all notices and other information relating to any meeting that shareholders are entitled to receive, and are entitled to express their opinions at the General Meeting of Shareholders on matters related to the auditors.
5. Specific audits of the Bank's operations shall be carried out in accordance with the Law on Credit Institutions, the law on independent audit, and the SBV's guiding documents.

SECTION XVII**SEAL OF THE BANK****Article 80. Seal of the Bank**

1. The seal of the Bank includes the seal made by a licensed seal-engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Bank and of the Bank's branches, sub-branches, and representative offices.
3. The management and use of the seal shall comply with the Bank's internal regulations.

SECTION XVIII**EARLY INTERVENTION, SPECIAL CONTROL, REORGANIZATION,
BANKRUPTCY, AND DISSOLUTION****Article 81. Early intervention and special control**

The Bank may be subjected to early intervention or placed under special control as decided by the SBV when falling into any of the cases prescribed by the Law on Credit Institutions. The order, procedures, and responsibilities of the parties involved when the Bank is subject to early intervention or special control shall comply with the Law on Credit Institutions and other relevant laws.

Article 82. Reorganization of the Bank

The Bank may be restructured in the form of division, separation, consolidation, merger, conversion of legal form, or conversion of organizational model after obtaining written approval from the SBV.

Article 83. Bankruptcy of the Bank

Bankruptcy of the Bank shall be handled in accordance with the Law on Credit Institutions and other laws on bankruptcy.

Article 84. Dissolution and termination of operations of the Bank

1. The Bank shall be dissolved or its operations terminated in the following cases:
 - a. The Bank does not request an extension or requests an extension but is not approved in writing by the SBV when the term of operation expires.
 - b. The Bank's Establishment and operation license is revoked.
 - c. The Bank voluntarily dissolves, provided it can pay off all debts and obtains written approval from the SBV.
 - d. Other cases as prescribed by laws.
2. Dissolution procedures shall be carried out in accordance with the law.

Article 85. Extension of term of operation

The Board of Directors shall convene a General Meeting of Shareholders at least seven months prior to the expiration of the Bank's term of operation so that shareholders can vote on extending the Bank's term of operation for an additional period as proposed by the Board of Directors.

Article 86. Liquidation of the Bank's assets in the event of bankruptcy, dissolution, or termination of operations

1. In the event the Bank files a petition with the Court for commencement of bankruptcy proceedings and it is accepted, the liquidation of the Bank's assets shall be carried out in accordance with the Law on Bankruptcy.
2. When the Bank is dissolved as provided in Article 84 of this Charter, the Bank shall liquidate its assets under the supervision of the SBV and in accordance with the asset liquidation order and procedures prescribed by the Governor of the SBV. During the supervision of liquidation, if it is found that the Bank is unable to fully repay its debts, the SBV may decide to terminate the liquidation and implement the plan for bankruptcy of the Bank in accordance with the law.
3. All expenses related to the liquidation shall be borne by the Bank.

SECTION XIX**INTERNAL DISPUTE RESOLUTION****Article 87. Internal dispute resolution**

1. Whenever a dispute or claim related to the affairs of the Bank or to the rights of shareholders arising from this Charter or from any rights or obligations stipulated by the Law on Credit Institutions and relevant legal documents between:
 - a. Shareholders and the Bank; or
 - b. Shareholders and the Board of Directors, the Supervisory Board, the President & Chief Executive Officer or other executives,

The concerned parties shall attempt to resolve such disputes through negotiation and mediation. Except for the case where the dispute involves the Board of Directors or the Chairperson, the Chairperson shall preside over the resolution of the dispute and shall require each party to present all information related to the dispute within 21 (twenty-one) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson, any party may appoint an independent expert as mediator or refer to a competent authority for resolution.

2. If a resolution cannot be reached through the mediation process within 30 (thirty) working days from the beginning of the mediation or from the date the mediator's decision is rejected by the parties, any party may bring such dispute to the competent Arbitration or Court.

3. Each party shall bear its own costs arising from such negotiation and mediation. Court fees shall be borne as decided by the Court.

SECTION XX

AMENDMENTS AND ADDITIONS TO THE CHARTER

Article 88. Amendments and additions to the Charter

1. Any amendments and additions to this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where any regulations of the Law relating to the operation of the Bank have not been mentioned in this Charter or where new regulations of the Law are different from the provision of this Charter, such regulations of the Law shall automatically apply to and regulate the operations of the Bank.

SECTION XXI

EFFECTIVE DATE

Article 89. Effective Date

1. The Bank shall be permitted to apply the transitional provisions in accordance with Article 210 of the Law on Credit Institutions.
2. This Charter comprises 21 (twenty-one) sections and 89 (eighty-nine) articles, and is fully ratified by the General Meeting of Shareholders of Asia Commercial Joint Stock Bank on ...[date]... at ...[location]..., and the full text of this Charter is hereby approved to come into force.
3. This Charter is made in 02 (two) original copies with equal legal validity and retained at the Bank's head office.
4. This is the sole and official Charter of the Bank.

LEGAL REPRESENTATIVE

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