

Phụ lục VI

Appendix VI

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

EXTRAORDINARY INFORMATION DISCLOSURE

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

**NGÂN HÀNG TMCP
VIỆT NAM THƯƠNG TÍN
ORGANIZATION NAME**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Số: 2501/2026/CV-VB
No.: 2501/2026/CV-VB

Cần Thơ, ngày 29 tháng 7 năm 2026
Can Tho, day 29 month 7 year 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

EXTRAORDINARY INFORMATION DISCLOSURE

**Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch Chứng khoán Hà Nội/ Sở
Giao dịch Chứng khoán thành phố Hồ Chí Minh**

To: Vietnam Exchange/ Hanoi Stock Exchange/ Hochiminh Stock Exchange

1. Tên tổ chức/Name of organization:

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: VBB
- Địa chỉ/Address: Số 47 Trần Hưng Đạo, Phường Phú Lợi, Thành phố Cần Thơ.
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2. Nội dung thông tin công bố/Contents of disclosure:

Căn cứ Nghị quyết số 148/2026/NQ-HĐQT ngày 27/07/2026 của Hội đồng quản trị của Ngân hàng TMCP Việt Nam Thương Tín (Vietbank), Vietbank đã tiến hành sửa đổi, bổ sung và ban hành Điều lệ Vietbank (Chi tiết theo các hồ sơ đính kèm)/Pursuant to Resolution No. 148/2026/NQ-HĐQT dated 27 July 2026 of the Board of Directors of Vietnam Thương Tín Commercial Joint Stock Bank (Vietbank), Vietbank has amended, supplemented, and promulgated its Charter (as detailed in the attached documents).

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 29/...7/2026 tại đường dẫn: <https://www.vietbank.com.vn/nha-dau-tu/dieu-le-quy-che-quan>

tri/This information was published on the company's website on 19/...7./2026 (date), as in the link <https://www.vietbank.com.vn/nha-dau-tu/dieu-le-quy-che-quan-tri>.

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

Tài liệu đính kèm/Attached documents:

Điều lệ năm 2026 của Vietbank

NGÂN HÀNG
THƯƠNG
MẠI CỔ
PHẦN VIỆT
NAM
THƯƠNG
TÍN

Digitally signed by NGÂN
HÀNG THƯƠNG MẠI CỔ
PHẦN VIỆT NAM THƯƠNG
TÍN
DN: C=VN, L=CẦN THƠ,
CN=NGÂN HÀNG THƯƠNG
MẠI CỔ PHẦN VIỆT NAM
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1=MST:2200269805,
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M.VN
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document
Location: your signing location
here
Date: 2026-07-29 16:37:18
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**Đại diện tổ chức
Organization representative**

Người đại diện theo pháp luật/Người UQ CBTT
Legal representative/ Person authorized to disclose
information

(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position, and seal)

PHÓ TỔNG GIÁM ĐỐC/DGD



TRẦN THỊ NGỌC LÝ



VIETNAM COMMERCIAL BANK OF TRUST

CHARTER
OF THE VIETNAM COMMERCIAL JOINT STOCK BANK

YEAR 2026



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INTRODUCTION

VIETNAM THUONG TIN COMMERCIAL JOINT STOCK BANK is a commercial joint stock bank that conducts banking activities and other related business activities in accordance with the law for profit, contributing to the achievement of the State's economic objectives. The organization and operation of the Bank are carried out in accordance with this Charter, current regulations of the State Bank of Vietnam, and other relevant current legal regulations.

This Charter is promulgated to consolidate all amendments and supplements approved by the General Meeting of Shareholders of Vietnam Thuong Tin Commercial Joint Stock Bank, Decision No. 1691/QĐ-NHNN dated 22 July 2026 issued by the State Bank of Vietnam regarding the amendment to the Bank's Charter Capital as stated in the Establishment and Operation License of Vietnam Thuong Tin Commercial Joint Stock Bank, and supersedes all previous versions of the Charter. The Appendices hereto and any amendments to this Charter (if any) shall constitute an integral and inseparable part of this Charter.

CHAPTER I
DEFINITION OF TERMS IN THE CHARTER

Article 1. Definitions

1. In these Charters, the following terms shall have the following meanings:

- a. Vietbank or Bank: Vietnam Commercial Trust Joint Stock Bank.
- b. Shareholder: An organization or individual owning at least one share of the Bank.
- c. Founding shareholder: A shareholder owning at least one common share and signing the list of founding shareholders of the Bank.
- d. Major shareholder: A shareholder directly or indirectly owning 5% (five percent) or more of the voting share capital of the Bank.
- e. Share: Charter capital divided into equal parts.
- f. Stock: A certificate issued by the Bank, a book entry, or electronic data confirming ownership of one or more shares of the Bank.
- g. Dividend: The net profit paid to each share in cash or other assets.
- h. Controlling company: A company that directly or indirectly owns more than 20% (twenty percent) of the charter capital of a commercial bank, or a company that controls a commercial bank, or a commercial bank with a subsidiary or affiliated company.
- i. Affiliated company of the Bank: A company in which the Bank or the Bank and its related parties own more than 11% (eleven percent) of the charter capital or more than 11% (eleven percent) of the voting shares, but is not a subsidiary of the Bank.
- j. Subsidiary of a Bank: A company that falls under one of the following cases:
 - i. The Bank or the Bank and its related parties own more than 50% (fifty percent) of the charter capital or more than 50% (fifty percent) of the voting shares of that company;
 - ii. The Bank has the right to appoint the majority or all members of the Board of Directors, members of the Board of Members, and the General Director (Director) of that company;
 - iii. The Bank has the right to amend or supplement the Articles of Association of that company;
 - iv. The Bank or the Bank and its related parties directly or indirectly control the adoption of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and the Board of Members of that company.
- k. Early intervention: This refers to the application of requirements and restrictive measures by the State Bank of Vietnam (hereinafter referred to as the State Bank) to credit institutions and branches of foreign banks, and requiring those credit institutions and branches of foreign banks to implement corrective

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measures under the supervision of the State Bank to remedy the situation as stipulated in Clause 1, Article 156 of the Law on Credit Institutions.

l. Contact address: This is the registered head office address for an organization; the permanent residence or workplace address or other address of an individual that the individual registers with the Bank as a contact address.

m. License: This is the establishment and operation license issued by the State Bank of Vietnam to the Bank, including any documents from the State Bank of Vietnam regarding amendments and supplements to the license.

n. Legal documents of the individual: This is one of the following types of documents: Identity Card, Citizen Identification Card, Passport, or other legally valid personal identification documents.

o. Legal documents of the organization: One of the following documents: Establishment decision, Business registration certificate, or other equivalent documents.

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

q. Law on Enterprises: Law on Enterprises, passed by the 14th National Assembly of the Socialist Republic of Vietnam, 9th session, on June 17, 2020.

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

s. State Bank of Vietnam: The State Bank of Vietnam.

t. Date of establishment: The date on which the State Bank of Vietnam signed the decision to grant the initial establishment and operation license to the Bank.

u. Managers: Including the Chairman of the Board of Directors, other members of the Board of Directors, the General Director, and other management positions as stipulated in this Charter.

v. Executives: Including the General Director, Deputy General Director, Chief Accountant, Branch Manager, and other positions as decided by the Board of Directors.

w. Related parties: Individuals and organizations as defined in Clause 24, Article 4 of the Law on Credit Institutions, Clause 46, Article 4 of the Law on Securities, and Clause 23, Article 4 of the Law on Enterprises.

x. Laws: Regulations in legal documents including the Constitution, codes, laws, ordinances, decrees, regulations, circulars, decisions, and other legal documents issued by Vietnamese State agencies and competent authorities as prescribed by law in each period related to banking activities.

y. Shareholder Register: This may be a document or electronic data set recording information about the share ownership of the Bank's shareholders. The shareholder register must contain the essential contents as prescribed by law.

z. Operating Period: This is the period during which the Bank is permitted to conduct business activities as prescribed by law, starting from the date the State Bank of Vietnam (SBV) first grants the establishment and operation license. The Bank may be granted an extension of its operating period based on a decision of the General Meeting of Shareholders and subject to the approval of the SBV.

ã. Charter Capital: This is the total par value of the Bank's shares sold to shareholders.

ä. Legal Capital: This is the minimum capital required by law to establish the Bank.

ö. Vietnam: This refers to the Socialist Republic of Vietnam.

2. In these Charters, any reference to any regulation or legal document shall include any amendments or replacements to the existing legal documents.

3. The headings (chapters, articles of these Charters) are included for ease of reference only and do not affect the content of these Charters.

4. Words or terms already defined in the Enterprise Law, the Law on Credit Institutions, and the Securities Law (if not in conflict with the subject matter or context) will have similar meanings in these Charters.

CHAPTER II

BANK INFORMATION

Article 2. Name, address, operating period and information on founding shareholders of Vietnam Thuong Tin Commercial Joint Stock Bank is permitted to operate under the Commercial Bank Establishment and Operation License No. 05/GP-NHNN issued by the Governor of the State Bank of Vietnam on February 24, 2023 (reissued from Operating License No. 2399/QD-NHNN issued by the Governor of the State Bank of Vietnam on December 15, 2006) and has:

1. Legal entity as prescribed by Vietnamese law.

2. Full name in Vietnamese: Vietnam Thuong Tin Commercial Joint Stock Bank

Abbreviated name in Vietnamese: Vietnam Thuong Tin Bank

Full name in English: Vietnam Thuong Tin Commercial Joint Stock Bank

Abbreviated name in English: Vietbank

3. Head office located at: 47 Tran Hung Dao Street, Phu Loi Ward, Can Tho City.

Telephone: (0299) 3621454

Fax: (0299) 3621858

Email: callcenter@vietbank.com.vn

Website: www.vietbank.com.vn

4. The Bank may establish branches, transaction offices, representative offices, business units and subsidiaries to carry out the Bank's operational objectives in accordance with the decisions and resolutions of the General Meeting of Shareholders, the Board of Directors and within the scope permitted by law. Addresses, names, and some information about branches, transaction offices, representative offices, business units, and subsidiaries are published on Vietbank's website when changes occur.

5. Charter of organization and operation, management and executive bodies.

6. Separate seal and separate accounts opened at the State Bank of Vietnam and domestic and foreign banks in accordance with the regulations of the State Bank of Vietnam. The number, form, content, and design of the Bank's seal are decided by the Board of Directors. The management, safekeeping, and use of the seal are carried out according to the Regulations issued by the Board of Directors in each period.

7. Balance sheet and funds in accordance with the law.

8. Operating term is 50 (fifty) years.

9. Legal representative of the Bank:

a. The legal representative of the Bank is:

i. General Director; or

ii. The Chairman of the Board of Directors during the period when the position of General Director is vacant and a replacement has not yet been appointed.

b. The legal representative is an individual who represents the Bank in exercising the rights and obligations arising from the Bank's transactions, representing the Bank as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.

c. The legal representative of the Bank must reside in Vietnam and must authorize in writing a Manager or Executive of the Bank residing in Vietnam to exercise the rights and obligations of the legal representative when absent from Vietnam. In this case, the legal representative remains responsible for the exercise of the delegated rights and obligations.

d. If, upon the expiration of the authorization period as stipulated in point c of this clause, the legal representative of the Bank has not returned to Vietnam and no other authorization has been granted, the following provisions shall apply: The authorized person shall continue to exercise the rights and obligations of the legal representative within the scope of the authorization until the legal representative of the Bank returns to work at the Bank or until the Board of Directors decides to appoint another person as the legal representative of the Bank.

e. In the event that the legal representative is absent from Vietnam for more than 30 (thirty) days without authorizing another person to exercise the rights and obligations of the legal representative of the enterprise, or dies, goes missing, is under criminal investigation, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education center, is restricted or incapacitated, has difficulties in understanding or controlling their behavior, or is prohibited by the Court from holding a position, practicing a profession, or performing a certain job, the Board of Directors shall appoint another person to act as the legal representative of the Bank.

f. The Bank must notify the State Bank of Vietnam about the Bank's legal representative within 10 (ten) days from the date of election or appointment of the position of legal representative as stipulated in this Charter or any change of legal representative.

10. Full name, address, and nationality of the founding shareholders of the Bank:

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

CHAPTER III

OBJECTIVES AND CONTENT OF ACTIVITIES

Article 3. Objectives, scope of business and operations of the Bank

1. The Bank's business field is: Monetary business activities, providing banking services including receiving deposits and using deposits to grant credit, providing payment services, treasury services and other activities in accordance with the provisions of the law.

2. The Bank's objectives are:

- Profit;
- Providing customers with high-quality products and services;
- Creating conditions for employee development;
- Contributing to the socio-economic development of the country.

3. Scope of business and operations:

a. The Bank is permitted to plan and conduct all business activities in accordance with the Establishment and Operation License issued to the Bank by the State Bank of Vietnam, the Business Registration Certificate, and this Charter, in compliance with applicable laws and regulations, and to take appropriate measures to achieve the Bank's objectives.

b. The Bank may conduct business activities in other areas as prescribed by the State Bank of Vietnam, the provisions of law, and with the approval of the Board of Directors.

c. The Bank is not allowed to conduct any business activities other than banking activities and other business activities specified in the License issued to the Bank by the State Bank of Vietnam.

Article 4. General Regulations on the Operation of the Bank

1. The content of banking activities and other business activities of the Bank is specified in the License issued to the Bank.

2. The Bank's banking activities are regulated by the Law on Credit Institutions and implemented according to the regulations of the Governor of the State Bank of Vietnam.

3. Internal regulations on the Bank's operational activities; regulations on interest rates and fees in the Bank's business activities; regulations on credit approval, inspection of loan utilization, and financial lease assets; Regulations on credit termination, debt handling, interest waivers and reductions, and record keeping of the Bank shall comply with the provisions of the Law on Credit Institutions, regulations of the State Bank of Vietnam, and relevant legal regulations.

Article 5. Main Activities

1. Receiving demand deposits, time deposits, savings deposits, and other types of deposits.

2. Issuing certificates of deposit.

3. Granting credit in the following forms:

a. Loans;

b. Discounting and rediscounting;

c. Bank guarantees;

d. Issuing credit cards;

e. Domestic factoring; international factoring in cases where the Bank is permitted to conduct international payments;

f. Letters of credit;

g. Other forms of credit granting as prescribed by the Governor of the State Bank of Vietnam.

4. Opening payment accounts for customers.

5. Providing payment instruments.

6. Providing the following account-based payment services:

a. Performing domestic payment services including checks, payment orders, payment authorizations, collection orders, collection authorizations, money transfers, bank cards, collection and disbursement services;

b. Performing international payment services after obtaining written approval from the State Bank of Vietnam; other payment services as prescribed by the Governor of the State Bank of Vietnam.

Article 6. Borrowing, Depositing, Buying and Selling Securities

1. Banks may borrow from the State Bank of Vietnam in the form of refinancing as prescribed by the Law on the State Bank of Vietnam.
2. Banks may buy and sell securities with the State Bank of Vietnam as prescribed by the Law on the State Bank of Vietnam.
3. Banks may lend, borrow, deposit, receive deposits, buy, and sell securities with a maturity date with credit institutions and branches of foreign banks as prescribed by the Governor of the State Bank of Vietnam.
4. Banks are permitted to borrow from foreign sources in accordance with the law.

Article 7. Opening Bank Accounts

1. Banks must open payment accounts at the State Bank of Vietnam and maintain mandatory reserve requirements in these accounts.
2. Banks may open payment accounts at credit institutions that provide payment services through accounts.
3. Banks may open payment accounts abroad in accordance with the law on foreign exchange.

Article 8. Organizing and Participating in Payment Systems

1. Banks may organize internal payment systems and participate in the national interbank payment system.
2. Banks may participate in international payment systems when they meet the conditions stipulated by the Government and receive written approval from the State Bank of Vietnam.

Article 9. Capital Contribution and Share Purchase

1. Banks may only use their charter capital and reserve funds to contribute capital or purchase shares in accordance with Clauses 2, 3, 4, and 7 of this Article.
2. Banks must establish or acquire subsidiaries and affiliated companies when conducting the following business activities:
 - a. Underwriting securities, securities brokerage; managing and distributing securities investment fund certificates; managing securities investment portfolios and buying and selling shares;
 - b. Financial leasing;
 - c. Insurance.
3. Banks may establish or acquire subsidiaries and affiliated companies operating in the fields of debt management and asset exploitation, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information.
4. Banks may contribute capital to or acquire shares of enterprises operating in the following fields:
 - a. Insurance, securities, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information;

b. Other areas not specified in point a of this clause after obtaining written approval from the State Bank of Vietnam.

5. The Bank establishes or acquires subsidiaries and affiliated companies as prescribed in clauses 2 and 3 of this Article after obtaining written approval from the State Bank of Vietnam.

6. The Bank establishes subsidiaries and affiliated companies in accordance with the Law on Credit Institutions, this Charter, and other relevant legal provisions.

7. The Bank and its subsidiaries may purchase and hold shares of other credit institutions under the conditions and within the limits prescribed by the Governor of the State Bank of Vietnam.

Article 10. Foreign exchange business, provision of foreign exchange services and derivative products

1. The Bank may conduct business and provide the following services and products to domestic and foreign customers after obtaining written approval from the State Bank of Vietnam:

a. Foreign exchange;

b. Derivatives on interest rates, foreign exchange, currencies, and other financial assets.

2. The Bank's foreign exchange business and provision of foreign exchange services to customers shall be conducted in accordance with the law on foreign exchange.

Article 11. Trust and Agency Operations

1. The Bank has the right to trust, receive trust, act as an agent in banking operations, and act as an agent for payment transactions as prescribed by the Governor of the State Bank of Vietnam.

2. The Bank may conduct insurance agency activities in accordance with the law on insurance business, consistent with the scope of insurance agency activities as prescribed by the Governor of the State Bank of Vietnam.

Article 12. Other Business Activities

1. The Bank may conduct the following other business activities as prescribed by the Governor of the State Bank of Vietnam:

a. Cash management services; treasury services for credit institutions and branches of foreign banks; asset safekeeping services, safe deposit box rental;

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

c. Buying and selling State Bank of Vietnam bills, corporate bonds; buying and selling other securities, except for buying and selling securities 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 operations and other business activities as stipulated in the License.

2. The Bank is permitted to conduct the following other business activities as prescribed by relevant laws:

- a. Buying and selling government debt instruments, government-guaranteed bonds, and local government bonds;
 - b. Issuing bonds;
 - c. Securities custody;
 - d. Supervisory banking operations;
 - e. The bank acts as an agent managing collateral for the lender, which includes international financial institutions, foreign credit institutions, credit institutions, and branches of foreign banks.
3. Investing in government bond futures contracts.
 4. The bank may conduct other business activities related to banking operations in addition to those specified in Clauses 1, 2, and 3 of this Article, as prescribed by the Governor of the State Bank of Vietnam and other relevant laws.

Article 13. Real Estate Business

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

1. Purchasing, investing in, or owning real estate for use as a business headquarters, workplace, or warehouse directly serving the bank's operational activities;
2. Leasing a portion of the bank's unused business headquarters;
3. Holding real estate resulting from debt restructuring. Within 05 (five) years from the date of the decision to dispose of real estate collateral, the Bank must sell, transfer, or repurchase this real estate. In the case of repurchasing real estate, it must ensure the purpose of use as stipulated in Clause 1 of this Article and the ratio of investment in fixed assets must comply with legal regulations.

Article 14. Safety Ratio

During its operation, the Bank must comply with the regulations on ensuring safety as stipulated in Chapter VII of the Law on Credit Institutions and as prescribed by the State Bank of Vietnam; classify assets and make provisions for risk to handle risks in banking operations in accordance with current laws.

CHAPTER IV

CHANNEL CAPITAL AND OPERATING CAPITAL

Article 15. Charter Capital

1. Charter Capital: VND 11,845,866,040,000 (*Eleven trillion eight hundred forty-five billion eight hundred sixty-six million forty thousand Vietnamese dong*), divided into 1,184,586,604 (*One billion one hundred eighty-four million five hundred eighty-six thousand six hundred four*) shares, each having a par value of VND 10,000 (ten thousand Vietnamese dong).

The above charter capital may change in accordance with the provisions of law and the regulations of the State Bank of Vietnam in each period. In the event that the Bank needs to increase its charter capital, at the time the Bank receives the approval, amendment, or supplement to the State Bank of Vietnam's

license regarding Vietbank's charter capital, the charter capital provision in this clause will be automatically updated according to that approval. 2. Charter capital is accounted for in Vietnamese Dong (VND).

3. The bank must ensure that its actual charter capital is not lower than the statutory capital level as prescribed by law.

4. The bank is not allowed to contribute capital to or purchase shares of the following enterprises or credit institutions:

- a. Other enterprises or credit institutions that are shareholders of the bank;
- b. Other enterprises or credit institutions that are related parties of the bank's major shareholders.

5. Charter capital may be used for the following purposes:

- a. Purchasing and investing in the bank's fixed assets not exceeding the ratio prescribed by the State Bank of Vietnam;
- b. Contributing capital or purchasing shares as prescribed by the State Bank of Vietnam;
- c. Purchasing investment fund certificates, establishing subsidiary companies as prescribed by law;
- d. Lending;
- e. Conducting other business services as prescribed by law.

Article 16. Changes to Charter Capital

1. Changes to charter capital must be approved by the General Meeting of Shareholders and registered and approved by the competent State agency in accordance with current laws.

2. After changing the charter capital according to the written approval of the competent State agency, the Bank must register the new charter capital with the competent State agency and disclose information in accordance with the law.

Article 17. Operating Capital of the Bank

The operating capital of the Bank comprises the following sources:

1. Equity capital:

- a. The Bank's charter capital;
- b. Differences arising from asset revaluation and exchange rate differences;
- c. Share premium;
- d. Funds: Capital reserve fund, development investment fund, financial reserve fund;
- e. Undistributed accumulated profits and unhandled accumulated losses;
- f. Other capital owned by the Bank.

2. Capital raised through the forms stipulated in this Charter.

3. Other types of capital as prescribed by law.

CHAPTER V
SHAREHOLDERS, SHARES, AND COLLECTORS

Article 18. Shares and Shareholders

1. The Bank must have a number and structure of shareholders, and the shareholding ratio of shareholders must comply with legal regulations. Foreign organizations and individuals may purchase shares of the Bank in accordance with the laws on banking, securities, the securities market, and other legal regulations.
2. Types of shares and shareholders: The Bank has common shares; those who own common shares are called common shareholders.
3. Shares of the Bank may be purchased with Vietnamese Dong, freely convertible foreign currency, gold, the value of land use rights, and other assets as stipulated in this Charter and according to legal regulations.
4. In the case of capital contribution in the form of land use rights and other assets other than Vietnamese currency, freely convertible foreign currency, or gold, these assets must be necessary to directly serve the Bank's operations and must be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of these assets shall be carried out in accordance with the provisions of Articles 35 and 36 of the Enterprise Law and other relevant legal provisions.
5. The Board of Directors shall decide the offering price of shares. The offering price of shares shall not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except in the following cases:
 - a. Shares offered for the first time to persons who are not founding shareholders;
 - b. Shares offered to all shareholders in proportion to their existing shareholdings in the Bank;
 - c. Shares offered to brokers or underwriters. In this case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders, unless otherwise stipulated in the Bank's Charter;
 - d. Other cases and the discount rate in those cases are stipulated in the Bank's Charter or resolutions and decisions of the General Meeting of Shareholders.
6. Any new common shares planned for issuance will be offered first to existing shareholders in proportion to their existing common shareholding in the Bank. The offering will be made by notice specifying the number of shares offered and the deadline (not less than 20 days) for subscription. If the subscription form is not sent to the Bank within the deadline as stated in the notice, the relevant

shareholder will be considered to have forfeited their pre-emptive rights. If the number of shares intended to be issued is not fully subscribed by shareholders and those receiving the pre-emptive rights, the remaining shares intended to be issued will be managed by the Board of Directors. The Board of Directors may distribute such shares to shareholders of the Bank or other parties under conditions and in a manner that the Board of Directors deems appropriate, provided that such shares are not offered under more favorable terms than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or the shares are sold through a stock exchange by auction.

7. The Bank may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law. Shares repurchased by the Bank are treasury shares, and the Board of Directors may offer them for sale in manner consistent with the provisions of this Charter, the Securities Law, relevant laws and guiding documents.

8. The Bank may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 19. Share Ownership Limits

1. An individual shareholder may not own more than 5% (five percent) of the Bank's charter capital.

2. An institutional shareholder may not own more than 10% (ten percent) of the Bank's charter capital.

3. Shareholders and their related parties may not own more than 15% (fifteen percent) of the Bank's charter capital. 3. Major shareholders of the Bank and their related parties are not allowed to own 5% (five percent) or more of the charter capital of another credit institution.

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

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

b. Owning state-owned shares in privatized credit institutions;

c. Owning shares by foreign investors as stipulated in Clause 6 of this Article.

5. The shareholding ratios stipulated in Clauses 1 and 2 of this Article include indirectly owned shares. The shareholding ratio stipulated in Clause 3 of this Article includes shares entrusted by shareholders to other organizations or individuals for purchase, and excludes shareholding by related parties that are subsidiaries of that shareholder as stipulated in Point a, Clause 9, Article 4 of the Law on Credit Institutions.

6. Foreign investors may purchase shares of the Bank in accordance with the law.

7. In the case of organizations or individuals holding convertible bonds, after converting the bonds into shares, they must comply with the shareholding limit in this Article.

Article 20. Shares

1. Shares of the Bank must contain the following essential information:

- a. Name, business registration number, and head office address of the Bank;
 - b. Number of shares and type of shares;
 - c. Par value of each share and total par value of shares recorded on the share certificate;
 - d. Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder;
 - e. Signature of the legal representative and signature of the Chairman of the Board of Directors;
 - f. Registration number in the Bank's shareholder register and date of share issuance.
2. In case of errors in the content and form of shares issued by the Bank, the rights and interests of the shareholder shall not be affected. The Bank's legal representative is responsible for damages caused by such errors.
3. In the event that a share certificate is lost, destroyed, or otherwise damaged, the shareholder will be reissued a share certificate by the Bank upon the shareholder's request. The shareholder's request must include the following:
- a. The share certificate has been lost, destroyed, or otherwise damaged; in case of loss, the shareholder must certify that they have made every effort to find it and, if found, will return it to the Bank for destruction;
 - b. Responsibility for any disputes arising from the reissue of the new share certificate.
4. Each shareholder will be issued a share certificate by the Bank corresponding to the number and type of shares they own.
5. In accordance with the provisions of these Charters, any person whose name is listed in the Shareholder Register relating to any type of share shall be issued a certificate free of charge upon purchase or receipt of transferred shares within 30 (thirty) days (or a longer period as stipulated in the terms of issuance or by the Board of Directors regarding the transfer).
6. In the case of transferring only a number of shares in the stock, the old stock shall be canceled and the Bank shall issue new stock recording the number of transferred shares and the remaining shares.
7. The Bank may manage shares on behalf of shareholders or issue shares upon the request of shareholders. For shares with a nominal value exceeding 100 (one hundred) million Vietnamese Dong, before accepting a request for new shares, the Bank's legal representative may request the shareholder to publish a notice regarding the loss, burning, or destruction of the shares in any other form, and after 15 (fifteen) days from the date of publication of the notice, request the Bank to issue new shares.
8. Bank shares may not be used as collateral for credit facilities at the Bank itself.

9. In the case of shares issued in certificate form, the Bank must issue the shares to shareholders within 30 (thirty) days from the date the shareholder pays the full amount of shares committed to purchase for the Bank's capital increase.

Article 21. Offering and Transfer of Shares

1. Offering shares:

a. A share offering is when a bank increases the number of shares it is authorized to offer and sells those shares during its operations to increase its charter capital. A share offering can be carried out in one of the following forms:

i. Offering shares to existing shareholders;

ii. Public offering of shares;

iii. Private placement of shares.

b. The offering of shares shall be conducted in accordance with the provisions of the law on securities.

c. The Bank shall register the change in charter capital within 10 (ten) days from the date of completion of the share sale.

2. Shares held by shareholders shall be considered transferred when the information stipulated in Article 24 of these Charters is fully recorded in the Shareholder Register.

3. The time when the rights and obligations of shareholders arise is the time when the shareholder's securities custody account opened at a custodian member has a balance of Bank shares. For uncustodian shares, the time when the rights and obligations of shareholders arise is the time when the shareholder's name and information are recorded in the Bank's Shareholder Register.

4. The Bank's shareholder register and the list of shareholders provided to the Bank by the Securities Depository Center are the sole basis for determining the rights and obligations of shareholders.

5. Unless otherwise stipulated by law, the transfer of shares resulting in becoming a major shareholder must be approved in writing by the State Bank of Vietnam before implementation.

6. The transfer of shares is carried out in accordance with the provisions of the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, and their implementing regulations. The transfer is carried out by contract or transaction on the securities market. In the case of a contract transfer, the form of transfer is established in writing as specifically stipulated by the Board of Directors; the transfer document is signed by the transferor, the transferee, or their legally authorized representatives. In the case of a transaction on the securities market, the procedures for transfer are carried out in accordance with the provisions of the law on securities. Shares are considered transferred when the information specified in point d, clause 1, Article 24 of these Charters is correctly and fully recorded in the Shareholder Register for shares that are not yet deposited or have a deposit balance at a depository member; from that time, the transferee is recognized as a shareholder of the Bank. The transferor remains the owner of the

relevant shares until the name of the transferee is registered in the shareholder register. The Bank must register the change of shareholder in the shareholder register at the request of the relevant shareholder within 24 (twenty-four) hours from the time of receiving the request as stipulated in the Bank's Charter.

7. In the event of the death of an individual shareholder, the settlement of the shareholder's rights and responsibilities shall be carried out in accordance with the provisions of the law on inheritance. 7. In the event that a shareholder is an individual who dies without heirs, or the heirs refuse to accept the inheritance, or are disinherited, the shares of that shareholder shall be settled according to the provisions of civil law.

8. The procedure for transferring shares of foreign shareholders shall be carried out in accordance with the provisions of law.

9. Individual shareholders and institutional shareholders whose representatives holding capital contributions in the Bank are members of the Board of Directors, members of the Supervisory Board, or the General Director of the Bank are not allowed to transfer their shares during their tenure in office.

10. During the period of handling the consequences of personal responsibility according to resolutions and decisions of the General Meeting of Shareholders or decisions of the State Bank of Vietnam, members of the Board of Directors, members of the Supervisory Board, and the General Director are not allowed to transfer shares, except in one of the following cases:

a. Members of the Board of Directors, members of the Supervisory Board, and the General Director are authorized representatives of shareholders that are organizations being merged, consolidated, divided, separated, dissolved, or declared bankrupt according to the provisions of law;

b. Members of the Board of Directors, members of the Supervisory Board, and the General Director are compelled to transfer shares according to a legally effective judgment or decision of the Court;

c. Members of the Board of Directors, members of the Supervisory Board, and the General Director transfer shares to other investors to implement a recovery plan, a plan for transferring the entire capital contribution, or a mandatory transfer plan that has been approved.

Article 22. Share Repurchase

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and has the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Bank due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 (seven) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be repurchased.

3. The Board of Directors has the right to repurchase shares that have not been paid in full and on time if the requirements in the aforementioned notice are not met.
4. Repurchased shares shall be considered as shares entitled to be offered for sale. The Board of Directors may directly or authorize the sale, redistribution, or settlement of the repossessed shares to the current owners or other parties under conditions and in a manner deemed appropriate by the Board of Directors.
5. Shareholders holding repossessed shares must relinquish their shareholder status with respect to those shares, but must still pay all related amounts plus interest at a rate determined by the Board of Directors from the date of repossession until the date of payment at the time of repossession. The Board of Directors has the full right to enforce payment of the full value of the shares at the time of repossession.
6. The repossession notice shall be sent to the holders of the repossessed shares before the date of repossession. The repossession remains valid even in the event of errors or negligence in sending the notice.

CHAPTER VI

ORGANIZATIONAL STRUCTURE

Article 23. Organizational Structure

The organizational structure of the Bank includes:

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

SECTION I

SHAREHOLDERS AND SHAREHOLDER MEETING

Article 24. Shareholder Register

1. The Bank must establish and maintain a Shareholder Register from the date of issuance of its Establishment and Operation License. The Shareholder Register may be in written form, an electronic data set, or both. The Shareholder Register must contain the following main contents:
 - a. Name and head office address of the Bank;
 - b. Total number of shares authorized for sale, types of shares authorized for sale, and the number of shares authorized for sale of each type;
 - c. The total number of shares sold of each type and the value of contributed capital;

d. Full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizations, and head office address of organizations;

e. The shareholder register must include the number of shares of each type held by each shareholder, the total number of shares held by each shareholder, and the share registration date.

2. The shareholder register must be kept at the Bank's head office or other organizations authorized to maintain shareholder registers. Shareholders have the right to check, search, extract, and copy the names and contact addresses of Bank shareholders in the shareholder register.

3. If a shareholder changes their contact address, they must promptly notify the Bank to update the shareholder register. The Bank is not responsible for the inability to contact a shareholder due to failure to notify them of the change in contact address.

4. The Bank will promptly update changes to shareholders in the shareholder register upon the request of the relevant shareholder as stipulated in the Articles of Association.

Article 25. Rights of Shareholders

1. Shareholders are the owners of the Bank and have corresponding rights and obligations according to the number and type of shares they own.

2. Shareholders owning common shares have the following rights:

a. To attend and speak at General Meetings of Shareholders and exercise their voting rights directly or through authorized representatives. Each common share has one voting right;

b. To receive dividends at the rate stipulated in the resolutions and decisions of the General Meeting of Shareholders;

c. To have priority in purchasing newly offered shares in proportion to the percentage of common shares each shareholder owns in the Bank; to transfer the priority right to purchase shares to others;

d. To transfer shares and share purchase rights to other shareholders of the Bank or other organizations or individuals as stipulated in this Charter, in accordance with the provisions of the Law on Credit Institutions, the Law on Enterprises, the Law on Securities and other relevant laws;

e. To receive information on the Bank's operations as stipulated in this Charter; to view, search and extract information on names and contact addresses in the List of Shareholders with Voting Rights and request correction of inaccurate information; to view, search, extract or copy the Bank's Charter, the minutes of the General Meeting of Shareholders and the resolutions and decisions of the General Meeting of Shareholders;

f. To authorize another person in writing to exercise their rights and obligations (including authorizing another person in writing to directly attend the General Meeting of Shareholders) in accordance with

these Charters; the authorized person may not re-authorize and may not run for election in their own capacity;

g. When the Bank is dissolved or goes bankrupt, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Bank in accordance with the law on dissolution and bankruptcy;

h. To nominate and propose candidates for the Board of Directors and the Supervisory Board in accordance with the Bank's Charters or in accordance with the law if the Charters do not specify. The list of candidates must be submitted to the Board of Directors within the time limit stipulated by the Board of Directors;

i. The right to equal treatment. Each share of the same class gives the shareholder equal rights, obligations, and benefits. In the case of preferred shares, the rights and obligations associated with these preferred shares shall be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. The right to full access to periodic and extraordinary information published by the Bank in accordance with the law;

k. Shareholders have the right to protect their legitimate interests. In the event that a Resolution of the General Meeting of Shareholders violates the law or the Bank's Charter, or a decision of the Board of Directors is contrary to the law or the Bank's Charter and causes damage to the Bank, shareholders have the right to request the annulment or suspension of that Resolution or decision in accordance with the Law on Enterprises;

l. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 05% (five percent) or more of the total number of common shares, in addition to the rights stipulated in Clause 2 of this Article, also have the following rights:

a. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Bank's trade secrets and business secrets.

b. Request the Supervisory Board to examine specific issues related to the management and operation of the Bank when deemed necessary. The request must be in writing and must include the following information: Full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizations, and head office address of organizations; number of shares and registration date of each shareholder, total number

of shares of the entire group of shareholders, and ownership percentage in the total number of shares of the Bank; the issue to be examined, and the purpose of the examination.

c. Nomination of candidates for the Board of Directors and the Supervisory Board. The nomination process is as follows:

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

ii. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

d. Other rights as prescribed by law and this Charter.

Article 26. Obligations of Shareholders

1. Shareholders have the following obligations:

a. a. Pay the full amount of shares committed to purchase within the timeframe stipulated by the Bank and be legally responsible for the legality of the capital contributed, purchased, or transferred in the Bank; do not use capital provided by credit institutions, branches of foreign banks, or capital from corporate bond issuance to purchase or transfer shares of the Bank; do not contribute capital or purchase shares of the Bank under the name of another individual or legal entity in any form, except in cases of entrustment as prescribed by law.

b. Comply with the Bank's Charter and internal regulations on corporate governance.

c. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

d. Be responsible for the Bank's debts and other financial obligations to the extent of the contributed capital.

e. Do not withdraw contributed capital from the Bank in any form that would reduce the Bank's charter capital, except in cases where the Bank or another party repurchases the shares. In the event that a shareholder withdraws part or all of their contributed capital in violation of this clause, that shareholder and any related parties with an interest in the Bank shall be jointly and severally liable for the Bank's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

f. Ordinary shareholders shall be held personally liable when acting on behalf of the Bank in any form to perform any of the following acts:

i. Violating the law;

ii. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

iii. Paying debts before they are due in anticipation of potential financial risks to the Bank.

g. Major shareholders shall not abuse their advantage to influence the rights and interests of the Bank and other shareholders as stipulated by law and the Bank's Charter.

h. Major shareholders have the obligation to disclose information as required by law.

i. Shareholders who receive investment mandates from other organizations or individuals must provide the Bank with information about the true owners of the shares they are entrusting to the Bank. The Bank has the right to suspend the shareholder rights of shareholders who receive investment mandates if they fail to provide information or provide incomplete or inaccurate information about the true owners of the shares.

j. Maintain the confidentiality of information provided by the Bank in accordance with the Charter and laws; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Bank to other organizations or individuals.

k. Fulfill other obligations as prescribed by law and this Charter.

2. Shareholders owning 1% (one percent) or more of the Bank's charter capital must provide the Bank with the following information:

a. Full name; personal identification number; nationality, passport number, date of issue, and place of issue of foreign shareholders; business registration certificate number or equivalent legal document of organizational shareholders; date of issue and place of issue of this document;

b. Information about related persons as stipulated in points c and d of Clause 1, Article 44 of this Charter;

c. The number and percentage of shares they own in the Bank;

d. The number and percentage of shares owned by their related parties in the Bank.

The information in this clause must be provided to the Bank in writing within 07 (seven) working days from the date of occurrence or change of information. For the information in points c and d of this clause, shareholders are only required to provide information to the Bank when there is a change in their shareholding percentage, or the shareholding percentage of themselves and their related parties, of 01% (one percent) or more of the Bank's charter capital compared to the previous provision.

The Bank must post and maintain the information stipulated in this clause at its head office and submit a written report to the State Bank of Vietnam within 07 (seven) working days from the date the Bank

receives the provided information. Annually, the Bank shall disclose the information stipulated in points a, c, and d of this clause to the General Meeting of Shareholders.

The Bank must publicly disclose information about the full names of individuals and organizations that are shareholders owning 1% (one percent) or more of the Bank's charter capital, and the information specified in points c and d of this clause, on the Bank's website within 7 (seven) working days from the date the Bank receives the information.

Shareholders must ensure that the information provided is truthful, accurate, complete, and timely, and are responsible for the information provided.

Article 27. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest authority of the Bank. The General Meeting of Shareholders shall hold its annual meeting within 4 (four) months from the end of the financial year. The Board of Directors has the right to decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 6 months from the end of the financial year. 1. The Annual General Meeting of Shareholders shall not be held in the form of obtaining shareholder opinions in writing. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.

2. The General Meeting of Shareholders shall be convened by the Board of Directors, with the specific location decided by the Board of Directors based on the actual situation. The location of the General Meeting of Shareholders shall be determined by where the chairperson attends the meeting and must be within the territory of Vietnam. The Annual General Meeting of Shareholders shall decide on matters within its duties and powers as stipulated by law and this Charter.

Article 28. 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 deems it necessary for the benefit of the Bank;
- b. When the remaining number of Board of Directors members is less than the minimum number stipulated in this Charter;
- c. When the remaining number of Supervisory Board members is less than the minimum number stipulated in this Charter;
- d. At the request of a shareholder or group of shareholders owning more than 10% (ten percent) of the common shares when the cases specified in Clause 2 of this Article occur;
- e. At the request of the Supervisory Board;
- f. To decide on matters as requested by the State Bank of Vietnam when an event occurs that affects the safety of the Bank's operations;

g. Other cases as stipulated in this Charter and the provisions of law.

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

a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding the authority granted;

b. Other cases as stipulated in this Charter.

The request to convene a General Meeting of Shareholders as stipulated in this clause must be made in writing and must include the following information: Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Bank; the basis and reason for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders or groups of shareholders are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

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

4. If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and the members of the Board of Directors shall be liable before the law and shall compensate for any damages incurred by the Bank. Within the next 30 (thirty) days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed by law.

5. If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed, the Supervisory Board shall be liable before the law and shall compensate for any damages incurred by the Bank; and shareholders or groups of shareholders as stipulated in Clause 3, Article 25 of this Charter have the right to replace the Board of Directors and the Supervisory Board in convening the General Meeting of Shareholders in accordance with the law. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

6. All necessary expenses for convening and conducting a meeting of shareholders will be paid by the Bank. For the sake of clarity, these expenses will not include expenses incurred by shareholders to attend the General Meeting of Shareholders, such as accommodation, travel, and other related expenses.

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

1. The General Meeting of Shareholders has the duties and powers:

- a. To approve the development direction of the Bank;
- b. To approve the Charter, amendments, and supplements to the Charter of the Bank;
- c. To approve internal regulations on corporate governance; regulations on the organization and operation of the Board of Directors and the Supervisory Board;
- d. To decide on the number of members of the Board of Directors and the Supervisory Board for each term; to elect, dismiss, remove, elect additional, and replace members of the Board of Directors and the Supervisory Board in accordance with the standards and conditions prescribed by law and the Charter of the Bank;
- e. To decide on the remuneration, bonuses, and other benefits for members of the Board of Directors and the Supervisory Board, and the operating budget of the Board of Directors and the Supervisory Board;
- f. To review and handle, within its authority, violations by the Board of Directors and the Supervisory Board that cause damage to the Bank and its shareholders;
- g. To decide on the organizational structure of the Bank's management;
- h. To approve the plan for changing the charter capital;
- i. Approving the share offering plan, including the type and number of new shares to be offered; deciding on the annual dividend rate for each type of share;
- j. Approving the plan to repurchase sold shares;
- k. Approving the plan to issue convertible bonds;
- l. Approving the proposed remediation plan in case of early intervention;
- m. Approving the annual financial statements; the plan for profit distribution after fulfilling the Bank's tax obligations and other financial obligations;
- n. Approving the reports of the Board of Directors and the Supervisory Board on the performance of their assigned duties and powers;
- o. Deciding on the establishment or conversion of legal forms of commercial presence abroad and subsidiaries;
- p. Through capital contribution, purchase, or sale of shares or equity stakes of the Bank in other enterprises or credit institutions where the value of the capital contribution, the expected purchase price, or the book value in the case of selling shares or equity stakes is 20% (twenty percent) or more of the Bank's charter capital as stated in the most recent audited financial statements;

- q. Through investment decisions, purchase, or sale of fixed assets of the Bank where the investment level, the expected purchase price, or the original cost in the case of selling fixed assets is 20% (twenty percent) or more of the Bank's charter capital as stated in the most recent audited financial statements;
 - r. Through other contracts or transactions with a value of 20% (twenty percent) or more of the Bank's charter capital as stated in the most recent audited financial statements between the Bank and members of the Board of Directors, members of the Supervisory Board, the General Director, or major shareholders; Related parties of the Bank's managers, members of the Supervisory Board, and major shareholders; subsidiaries and affiliated companies of the Bank, except in cases where the Bank is implementing a mandatory transfer plan;
 - s. Deciding on the division, separation, merger, acquisition, conversion of legal form, dissolution, or requesting the Court to initiate bankruptcy proceedings for the Bank;
 - t. Deciding on solutions to remedy significant financial fluctuations of the Bank;
 - u. Approving the list of independent auditing firms; deciding on the independent auditing firm to conduct the Bank's operations, and dismissing independent auditors when deemed necessary;
 - v. Other matters as prescribed by law, this Charter, and resolutions and decisions of the General Meeting of Shareholders.
2. Shareholders are not allowed to participate in voting on decisions of the General Meeting of Shareholders regarding:
- a. Any contract stipulated in point q, clause 1 of this Article and in Article 43 of this Charter in which that shareholder or a related party of that shareholder is a party to the contract; or
 - b. Any repurchase of shares from that shareholder or any related party of that shareholder, except in cases where the repurchase of shares is carried out in proportion to the ownership of all shareholders or the repurchase is carried out through order matching or a public tender offer on the Stock Exchange.
3. The General Meeting of Shareholders must discuss and vote on decisions on matters included in the meeting agenda.

Article 30. Right to Attend the General Meeting of Shareholders

- 1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled based on the Bank's Shareholder Register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled upon the decision to convene the meeting and shall be compiled no more than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders.
- 2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal document number of the individual shareholder; the name, enterprise code or legal document number of the organization, and the head office address of the

organization shareholder; the number of shares of each type, the number and date of registration of each shareholder.

3. Each shareholder has the right to check, search, extract, and copy the name and contact address of the shareholder in the list of shareholders entitled to attend the General Meeting of Shareholders; Shareholders are entitled to have their information recorded in the list of shareholders entitled to attend the General Meeting of Shareholders.

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

5. Bank managers must promptly provide information from the shareholder register, correct or supplement inaccurate information as requested by shareholders; and are responsible for compensating damages arising from the failure to provide or the untimely or inaccurate provision of information from the shareholder register as requested.

Article 31. Authorization to attend the General Meeting of Shareholders

1. Shareholders who are individuals, or authorized representatives of shareholders who are organizations, may directly or authorize one or more other individuals or organizations in writing to attend the General Meeting of Shareholders. 1. An authorized representative attending the General Meeting of Shareholders may not re-authorize another person to attend the General Meeting of Shareholders and may not run for election in their personal capacity. If more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically determined.

2. The authorization for a representative to attend the General Meeting of Shareholders must be in writing. The authorization document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized representative, the number of shares authorized, the content, scope of authorization, and the duration of authorization. If the authorizing shareholder is an organization, the authorization document must be signed by the authorized representative, the legal representative of the organization or individual shareholder, and the legal representative of the organization authorized to attend the meeting. In other cases, the authorization document must be signed by the legal representative of the shareholder and the authorized representative. Authorized representatives attending the General Shareholders' Meeting must submit the authorization document when registering to attend the meeting before entering the meeting room.

3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

- a. The authorizing person has died, is restricted in civil capacity, or has lost civil capacity;
- b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the person performing the authorization.

This clause shall not apply if the Bank receives notification of one of the above events 24 (twenty-four) hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 32. Convening the General Meeting of Shareholders, meeting agenda and notification

1. The person convening the General Meeting of Shareholders must perform the following tasks:

a. 1. Prepare a list of shareholders entitled to attend and vote as stipulated in Article 30 of these Charters, prepare the agenda, content of the meeting, documents in accordance with the law and the Bank's regulations, and draft resolutions for each item on the agenda;

b. Determine the time and place of the General Meeting;

c. Send notices inviting shareholders to the General Meeting to all shareholders on the list of shareholders entitled to attend the General Meeting. The notices and documents must be sent no later than 21 (twenty-one) days before the opening date of the General Meeting. The notices must include the name, address, head office, business registration number; the name and contact address of the shareholder, the time and place of the meeting, and other requirements for attendees.

2. The notices inviting shareholders to the General Meeting must be accompanied by the meeting agenda and relevant documents and information on the issues to be discussed and voted on at the General Meeting. 3. Notices of meetings and documents for the General Meeting of Shareholders may be sent to shareholders by hand delivery or by registered mail to the registered address of the shareholder, or to an address provided by the shareholder. In the case of Bank employees, the notice may be sent to each individual in sealed envelopes to be kept at their workplace.

3. Notices of meetings for the General Meeting of Shareholders will be posted on the Bank's website simultaneously with the notices sent to shareholders. The agenda for the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting will be sent to shareholders and/or posted on the Bank's website. In cases where the agenda for the General Meeting of Shareholders and related documents are not included with the meeting invitation, the meeting invitation must clearly state the website address and how to download the documents for shareholders to access.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 25 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Bank no later than 03 (three) working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, the shareholder's registration number and date at the Bank, and the proposed issue to be included in the agenda.

The person convening the General Meeting of Shareholders must approve and include the proposal in the proposed agenda and content of the meeting, except as stipulated in Clause 5 of this Article; the

proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

5. If the person convening the General Meeting of Shareholders refuses a proposal, they must respond in writing and state the reasons no later than 2 (two) working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders only has the right to refuse a proposal as stipulated in Clause 4 of this Article in the following cases:

- a. The proposal is submitted incorrectly according to Clause 4 of this Article;
- b. The issue in the proposal does not fall within the decision-making authority of the General Meeting of Shareholders;
- c. Issues that are inconsistent with the provisions of this Charter and inconsistent with the provisions of the law.

6. Only the General Meeting of Shareholders has the right to change the meeting agenda attached to the notice convening the General Meeting of Shareholders.

Article 33. Conditions, procedures for conducting meetings, voting at the meeting, and minutes of the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 65% (sixty-five percent) of the voting shares. If the required percentage of voting shares is not present within 60 (sixty) minutes from the scheduled meeting time, a second meeting of the General Meeting of Shareholders shall be convened within 30 (thirty) days from the date the first meeting was scheduled to commence. The second meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 51% (fifty-one percent) of the voting shares. If the second General Meeting of Shareholders does not meet the required quorum of shareholders with voting rights present within 60 (sixty) minutes from the scheduled meeting time, then the third General Meeting of Shareholders shall be convened within 20 (twenty) days from the scheduled opening date of the second meeting. The third General Meeting of Shareholders shall proceed regardless of the number of shareholders present, the quorum of shareholders with voting rights, and shall have the right to decide on all matters that the first General Meeting of Shareholders could have validly decided.

2. Before the opening of the meeting, the Bank must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered in the following order:

- a. When registering shareholders, the Bank issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. Voting is conducted by vote in favor, against, or abstention. At the General Meeting, the cards for favoring the resolution are collected first, followed by

those for opposing the resolution. Finally, the total number of votes in favor or against is counted to make a decision.

b. Shareholders or authorized representatives who arrive after the meeting has commenced have the right to register immediately and subsequently participate in and vote at the General Meeting. However, the chairperson is not obligated to stop the meeting to allow these shareholders to register, and the validity of any voting already conducted will not be affected.

3. The election of the chairman, secretary, and vote counting committee for the General Meeting of Shareholders is regulated as follows:

a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no chairman can be elected, the Head of the Supervisory Board shall conduct the General Meeting of Shareholders to elect a chairman from among those present, and the person with the highest number of votes shall preside over the meeting;

b. Except as stipulated in point a of this clause, the person who signed the summons to the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairman, and the person with the highest number of votes shall preside over the meeting;

c. The chairman shall appoint one or more secretaries to prepare the minutes of the General Meeting of Shareholders;

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

4. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify the time allocated for each item on the agenda.

5. The person convening the meeting or the chairman of the General Meeting of Shareholders has the right to:

a. Require all attendees to undergo security checks or other lawful and reasonable security measures;

b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

6. The chairperson has the right to postpone a General Meeting of Shareholders with a maximum registered attendance of no more than 3 (three) working days from the date the meeting was scheduled to commence, and may only postpone or change the meeting location in the following cases:

a. The meeting location does not have enough convenient seating for all attendees;

b. The communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote;

c. An attendee engages in obstructive or disruptive behavior that threatens to prevent the meeting from being conducted fairly and legally.

7. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion, and all resolutions passed at that meeting shall be effective and enforceable.

8. The General Meeting of Shareholders adopts decisions within its authority by voting at the meeting. The General Meeting of Shareholders discusses and votes on each item on the agenda. Issues stipulated in points a, d, f, and s of Clause 1, Article 29 of these Charters must be adopted by voting at the General Meeting of Shareholders. A decision of the General Meeting of Shareholders is adopted when:

a. Except as stipulated in point b of this Clause, a decision of the General Meeting of Shareholders is adopted at the meeting when it is approved by shareholders representing more than 50% (fifty percent) of the total voting rights of all shareholders present at the meeting;

b. For decisions to approve the plan to change the charter capital; to approve the plan to offer shares, including the type of shares and the number of new shares to be offered; Decisions on investing in, buying, or selling fixed assets of the Bank where the investment level, expected purchase price, or original cost in the case of selling fixed assets has a value of 20% (twenty percent) or more of the Bank's charter capital as recorded in the most recent audited financial statement; decisions on the division, separation, merger, acquisition, conversion of legal form, dissolution, or request for bankruptcy proceedings of the Bank must be approved by shareholders representing more than 65% (sixty-five percent) of the total voting shares of all shareholders present at the meeting.

c. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations.

d. Resolutions and decisions of the General Meeting of Shareholders take effect from the date of their adoption or from the effective date stated in the resolution or decision.

e. Resolutions and decisions adopted at the General Meeting of Shareholders with shareholders attending in person and by proxy representing 100% (one hundred percent) of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting the resolution or decision are not carried out in accordance with the Bank's Charter and legal regulations.

9. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese; the addition of a foreign language version is also legally valid. In case of discrepancies between the Vietnamese and foreign language versions of the minutes, the Vietnamese version shall prevail. The minutes shall include the following main contents:

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

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

c. Agenda and content of the meeting;

d. Full names of the chairperson and secretary;

e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;

f. Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;

g. Total number of votes cast for each voting item, specifying the voting method, total number of valid, invalid, affirmative, disapproving, and abstention votes; corresponding percentage of the total number of votes cast by shareholders attending the meeting;

h. Issues discussed and decisions approved by the General Meeting of Shareholders, the corresponding percentage of votes in favor, and outstanding issues;

i. Names and signatures of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as stipulated in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

10. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting and must be sent to all shareholders within 15 (fifteen) days from the end of the meeting; sending the vote counting minutes may be replaced by posting them on the Bank's website. The minutes will serve as evidence of the work performed at the General Meeting of Shareholders.

11. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Bank's head office. Within 15 (fifteen) days from the date of the conclusion of the General Meeting of Shareholders or from the date of the conclusion of the vote counting in the case of written consultation, the Bank must send to the State Bank of Vietnam all resolutions and decisions approved by the General Meeting of Shareholders.

Article 34. Adoption of Shareholders' General Meeting Decisions by Written Opinion

1. Except for matters stipulated in points a, d, f, and s of Clause 1, Article 29 of this Charter, which must be adopted by voting at the Shareholders' General Meeting, decisions of the Shareholders' General Meeting may be adopted by written opinion provided that they receive the written consent of shareholders representing more than 50% (fifty percent) of the Bank's voting shares.

2. To ensure that decisions are unanimously adopted by shareholders by written opinion, the Board of Directors is responsible for:

a. Deciding on the issues to be submitted for shareholder consultation, the method and content of the voting in accordance with this Charter and the law;

b. Prepare opinion ballots and related documents concerning the issue requiring a vote, specifying the date by which these documents must be returned ("Return Date"), along with a written statement of the shareholders' voting opinions to the Bank, and send them to all shareholders entitled to vote no later than 10 (ten) days before the Return Date. The list of shareholders to whom opinion ballots are sent shall be compiled in accordance with Clauses 1 and 2 of Article 30 of these Charters. The requirements and methods for sending opinion ballots and accompanying documents shall comply with Article 32 of these Charters. The opinion ballot must contain the main contents as prescribed by law;

c. Summarize the voting opinions to determine the decision of the General Meeting of Shareholders, and within 15 (fifteen) days from the Return Date, the Board of Directors shall send a written notification of the voting results and the decision of the General Meeting of Shareholders to the Provincial/City Branch of the State Bank of Vietnam where the Bank is headquartered. 3. Shareholders may submit their completed opinion ballots to the Bank in one of the following ways:

a. By mail. Completed opinion ballots must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. Opinion ballots sent to the Bank must be enclosed in a sealed envelope, and no one is allowed to open them before the vote count;

b. By fax or email. Opinion ballots sent to the Bank via fax or email must be kept confidential until the vote count.

Opinion ballots sent to the Bank after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsubmitted ballots will be considered as not participating in the vote.

c. In the event that a shareholder simultaneously submits the Opinion Poll Form by mail and by fax/email, if there is a difference between the voting results on these forms, the result on the paper Opinion Poll Form submitted by mail will take precedence.

4. The Board of Directors shall organize the vote counting and prepare a vote counting report in the presence of the Supervisory Board or a shareholder who does not hold a management position in the Bank.

5. The vote counting report must include the following main contents:

- a. Name, head office address, and business registration number;
- b. Purpose and issues requiring opinion gathering for the resolution or decision;
- c. Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, method of sending ballots, and an appendix listing participating shareholders;
- d. Total number of votes in favor, against, and abstentions for each issue;
- e. Decisions passed and the corresponding voting percentages;
- f. Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor, and the vote counter.

The members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting minutes; and jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting results minutes and resolutions/decisions must be sent to shareholders within 15 (fifteen) days from the date of completion of vote counting, or may be replaced by posting them on the Bank's website.

7. The completed ballots, vote counting minutes, the full text of the passed resolutions, and related documents attached to the ballots must all be kept at the Bank's head office.

8. Resolutions and decisions of the General Meeting of Shareholders adopted through written consultation have the same value as resolutions and decisions adopted directly by the General Meeting of Shareholders through voting at the meeting. Resolutions and decisions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for obtaining written opinions and adopting the resolution or decision were not carried out in accordance with the law and the provisions of this Charter.

Article 35. Annulment of Shareholders' Meeting Decisions

Within 90 (ninety) days from the date of receipt of the Resolution or minutes of the Shareholders' Meeting or the minutes of the vote count results of the Shareholders' Meeting, a shareholder or group of shareholders as stipulated in Clause 3, Article 25 of this Charter has the right to request the Court or Arbitration to review and annul the decision of the Shareholders' Meeting in the following cases:

1. The procedures for convening the meeting or obtaining shareholder opinions in writing and issuing decisions of the Shareholders' Meeting seriously violate the provisions of current law and this Charter, except as stipulated in point e, Clause 8, Article 33 and Clause 8, Article 34 of this Charter.
2. The content of the decision violates the provisions of law or this Charter.

SECTION II

GENERAL PROVISIONS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, AND GENERAL MANAGER

Article 36. General Duties

1. The Board of Directors is the governing body of the Bank, having full authority to act on behalf of the Bank to decide and exercise the rights and obligations of the Bank, and to decide on matters related to the purpose and interests of the Bank, except for matters within the authority of the General Meeting of Shareholders.
2. The Supervisory Board supervises and evaluates compliance with the provisions of the law, internal regulations, the Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
3. The General Manager is the highest-ranking executive of the Bank, responsible to the Board of Directors for the exercise of his/her rights and obligations.

Article 37. Cases where individuals are not permitted to hold a position

Details are specified in the Bank's internal regulations on corporate governance.

Article 38. Cases where individuals cannot simultaneously hold a position

Details are specified in the Bank's internal regulations on corporate governance.

Article 39. Automatic loss of membership in the Board of Directors, Supervisory Board, and General Director status

Details are specified in the Bank's internal regulations on corporate governance.

Article 40. Dismissal, removal from office, and resignation

Details are specified in the Bank's internal regulations on corporate governance.

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

1. The Chairman, other members of the Board of Directors, the Head and other members of the Supervisory Board, and the Bank's executives may be suspended or temporarily suspended from

exercising their rights and obligations by decision of the State Bank of Vietnam in case of violations of the provisions of Article 43, Clause 10 of Article 48 of the Law on Credit Institutions, other relevant legal provisions in the process of exercising their assigned rights and obligations, or failure to meet the standards and conditions stipulated in Article 41 of the Law on Credit Institutions; the State Bank of Vietnam has the right to request the competent authority to dismiss, remove, elect, appoint a replacement, or designate a replacement if deemed necessary.

2. In case the Bank is placed under special supervision, the Special Supervisory Board at the Bank has the right to suspend or temporarily suspend the exercise of the rights and obligations of the Chairman and other members of the Board of Directors; 2. The head and other members of the Supervisory Board; the executive if deemed necessary.

3. Individuals whose rights and obligations are suspended or temporarily suspended as stipulated in Clauses 1 and 2 of this Article shall be responsible for participating in addressing outstanding issues and violations related to their personal responsibility when requested by the State Bank of Vietnam, the Board of Directors, the Supervisory Board of the Bank, or a special Supervisory Board.

SECTION III

OBLIGATIONS OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, GENERAL MANAGER AND OTHER EXECUTIVES

Article 42. Duty of Prudence of Members of the Board of Directors, Supervisory Board, General Manager and Other Executives

Members of the Board of Directors, Supervisory Board, General Manager and other Executives are obligated to perform their duties honestly and in a manner which they deem beneficial to the Bank in accordance with the law and this Charter, with the same degree of prudence that a prudent person would normally exercise under similar conditions and circumstances.

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

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives entrusted with responsibility shall not use for themselves business opportunities that the Bank may use to its own advantage, and shall not use information obtained through their positions to gain personal profit or to serve the interests of any other organization or individual.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives are obligated to promptly, fully, and accurately inform the Board of Directors of any interests that may conflict with the Bank's interests that they may have in other organizations, transactions with other organizations or individuals, and may only use such opportunities after the Board of Directors (comprising members of the Board of Directors who do not have related interests) has reviewed and approved them.

3. Contracts and transactions of the Bank that are not subject to prohibitions or restrictions under the Law on Credit Institutions with members of the Board of Directors, members of the Supervisory Board, the General Director, major shareholders; related parties of managers, members of the Supervisory Board, major shareholders of the Bank; subsidiaries, affiliated companies of the Bank, and the entities specified in Article 44 of this Charter may only be signed if they ensure compliance with the following regulations:

a. For contracts and transactions with a value of 20% (twenty percent) or more of the Bank's charter capital as stated in the most recent audited financial statement, approval by the General Meeting of Shareholders is required before signing. In this case, the Bank's representative signing the contract must notify the Board of Directors and the Supervisory Board of the related parties involved in that contract or transaction; and simultaneously include a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or explanation of the main contents of the transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. Shareholders with an vested interest do not have the right to vote; the contract or transaction is approved when 65% (sixty-five percent) of the remaining voting shares of the shareholders are in favor, unless the contract or transaction is subject to a higher voting ratio stipulated in these Articles of Association. Shareholders who are the signatories of the contract or shareholders related to the signatories of the contract are not permitted to participate in voting.

b. For contracts and transactions with a value of less than 20% (twenty percent) of the Bank's charter capital as stated in the most recent audited financial statement, approval by the Board of Directors is required before signing. In this case, the Bank's representative signing the contract must notify the members of the Board of Directors and the Supervisory Board of the parties involved in that contract or transaction; and simultaneously include a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receiving the notification. Members of the Board of Directors who are the signatories of the contract or members of the Board of Directors related to the signatories of the contract are not allowed to participate in voting.

4. If a contract is signed without the approval of the General Meeting of Shareholders or the Board of Directors as stipulated in Clause 3 of this Article, the contract shall be invalid and shall be handled according to the provisions of the law. Those who cause damage to the Bank shall be liable for compensation.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives are not allowed to buy, sell, or trade shares of the Bank or its subsidiaries when they possess information that could affect the price of these shares while other shareholders do not have that information.

Article 44. Obligation to disclose related interests

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

- a. Name, business registration number, and head office address of the enterprise or economic organization in which they or they and related parties own capital contributions or shares of 05% (five percent) or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals;
- b. Name, business registration number, and head office address of the enterprise or other economic organization in which the individual and related persons are members of the Board of Directors, Board of Members, auditor, Supervisory Board, or General Director (Director);
- c. Information about related persons who are individuals, including: Full name; personal identification number; nationality, passport number, date of issue, and place of issue for foreigners; relationship with the information provider;
- d. Information about related persons who are organizations, including: Name, business registration number, head office address, business registration certificate number or equivalent legal document; legal representative, and relationship with the information provider.

2. The provision of information as stipulated in Clause 1 of this Article and any changes to related information must be made in writing within 07 (seven) working days from the date of occurrence or change of information.

3. The Bank must disclose the information stipulated in points a, b, and d of Clause 1 of this Article periodically every year to the General Meeting of Shareholders and post and maintain the information stipulated in Clause 1 of this Article at the Bank's head office.

4. The Bank must notify the State Bank of Vietnam in writing of the information stipulated in Clause 1 of this Article within 07 (seven) working days from the date the Bank receives the public disclosure information as stipulated in Clause 2 of this Article.

Article 45. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives who fail to perform their duties honestly and diligently, or who fail to fulfill their duties with conscientiousness and professional competence, shall be liable for damages caused by their breach of duty. The liability for damages and compensation of members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives shall be stipulated in the Bank's internal regulations on corporate governance.

2. The Bank will reimburse any incurred costs (including attorney fees), judgment fees, fines, and payments arising from or deemed reasonable in the settlement of these cases within the framework of the law for individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases that are not litigation initiated by the Bank) if they perform their duties as members of the Board of Directors, members of the Supervisory Board, General Director, and other Executives, officers, or employees of the Bank in which they are required to participate or represent the Bank as authorized by the Bank, provided that these individuals have acted in accordance with the law, this Charter, and the Bank's regulations honestly, carefully, diligently, and to the best of their professional ability for the benefit of or against the benefit of the Bank. The bank may purchase and maintain insurance for these individuals to avoid the aforementioned compensation liabilities.

SECTION IV BOARD OF DIRECTORS

Article 46. Composition and Term

1. The General Meeting of Shareholders shall elect members of the Board of Directors by cumulative voting.

2. The General Meeting of Shareholders shall dismiss or remove members of the Board of Directors with a majority vote of more than 50% (fifty percent) of the total votes of all shareholders present at the meeting. The Board of Directors shall elect, dismiss, or remove the Chairman and Vice-Chairman of the Board of Directors.

3. The Board of Directors shall consist of at least 05 (five) members and at most 11 (eleven) members, including at least 02 (two) independent members. The number of members for each term shall be decided by the General Meeting of Shareholders.

The Board of Directors must have at least 2/3 (two-thirds) of its total members being independent members and members who are not executives of the Bank.

Individuals and their related persons, or representatives of the capital contribution of an institutional shareholder and their related persons, may participate in the Board of Directors, but not more than 02 (two) members of the Bank's Board of Directors, except in the case of representatives of the State's capital contribution or the compulsory transferee.

4. The Board of Directors has a term of 5 (five) years. The term of office for each member of the Board of Directors is 5 years and they may be re-elected for an unlimited number of terms.

The Board of Directors whose term has just ended shall continue to operate until a new Board of Directors is elected and takes over. In the event that a member is elected to fill in or replace a member

who has been dismissed or removed from office within the term of office, the term of office of that member shall be the remaining term of the Board of Directors.

5. The nomination, candidacy, election, dismissal, removal, and resignation of the Chairman of the Board of Directors and other members of the Board of Directors must be carried out in accordance with current laws, this Charter, and the Internal Regulations on Corporate Governance at the Bank. The procedures, documentation, and notification of the election, appointment, dismissal, and removal of the Chairman and other members of the Board of Directors shall be carried out in accordance with the regulations of the State Bank of Vietnam. The results of the election, appointment, dismissal, and removal of the Chairman of the Board of Directors and other members of the Board of Directors of the Bank must be notified to the State Bank of Vietnam as prescribed.

6. The Chairman of the Board of Directors must reside in Vietnam during his/her term of office.

7. In the case of foreign shareholders (including Vietnamese citizens residing abroad) participating in the Board of Directors, the following additional conditions must be met:

- a. The proportion of members participating in the Board of Directors must correspond to the proportion of capital contributed by all foreign shareholders in the Bank;
- b. Not being a member of the Board of Directors of another credit institution in Vietnam.

Article 47. Powers and duties of the Board of Directors

1. To be responsible for ensuring that the Bank's operations comply with the provisions of the law, the Charter and internal regulations of the Bank, to treat all shareholders equally, and to respect the interests of those with vested interests in the Bank.

2. Be accountable to the General Meeting of Shareholders for the performance of assigned duties and powers. Submit to the General Meeting of Shareholders for decision and approval matters within the duties and powers of the General Meeting of Shareholders as stipulated in Clause 1, Article 29 of this Charter.

3. Decide on the establishment of branches, representative offices, and business units of the Bank.

4. Elect, dismiss, and remove the Chairman of the Board of Directors.

5. Appoint, dismiss, discipline, suspend, and determine the salary, bonuses, and other benefits for the General Director, Deputy General Directors, and other executives within the authority as stipulated by the Board of Directors and the Bank's internal regulations on corporate governance. Sign and terminate contracts with the General Director.

6. Through capital contribution, purchase, and sale plans of shares or capital contributions of the Bank in other enterprises or credit institutions where the value of the capital contribution, the expected purchase price, or the book value in the case of selling shares or capital contributions is less than 20% (twenty percent) of the Bank's charter capital as recorded in the most recent audited financial statement.

7. Appoint representatives of the Bank's capital contributions in other enterprises or credit institutions and determine the remuneration and other benefits of these representatives.
8. Approving investment decisions, purchases, and sales of fixed assets of the Bank where the investment amount, expected purchase price, or original cost in the case of selling fixed assets has a value of 10% (ten percent) or more of the Bank's charter capital as recorded in the most recent audited financial statement, except for investments, purchases, and sales of fixed assets under the authority of the General Meeting of Shareholders as stipulated in point q, clause 1, Article 29 of this Charter.
9. Approving credit granting decisions as stipulated in clause 7, Article 136 of the Law on Credit Institutions, except for other contracts and transactions under the authority of the General Meeting of Shareholders.
10. Approving other contracts and transactions with a value of less than 20% (twenty percent) of the Bank's charter capital as recorded in the most recent audited financial statement between the Bank and members of the Board of Directors, members of the Supervisory Board, the General Director, and major shareholders of the Bank; 10. Approve contracts and other transactions with a value of 10% (ten percent) or more of the Bank's charter capital as stated in the most recent audited financial statements.
12. Approve the Bank's operational restructuring plan for each period as directed by the State Bank of Vietnam and report it to the General Meeting of Shareholders at the next General Meeting of Shareholders.
13. Inspect, supervise, and direct the General Director in performing assigned tasks and other managers in the daily operation of the Bank; periodically evaluate the General Director's performance annually.
14. Promulgate internal regulations relating to the organization, governance, operations, and professional ethical standards of the Bank in accordance with the provisions of the Law on Credit Institutions and relevant laws, except for matters within the authority of the Supervisory Board (including ethical standards for members of the Supervisory Board and internal auditors) or the General Meeting of Shareholders.
15. Decide on risk management policies and supervise the implementation of risk prevention measures of the Bank.
16. Supervise and direct the General Director in internal control and risk management activities, ensuring that members of the Board of Directors do not participate in reviewing or approving risky decisions within the functions and duties of the General Director. If a member of the Board of Directors is also the General Director, the Bank must apply control measures to ensure that there is no conflict of interest and to maintain independent supervision. The detailed content is stipulated in the Regulations on the Organization and Operation of the Board of Directors.
17. Review and approve the annual report.
18. Decide on the offering of new shares within the scope of the number of shares authorized for offering.

19. Decide on the offering price of shares and convertible bonds of the Bank.
20. Decide on the repurchase of Bank shares according to the approved plan.
21. Propose a plan for profit distribution, the level of dividends to be paid; decide on the time and procedures for paying dividends or handling losses incurred during business operations.
22. Prepare relevant content and documents for submission to the General Meeting of Shareholders for decision and approval of matters within the authority of the General Meeting of Shareholders, except for matters within the duties and powers of the Supervisory Board.
23. Approve the program and work plan of the Board of Directors, the program, content, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or obtain shareholder opinions in writing to approve resolutions and decisions of the General Meeting of Shareholders.
24. Organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
25. Promptly notify the State Bank of Vietnam of information negatively affecting the status of members of the Board of Directors, the Supervisory Board, and the General Director.
26. Other duties and powers as prescribed by law.

Article 48. Powers and Obligations of the Chairman and Members of the Board of Directors

1. The Chairman of the Board of Directors has the following rights and obligations:
 - a. To prepare the program and plan of activities of the Board of Directors; to be responsible for the exercise of his/her rights and obligations.
 - b. To convene and preside over meetings of the Board of Directors.
 - c. To sign documents within the authority of the Board of Directors on behalf of the Board of Directors.
 - d. To organize the adoption 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 preside over 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 issues that the Board of Directors must consider.
 - h. To assign specific tasks to each member of the Board of Directors.
 - i. Supervising Board members in the exercise of their assigned rights, obligations, and duties.
 - j. Only authorizing another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors during the Chairman's absence or inability to perform his duties.
 - k. Annually evaluating the performance of each member of the Board of Directors and its Committees, and reporting the results of this evaluation to the General Meeting of Shareholders.

1. Other rights and obligations as stipulated in Clause 2 of this Article and applicable laws.
2. Members of the Board of Directors have the following rights and obligations:
 - a. To exercise the rights and obligations of a member of the Board of Directors in accordance with the internal regulations of the Board of Directors and the assignments of the Chairman of the Board of Directors in an honest, careful manner, for the benefit of the Bank and shareholders; to promote the independence of independent members of the Board of Directors in exercising their rights and obligations; responsible for the exercise of their rights and obligations.
 - b. Review the audit report on financial statements prepared by independent auditors, provide opinions or request the Bank's executives, independent auditors, and internal auditors to explain or clarify issues related to the report.
 - c. Propose to the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors.
 - d. Attend meetings of the Board of Directors, discuss and vote on matters within the duties and powers of the Board of Directors as stipulated in this Charter, except in cases where voting is prohibited due to a conflict of interest with that member. Be accountable to the General Meeting of Shareholders and the Board of Directors for their decisions.
 - e. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
 - f. Explain to the General Meeting of Shareholders and the Board of Directors the performance of assigned duties when requested.
 - g. Members of the Board of Directors are responsible for disclosing to the Bank the remuneration they receive from subsidiaries, affiliated companies, and other organizations in which they represent the Bank's capital contributions.
 - h. Members of the Board of Directors and related parties, when conducting share transactions of the Bank, must report to the State Securities Commission and disclose information about such transactions in accordance with the law.
 - i. Members of the Board of Directors may not authorize others to attend Board meetings to decide on matters stipulated in Clauses 2, 5, 6, 8, 9, 10, 11, 14, 15, 17, and 21 of Article 47 of this Charter.
 - j. Other rights and obligations as prescribed by law and this Charter.

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

1. The Bank has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work-related remuneration and bonuses. 2. Remuneration is calculated based on the number of working days required to complete the tasks of a

Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

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

4. Board members holding executive positions or Board members working in subcommittees of the Board of Directors or performing other tasks outside the normal scope of a Board member's duties may receive additional remuneration in the form of a lump sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased by the Bank after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Articles of Association.

Article 50. Replacement of Board Members

1. Within no more than 15 (fifteen) days from the date the Chairman of the Board of Directors automatically loses his/her status as a member of the Board of Directors, the members of the Board of Directors shall be responsible for organizing a meeting of the Board of Directors to elect a member of the Board of Directors (meeting the qualifications and conditions as prescribed by current regulations) as Chairman of the Board of Directors.

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

3. If a member of the Board of Directors wishes to resign, he/she must submit a letter or document to the Board of Directors for submission to the General Meeting of Shareholders for decision.

4. If the number of Board of Directors members is less than the minimum number of Board of Directors members stipulated in this Charter, then within 90 (ninety) days from the date the minimum number of Board of Directors members is not met, the Bank must elect additional members to ensure the minimum number is met, except as stipulated in Clause 5, Article 166 of the Law on Credit Institutions.

5. In other cases, the next meeting of the General Meeting of Shareholders will elect new Board of Directors members to replace dismissed or removed members, or to fill any vacancies.
6. After the first General Meeting of Shareholders, those elected to the positions of Chairman, Vice Chairman, and members of the Board of Directors are legally responsible for the implementation and completion of the Bank's establishment.
7. Those elected to the positions of Chairman, Vice Chairman, and members of the Board of Directors, upon election, are responsible for immediately assuming and performing the duties of their elected positions. The Chairman, Vice Chairman, and members of the Board of Directors who are dismissed or removed from office are responsible for handing over their duties to the newly elected Chairman, Vice Chairman, and members of the Board of Directors for resolution and continued handling, they remain personally responsible for their decisions during their tenure in those positions.

Article 51. Meetings of the Board of Directors

1. In the case where the Board of Directors elects a Chairman, the first meeting of the Board of Directors' term to elect the Chairman and make other decisions within its authority must be held within 07 (seven) working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. 1. In the event that more than one member receives the highest and equal number of votes, the members who voted by majority will have one of them convene a meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. The Chairman of the Board of Directors must convene regular or extraordinary meetings of the Board of Directors. The procedures for convening meetings, setting the agenda, and the time and place of meetings are specified in detail in the Bank's internal regulations on corporate governance.
3. Meeting location: Board of Directors meetings shall be held at the Bank's registered address or other locations designated by the Board of Directors.
4. Required attendance: The first Board of Directors meeting can only be held when at least 3/4 (three-quarters) of the Board members are present in person or through their representatives (authorized persons).

For subsequent Board of Directors meetings, the procedures, formalities, and attendance ratios shall be based on the regulations in the Bank's internal corporate governance rules.

5. Voting principles:

- a. Each Board member attending the Board meeting shall have one vote.
- b. A Board decision shall be adopted if approved by a majority of the Board members entitled to vote present at the meeting. In case of a tie, the final decision shall rest with the side whose opinion is

supported by the Chairman of the Board of Directors or the Board member authorized by the Chairman to preside over the meeting (in the absence of the Chairman of the Board of Directors).

c. Matters concerning voting, non-voting, conflicts of interest, declarations of rights, etc., are specified in detail in the Bank's internal regulations on corporate governance.

6. Minutes: Minutes of Board of Directors meetings must be recorded. Minutes of Board of Directors meetings shall be prepared in Vietnamese and may also be prepared in a foreign language with equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the Vietnamese minutes shall prevail. The chairperson, secretary, and members of the Board of Directors attending the meeting shall be jointly responsible for the accuracy and truthfulness of the Board of Directors meeting minutes.

7. Forms of Board of Directors Meetings:

In addition to in-person meetings, Board of Directors meetings may be held in various forms such as telephone, online conferences (video conferencing), etc.

8. Notification of Board of Directors Resolutions: Board of Directors resolutions are sent to Board members, the Supervisory Board, and relevant departments/individuals for implementation.

Details regarding the procedures, authorization to attend meetings, contents of meeting minutes, and other contents of Board of Directors meetings are specifically stipulated in the Internal Regulations on Corporate Governance at the Bank and the Regulations on the Organization and Operation of the Board of Directors of Vietnam Thuong Tin Commercial Joint Stock Bank.

Article 52. Support Unit of the Board of Directors

1. The Board of Directors is permitted to use the support unit and the Bank's seal to perform its duties and powers.

2. The Board of Directors will have dedicated support staff and will specify the number and duties of each support member.

3. The Board of Directors must establish Committees to assist the Board of Directors in performing its duties and powers, including a Risk Management Committee and a Human Resources Committee. The Board of Directors shall decide on the duties and powers of these two Committees in accordance with the regulations of the Governor of the State Bank of Vietnam.

Article 53. Person in charge of corporate governance, Secretary of the Board of Directors

1. The Board of Directors of the Bank shall appoint at least one person to perform the duties of the Person in charge of corporate governance of the Bank. The Person in charge of corporate governance may be the Chief of the Office of the Board of Directors and/or the Secretary of the Board of Directors. The standards, functions, powers, and duties of the Person in charge of corporate governance shall be implemented in accordance with the Internal Regulations on corporate governance at the Bank.

2. The Board of Directors appoints a Board Secretary to assist the Board of Directors. The functions and duties of the Board Secretary are determined by the Board of Directors.

SECTION V GENERAL DIRECTOR

Article 54. General Director

1. The General Director manages the Bank's operations, assisted by several Deputy General Directors, a Chief Accountant, and a professional and technical staff.

2. The Board of Directors appoints a member of the Board of Directors or another person as General Director and will sign an employment contract specifying the salary, bonuses, compensation, benefits, and other terms for the General Director. Information on the salary, bonuses, allowances, compensation, and benefits of the General Director must be reported to the Annual General Meeting of Shareholders, presented as a separate section in the Annual Financial Statements, and included in the Bank's Annual Report.

3. The General Director is responsible to the Board of Directors and to the law for the exercise of his/her rights and obligations in the daily operation of the Bank.

4. Unless otherwise stipulated by the Board of Directors, the term of office of the General Director is 5 (five) years; the General Director may be reappointed for an unlimited number of terms. The appointment, dismissal, removal, and resignation of the General Director shall be carried out in accordance with the Law on Credit Institutions and the regulations of the State Bank of Vietnam.

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

If, at the end of the term, a new General Director has not yet been appointed, the General Director of the term that just ended shall continue to exercise the rights and obligations until a new General Director is appointed and assumes the duties.

5. The Deputy General Director assists the General Director in managing and operating one or more areas of the Bank's activities as assigned by the General Director. The Deputy General Director reports to and is responsible to the General Director and to the law for the performance of the tasks assigned by the General Director.

6. The Chief Accountant assists the General Director in directing the accounting and statistical work of the Bank, and has the rights and duties as prescribed by law.

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

1. The Board of Directors may only make a decision to appoint the General Director after the State Bank of Vietnam has issued a written approval of the proposed list of appointments. The procedures,

formalities, and documents for approving the proposed list of appointments of the General Director shall be carried out in accordance with the regulations of the State Bank of Vietnam.

2. Upon appointment, the General Director shall immediately assume the duties of the newly appointed position; The former CEO is responsible for handing over the duties to the new CEO and is personally accountable for any decisions made during their tenure in that position.

3. In the event that the General Director is automatically dismissed, the Board of Directors must immediately appoint a Deputy General Director who meets the conditions stipulated by the State Bank of Vietnam and is not subject to the provisions of Article 37 of this Charter to assume the duties of the General Director and submit a written report to the State Bank of Vietnam branch in the province or city where the Bank's head office is located, as prescribed.

4. Within a maximum of 90 (ninety) days from the date the General Director is automatically dismissed or the Board of Directors receives the General Director's resignation letter, the Board of Directors must find a replacement and proceed with the procedures for appointing a new General Director in accordance with the provisions of the State Bank of Vietnam.

5. In the event that the General Director seriously violates the regulations of the law, the State Bank of Vietnam, and this Charter, the Board of Directors has the right to temporarily suspend the General Director's executive authority and immediately appoint a Deputy General Director who meets the conditions stipulated by the State Bank of Vietnam and is not subject to the provisions of Article 37 of this Charter to assume the duties of the General Director. A written report and proposal for handling the violations, as well as the General Director's position, must be immediately submitted to the State Bank of Vietnam branch in the province or city where the Bank's head office is located for resolution in accordance with current regulations.

Article 56. Powers and Duties of the General Director

The General Director has the following powers and duties:

1. To organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To decide on matters within his/her authority related to the Bank's daily business operations.
3. To establish and maintain an effective internal control system.
4. Prepare and submit financial statements to the Board of Directors for approval or report to the competent authority for approval. Be responsible for the accuracy and truthfulness of financial statements, statistical reports, settlement figures, and other financial information.
5. Issue, within their authority, internal regulations and rules; operational procedures and processes for operating the business management system and management information system (hereinafter referred to

as internal regulations), except for matters within the authority of the General Meeting of Shareholders, the owner, the Board of Directors, and the Supervisory Board.

6. Report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders, and competent state agencies on the Bank's operations and business results.

7. Decide on the application of measures exceeding their authority in cases of natural disasters, war, fire, or accidents, and be responsible for such decisions and promptly report to the Board of Directors.

8. Propose and recommend the organizational structure of the Bank's management to the Board of Directors or the General Meeting of Shareholders for decision within their authority.

9. Request the Board of Directors to hold extraordinary meetings in accordance with the law and this Charter.

10. Appoint, dismiss, and remove management and executive positions of the Bank, except for positions under the authority of the General Meeting of Shareholders or the Board of Directors.

11. Sign contracts and other transactions on behalf of the Bank in accordance with the Charter and the Bank's internal regulations.

12. Decide on all matters (except those requiring resolutions or decisions of the Board of Directors as stipulated in this Charter and relevant regulations), including signing financial and commercial contracts on behalf of the Bank, and organizing and managing the Bank's daily business operations in accordance with best management practices.

13. Proposing plans for the use of profits and handling of losses in the Bank's business.

14. Recruiting employees; deciding on salaries and bonuses for employees within its authority.

15. Other rights and duties as prescribed by law, this Charter, and decisions of the Board of Directors.

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

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

SECTION VI

SUPERVISORY BOARD

Article 58. Composition and Term of the Supervisory Board

1. The General Meeting of Shareholders shall elect members of the Supervisory Board by cumulative voting.

2. The General Meeting of Shareholders shall dismiss or remove members of the Supervisory Board with a majority vote of more than 50% (fifty percent) of the total votes of all shareholders present at the meeting. The Supervisory Board shall elect, dismiss, or remove the Head of the Supervisory Board.
3. The Supervisory Board shall have at least 05 (five) members.
4. The Supervisory Board shall have a support department and an internal audit department to perform its duties.
5. The term of the Supervisory Board shall not exceed 05 (five) years. The term of a member of the Supervisory Board shall be the same as the term of the Supervisory Board. Members of the Supervisory Board may be re-elected or re-appointed for an unlimited number of terms. The term of a member who is added or replaced shall be the remaining term of their term. The Supervisory Board of the term that has just ended will continue to operate until the Supervisory Board of the new term takes over.
6. Those elected to the position of Chairman and members of the Supervisory Board are responsible for receiving the handover and assuming the duties of the elected position. Those who are dismissed or removed from office are responsible for handing over their duties to the newly elected persons; at the same time, they must bear personal responsibility for their decisions during the time they held that position.
7. The nomination, candidacy, election, dismissal, removal, and resignation of members of the Supervisory Board shall be carried out in accordance with current laws, this Charter, and the Internal Regulations on Corporate Governance at the Bank.

Article 59. Powers and duties of the Supervisory Board

1. To supervise the management and operation of the Bank in compliance with the law, internal regulations, the Charter, and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; Responsible to the General Meeting of Shareholders for the performance of assigned duties and powers.
2. Issue internal regulations of the Supervisory Board; periodically review the internal regulations of the Supervisory Board and the Bank's internal regulations on accounting and reporting annually.
3. Organize and conduct internal audits; have access to and be provided with complete, accurate, and timely information and documents related to the Bank's management and operation; have the right to use the Bank's resources to perform assigned tasks and powers; may hire independent experts, consultants, and external organizations to perform tasks, but remain responsible for the performance of the Supervisory Board's duties.
4. Duties for internal audit include:
 - a. Directly directing and managing the activities of internal audit.

- b. Supervising and evaluating the implementation of professional ethical standards by members of the Supervisory Board and internal auditors;
 - c. Supervising and evaluating the internal audit department and the Head of Internal Audit in performing their functions and duties.
 - d. Coordinate with the Board of Directors to propose and recommend the approval of an independent auditing firm to audit the Bank's financial statements, dismiss independent auditors when deemed necessary; allow the approved auditing firm to conduct inspections of the Bank's operations when deemed necessary; supervise the process of hiring independent auditors; supervise the performance of independent auditors; review Vietbank's periodic financial statements prepared by independent auditing firms.
 - e. Approve and adjust the annual internal audit plan as proposed by the Head of the Internal Audit Department after consulting with the Board of Directors and the General Director.
 - f. Decide on the organizational structure, duties, and powers of the Internal Audit Department in accordance with legal regulations.
5. Monitor the financial status, appraise the financial statements for the first six months and annually of the Bank; report to the General Meeting of Shareholders on the results of the financial statement appraisal; 5. Assess the reasonableness, legality, honesty, and level of prudence in accounting, statistics, and financial reporting. The Supervisory Board may consult with the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
6. Inspect accounting books, other documents, and the management and operation of the Bank when deemed necessary or in the following cases:
- a. According to resolutions and decisions of the General Meeting of Shareholders;
 - b. At the request of the State Bank of Vietnam or a major shareholder or group of major shareholders in accordance with the provisions of the law. The inspection shall be carried out within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual. The Supervisory Board's inspection as stipulated in this clause shall not hinder the normal functioning of the Board of Directors or disrupt the Bank's business operations.
7. Review contracts and transactions with related parties within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.
8. Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering any violations of the law, the Bank's charter, internal regulations, resolutions, or decisions of the General Meeting of Shareholders or the Board of Directors by the Bank's managers or executives; require the violators to immediately cease the violations and take remedial measures (if any).

9. Compile a list of founding shareholders within 05 (five) years from the date of becoming a founding shareholder, a shareholder owning 01% (one percent) or more of the charter capital, and related parties of members of the Board of Directors, members of the Supervisory Board, the General Director of the Bank, and shareholders owning 01% (one percent) or more of the charter capital; maintain and update changes to this list.
10. Propose to the Board of Directors an extraordinary meeting or propose to the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the law and the Bank's Charter.
11. Convene an extraordinary General Meeting of Shareholders in cases where the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds its assigned authority.
12. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Bank's business activities.
13. Appointing, dismissing, disciplining, suspending, and determining salaries and other benefits for positions within the internal audit department.
14. Proposing and recommending to the General Meeting of Shareholders the approval of an independent audit firm to audit the Bank's financial statements.
15. Monitoring the Bank's financial situation, the legality of the activities of members of the Board of Directors, the General Director, other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, the General Director, and shareholders.
16. In case of discovering violations of the law or the Bank's Charter by members of the Board of Directors, the General Director, and other executives, the Supervisory Board must be notified in writing within 48 (forty-eight) hours, requiring the violator to cease the violation and take measures to remedy the consequences.
17. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of independent auditing firms to attend and answer questions of concern to the Supervisors;
18. Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of the Bank within the authority of the General Meeting of Shareholders and the Board of Directors. Periodically, annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders, the owner, and the Board of Directors.
19. Supervise compliance with the regulations in Chapter VII of the Law on Credit Institutions regarding restrictions to ensure safety in the Bank's operations.

20. Promptly report to the State Bank of Vietnam on violations of the regulations in Clauses 8, 11, and 19 of this Article and violations regarding shareholding ratios and related parties as stipulated in the Law on Credit Institutions.

21. Other duties and powers as prescribed by law, this Charter, and the Regulations on the organization and operation of the Supervisory Board.

Article 60. Rights and obligations of the Head and members of the Supervisory Board

1. The Head of the Supervisory Board has the following rights and obligations:

- a. To organize and implement the duties and powers of the Supervisory Board as stipulated in Article 52 of the Law on Credit Institutions and to be responsible for the exercise of his/her rights and obligations.
- b. To convene and preside over meetings of the Supervisory Board.
- c. To sign documents within the authority of the Supervisory Board on behalf of the Supervisory Board.
- d. To convene an extraordinary General Meeting of Shareholders as stipulated in Clause 11, Article 59 of this Charter, or to propose an extraordinary meeting of the Board of Directors.
- e. Attending Board of Directors meetings grants the right to express opinions but not the right to vote.
- f. Requesting that opinions be recorded in the minutes of the Board of Directors meeting if those opinions differ from the resolutions and decisions of the Board of Directors, and reporting this to the General Meeting of Shareholders.
- g. Preparing the work plan of the Supervisory Board and assigning specific tasks to each member of the Supervisory Board.
- h. Ensuring that members of the Supervisory Board receive complete, objective, and accurate information and have sufficient time to discuss the issues that the Supervisory Board must consider.
- i. Supervising and directing the performance of assigned tasks and the rights and obligations of members of the Supervisory Board.
- j. Only authorizing another member of the Supervisory Board to exercise the rights and obligations of the Head of the Supervisory Board during the period of absence or inability to perform duties.
- k. Other rights and obligations as prescribed by law.

2. Members of the Supervisory Board have the following rights and obligations:

- a. To comply with the law, the Bank's Charter, the internal regulations of the Supervisory Board, and to perform their duties as assigned by the Head of the Supervisory Board in order to carry out the duties and powers of the Supervisory Board honestly, carefully, and in the best interests of the Bank and its shareholders, and to fulfill their own rights and obligations.
- b. To elect a member of the Supervisory Board as the Head of the Supervisory Board.
- c. To request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board.

- d. To supervise business operations, accounting records, assets, financial statements, and to propose corrective measures.
- e. To request managers, executives, and employees of the Bank to provide data and explanations of business activities to fulfill their assigned duties.
- f. To report to the Head of the Supervisory Board on any unusual financial activities of the Bank and to be responsible for their assessments and conclusions.
- g. Attending meetings of the Supervisory Board, discussing and voting on matters within the duties and powers of the Supervisory Board, except for matters that conflict of interest with that member.
- h. Requesting managers to report and explain the financial status and business results of the subsidiary, plans, projects, investment and development programs, and other decisions in the management and operation of the Bank.
- i. Other rights and obligations as prescribed by law.

Article 61. Remuneration and Other Benefits of Supervisory Board Members

1. Members of the Supervisory Board shall be paid remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services.
3. The total amount of remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The remuneration and operating expenses of the Supervisory Board shall be included in the business expenses of the Bank in accordance with the law on corporate income tax, other relevant laws, and must be presented as a separate item in the Bank's annual financial statements.

Article 62. Replacement of Supervisory Board Members

1. Members of the Supervisory Board shall automatically lose their status or be dismissed or removed from their positions in accordance with Articles 39 and 40 of this Charter. The procedures for electing, appointing, dismissing, and removing the Head of the Supervisory Board and its members shall be carried out in accordance with the regulations of the State Bank of Vietnam.
2. Within no more than 15 (fifteen) days from the date the Head of the Supervisory Board automatically loses their status as a member of the Supervisory Board, the members of the Supervisory Board shall be responsible for organizing a meeting of the Supervisory Board to elect a member of the Supervisory Board (meeting the standards and conditions as prescribed by current regulations) as the Head of the

Supervisory Board. The Head of the Supervisory Board wishing to resign must submit a resignation letter to the Board of Directors and the Supervisory Board. Within 60 (sixty) days from the date of receiving the resignation letter, the Supervisory Board must hold a meeting to consider and decide on the dismissal, removal, and election procedures for the Head of the Supervisory Board in accordance with current regulations.

3. Members of the Supervisory Board wishing to resign must submit a resignation letter to the Board of Directors and the Supervisory Board for presentation to the General Meeting of Shareholders at the nearest meeting for decision.

4. If the number of members of the Supervisory Board is less than the minimum number of members as prescribed, within 90 (ninety) days from the date the minimum number of members is not met, the Bank must elect additional members to ensure the minimum number of members of the Supervisory Board is met, except in cases stipulated in Clause 5, Article 166 of the Law on Credit Institutions.

5. In other cases, the nearest meeting of the General Meeting of Shareholders will elect new members of the Supervisory Board to replace the dismissed or removed members or to fill any missing members.

Article 63. Meetings of the Supervisory Board

1. Regular Meetings: The first meeting of the Supervisory Board must be held within 30 (thirty) days after the date of establishment. The Head of the Supervisory Board must convene the first meeting of the Supervisory Board, and plan the agenda, time, and location of the meeting at least 7 (seven) days before the scheduled meeting date.

The Supervisory Board shall hold regular meetings at least once every quarter and may be convened for extraordinary meetings to promptly address unforeseen matters.

2. Extraordinary meetings of the Supervisory Board are regulated in the Regulations on the Organization and Operation of the Supervisory Board.

3. Meeting Location: Supervisory Board meetings shall be held at the registered address of the Bank.

4. Required Attendance: A meeting of the Supervisory Board shall be held when at least 2/3 (two-thirds) of the Supervisory Board members are present in person or through a substitute who is an authorized member of the Supervisory Board.

In the event of convening a Supervisory Board meeting for the second time or more, the procedures, formalities, and attendance ratio shall be based on the regulations on the organization and operation of the Supervisory Board.

5. Voting principles:

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

b. Decisions of the Supervisory Board are adopted if approved by a majority of the Supervisory Board members entitled to vote at the meeting. In case of a tie, the final decision rests with the side whose

opinion is supported by the Head of the Supervisory Board or the Supervisory Board member authorized by the Head of the Supervisory Board to preside over the meeting (in the absence of the Head of the Supervisory Board).

c. Details regarding voting, non-voting, conflicts of interest, declarations of rights, etc., are specified in the Regulations on the Organization and Operation of the Supervisory Board.

6. Minutes: Minutes must be recorded for Supervisory Board meetings. Minutes of Supervisory Board meetings must be written in Vietnamese and signed by all Supervisory Board members present at the meeting. All members of the Supervisory Board attending the meeting are jointly responsible for the accuracy and truthfulness of the minutes.

Details regarding the procedures, authorization to attend meetings, and other contents of Supervisory Board meetings are specified in the Regulations on the Organization and Operation of the Supervisory Board.

CHAPTER VII

ORGANIZATIONAL STRUCTURE OF THE BANK

Article 64. Organizational Structure of the Bank

1. The organizational structure of the Bank mainly includes:

- a. Head Office;
- b. Branches, transaction offices, representative offices, and business units in Vietnam, including the provinces and centrally-administered cities where the head office is located;
- c. Branches, representative offices, and other forms of commercial presence abroad.
- d. Subsidiaries;

2. The Bank is permitted to open branches, representative offices, and business units in Vietnam, including the provinces and centrally-administered cities where the head office is located, and branches, representative offices, and other forms of commercial presence abroad when needed, in accordance with the regulations of the State Bank of Vietnam. The organizational structure of these units will be determined by the Board of Directors in accordance with the provisions of the law.

Article 65. Support Staff of the General Director

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

CHAPTER VIII

RIGHT TO EXAMINE BANK RECORDS AND FILES

Article 66. Right to Examine Bank Records and Files

1. Major shareholders have the right, directly or through an authorized representative, by written request, to examine the list of shareholders of the Bank and the minutes of the General Meeting of Shareholders during working hours at the Bank's head office and to make copies or extracts of those records. 1. A request from an authorized person must be accompanied by a power of attorney from the shareholder that person represents or a notarized copy of such power of attorney.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives of the Bank have the right to access the Bank's shareholder register, shareholder list, books and other records of the Bank for purposes related to their positions, provided that such information is kept confidential.
3. The Bank must keep these Charters and any amendments to them, the Establishment and Operation License, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
4. The Bank's Charters will be published on the Bank's official website.

CHAPTER IX

LABOR AND TRADE UNIONS

Article 67. Employees and Trade Unions

The Bank shall establish regulations relating to the recruitment, employment, dismissal, wages, social insurance, benefits, rewards and disciplinary actions for its employees, as well as the Bank's relationship with the Trade Union organization.

CHAPTER X

PROFIT DISTRIBUTION

Article 68. Dividends

1. Dividends paid to common shares shall be determined based on the net profit realized and the dividend payment shall be deducted from the Bank's retained earnings. The Bank may only pay dividends on common shares when the following conditions are met:
 - a. The Bank has fulfilled its tax obligations and other financial obligations as prescribed by law;
 - b. It has established funds and fully compensated for previous losses as prescribed by law and the Bank's Charter; 1. Immediately after paying the agreed-upon dividends, the Bank shall ensure that all debts and other financial obligations due are fully paid.

2. Based on the dividend payment plan and amount approved by the General Meeting of Shareholders, the Board of Directors may decide to pay an interim dividend if it deems this payment appropriate to the Bank's profitability.

3. Dividends may be paid in cash, in shares of the Bank, or in other assets as prescribed by law. If paid in cash, it must be in Vietnamese Dong and according to the payment methods prescribed by law. Dividends may be paid by bank transfer when the Bank has been provided with complete and detailed information about the Shareholders' bank accounts so that the Bank can directly transfer the funds to the Shareholders' bank accounts. If the Bank has transferred funds according to the bank account details provided by the Shareholder, the Bank shall not be liable for any losses arising from that transfer.

4. Dividends must be paid in full within 06 (six) months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall compile a list of shareholders entitled to receive dividends, determine the dividend amount to be paid for each share, the payment deadline and method of payment no later than 30 (thirty) days before each dividend payment. The dividend payment notice shall be sent by registered mail to shareholders at the address registered in the shareholder register no later than 15 (fifteen) days before the dividend payment. The notice must contain the following information:

- a. Name and registered office address of the Bank;
- b. Full name, contact address, nationality, and legal document number of individual shareholders;
- c. Name, business registration number or legal document number of organizational shareholders, and registered office address;
- d. Number of shares of each type held by the shareholder; dividend rate for each share and total dividends received by that shareholder;
- e. Time and method of dividend payment;
- f. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Bank.

5. In the case of dividend payment in shares, the Bank is not required to conduct a share offering procedure as stipulated in Article 21 of this Charter. The Bank must register an increase in charter capital corresponding to the total par value of the shares used to pay dividends within 10 (ten) days from the date of completion of dividend payment.

6. The Bank does not pay interest on any dividends or any other payments that may be made in connection with a share.

7. The Board of Directors shall pass a resolution specifying a particular record date for shareholders. Based on that date, registered shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

8. If a shareholder transfers their shares between the record date for dividend entitlement and the dividend payment date, the transferor is the recipient of the dividend from the Bank.

CHAPTER XI

INTERNAL CONTROL AND INTERNAL AUDIT SYSTEM

Article 69. Internal Control System

1. The internal control system is a set of internal mechanisms, policies, procedures, regulations, and organizational structures of the Bank built in accordance with the provisions of the Law on Credit Institutions, the guidance of the State Bank of Vietnam, and other relevant legal regulations, and organized for implementation to ensure the prevention, detection, and timely handling of risks and the achievement of set requirements. The internal control system performs senior management supervision, internal control, risk management, internal assessment of capital adequacy, and internal audit.

2. The Bank must build an internal control system to ensure the following requirements:

a. Efficiency and safety in operations; 1. Protecting, managing, and using assets and resources safely and effectively;

2. Financial and management information systems must be truthful, reasonable, complete, and timely;

3. Complying with laws and internal regulations, procedures, and rules.

3. The Bank's internal control system must be periodically evaluated by internal auditors and independent auditing organizations.

4. The Bank shall develop an internal control system and implement technology applications in internal control activities in accordance with the regulations of the Governor of the State Bank of Vietnam.

Article 70. Internal Audit

1. Organization of Internal Audit: The Bank shall establish an Internal Audit Department under the Supervisory Board to conduct internal audits of the Bank.

2. Objectives and basic functions of Internal Audit:

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

b. To independently and objectively review and evaluate the adequacy, appropriateness, effectiveness, and efficiency of the internal control system in order to improve and perfect the Bank's internal control system.

c. To detect and prevent violations of the law; to improve the efficiency of management, operation, and activities of the Bank.

d. To ensure the security and confidentiality of information and the continuous operation of the operational information system.

e. To make recommendations to improve the effectiveness of systems, regulations, and procedures, contributing to ensuring the Bank operates safely, efficiently, and in accordance with the law.

f. Review and self-assess the effectiveness of internal audit.

3. The results of the internal audit must be reported to the Supervisory Board and submitted to the Board of Directors and the General Director of the Bank.

Detailed information on the organization, operational objectives, and functions of internal audit is specifically stipulated in the Regulations on Internal Audit of Vietnam Thuong Tin Commercial Joint Stock Bank issued in each period.

Article 71. Internal Auditors

1. Internal auditors must meet the standards and conditions according to the Regulations on Internal Audit of Vietnam Thuong Tin Commercial Joint Stock Bank issued in each period.

2. Code of Professional Ethics:

Internal auditors must ensure compliance with the code of professional ethics during the performance of internal audit and consulting work. The basic codes of professional ethics include:

- a. Integrity: Performing assigned tasks in a straightforward and honest manner;
- b. Objectivity: Performing assigned tasks objectively, evaluating fairly without personal gain or the benefit of others;
- c. Confidentiality: Complying with information security regulations as prescribed by law and the internal regulations of the commercial bank;
- d. Responsibility: Performing assigned tasks ensuring timeliness and quality;
- e. Prudence: Performing assigned tasks cautiously based on an assessment of the following factors:
 - (i) The complexity and importance of the content being audited;
 - (ii) The likelihood of serious errors occurring during the internal audit process.

The detailed content of the professional code of ethics is stipulated in the Regulations on Internal Audit of Vietnam Thuong Tin Commercial Joint Stock Bank, issued periodically. 3. For the Head of Internal Audit, in addition to ensuring compliance with the professional ethical rules stipulated above and the Regulations on Internal Audit of Vietnam Thuong Tin Commercial Joint Stock Bank issued in each period, measures must also be taken to monitor, evaluate, and manage to ensure that internal auditors comply with the professional ethical rules.

4. For Technology Auditors, in addition to the standards stated in the Regulations on Internal Audit of Vietnam Thuong Tin Commercial Joint Stock Bank issued in each period, they must also have at least 2 (two) years of experience working in the information technology industry.

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

1. Responsibilities of the Internal Audit Committee:

- a. Maintain confidentiality of documents and information in accordance with the law and the Bank's internal regulations.

- b. Be accountable to the Supervisory Board for the performance of assigned tasks;
 - c. Internal auditors are accountable to the law and to the Head of Internal Audit for assigned audit tasks.
2. Powers of the Internal Audit Committee:
- a. Be fully equipped with necessary resources (human resources, finances, assets and other means);
 - b. Be provided with necessary information, documents, and records for internal audit work, including documents and meeting minutes of the Board of Directors and the General Director;
 - c. Attend internal meetings as prescribed by law, or as stipulated in this Charter and the Bank's internal regulations;
 - d. To interview individuals regarding matters related to internal audit; to recommend to competent authorities, in accordance with the Bank's internal regulations, to handle uncooperative behavior by individuals or departments during the internal audit process.
 - e. Other powers as stipulated in the internal regulations of the Supervisory Board.
3. Duties of the Internal Audit Board:
- a. To conduct internal audits of the Head Office, branches, and other subsidiaries of the Bank;
 - b. To develop, review, and submit to the Supervisory Board for promulgation, amendment, and supplementation: (i) Professional ethical standards for members of the Supervisory Board and internal auditors as prescribed by the State Bank of Vietnam; (ii) Internal regulations of the Supervisory Board; (iii) Internal audit plan;
 - c. To monitor and evaluate the implementation of the Supervisory Board's recommendations to the Board of Directors, the General Director, and individuals and departments under the Bank;
 - d. 3. Handling and rectifying issues as requested, and making recommendations from the State Bank of Vietnam, independent audit organizations, and other functional agencies regarding internal audit;
 - e. Preparing reports on internal audit as prescribed by the State Bank of Vietnam.
 - f. Reviewing and self-assessing the effectiveness of internal audit;
 - g. Maintaining confidentiality of documents and information in accordance with the law and the Bank's internal regulations;
 - h. Being accountable to the Supervisory Board for the performance of assigned tasks.
4. Other responsibilities, powers, and duties of the Internal Audit Board are specifically stipulated in the Regulations on Internal Audit of Vietnam Thuong Tin Commercial Joint Stock Bank issued in each period.

CHAPTER XII

RESOURCES, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 73. Financial Year

The Bank's financial year begins on January 1st and ends on December 31st of the calendar year. The first financial year begins on the date of issuance of the Business Registration Certificate and ends on December 31st of the same year.

Article 74. Capital and Capital Utilization

1. The Bank's capital includes equity capital, mobilized capital, and other capital as prescribed by law.
2. The Bank may use capital for business purposes as prescribed by the Law on Credit Institutions and other relevant laws.
3. The Bank may purchase and invest in fixed assets directly serving its operations, ensuring that the remaining value of fixed assets does not exceed 50% (fifty percent) of the charter capital and the reserve fund for supplementing charter capital recorded in the Bank's accounting books.

Article 75. Establishment and Maintenance of Funds

1. Annually, the Bank must allocate from its after-tax profit to establish and maintain the following funds:
 - a. The reserve fund for supplementing charter capital or the reserve fund for supplementing allocated capital must be established annually at a rate of 10% (ten percent) of after-tax profit. The maximum amount of this fund shall not exceed the charter capital or allocated capital of the Bank;
 - b. Financial reserve fund;
 - c. Other reserve funds as prescribed by law.
2. The Bank may establish the following funds:
 - a. Fund for investment in business development;
 - b. Fund for unemployment benefits;
 - c. Reward Fund;
 - d. Welfare Fund.

Article 76. Financial Autonomy of the Bank

The Bank is financially autonomous, responsible for its own business operations, and fulfills its obligations and commitments as prescribed by law.

Article 77. Accounting System

1. The accounting standards used by the Bank are the Vietnam Accounting Standards or other accounting standards approved by the Ministry of Finance.
2. The Bank maintains accounting books in Vietnamese. The Bank keeps accounting records according to the type of business activities in which it participates. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Bank's transactions.
3. The Bank uses the Vietnamese Dong (or freely convertible foreign currency in cases approved by the competent state authority) as the currency used in accounting.

4. Banks shall maintain accounting records according to the accounting chart of accounts prescribed by the State Bank of Vietnam.

CHAPTER XIII

ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES, AND PUBLIC NOTIFICATIONS

Article 78. Reporting

1. The Bank must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, and periodic operational reports as prescribed by the State Bank of Vietnam. The reports must be audited in accordance with Article 80 of these Charters.
2. Annual financial statements must include an income statement that truthfully and objectively reflects the Bank's profit and loss situation for the fiscal year; a balance sheet that truthfully and objectively reflects the Bank's operating situation up to the time of preparing the report; a cash flow statement; and notes to the financial statements.
3. The Bank must prepare and publish semi-annual and quarterly financial reports in accordance with the regulations of the State Securities Commission and submit them to the relevant tax authorities and the State Bank of Vietnam/business registration authority in accordance with the provisions of the Enterprise Law.
4. The Bank's audited annual financial reports (including the auditor's opinion), semi-annual and quarterly reports must be published on the Bank's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial reports, semi-annual and quarterly reports during the Bank's working hours, at the Bank's head office, and must pay a reasonable fee for copying.
6. In addition to periodic reports, the Bank must immediately report to the State Bank of Vietnam in the following cases:
 - a. Unusual developments in business operations that may seriously affect the Bank's business situation;
 - b. Changes in the organization, governance, and financial situation of major shareholders, and other changes that seriously affect the Bank's business operations; buying, selling, and transferring shares or capital contributions of major shareholders;
 - c. Changes to the name of the Bank's branches; temporary suspension of transactions for less than 05 (five) working days; listing shares on the domestic stock market.
7. Within 90 (ninety) days from the end of the fiscal year, the Bank shall submit annual reports to the State Bank of Vietnam as prescribed by law.
8. Within 120 (one hundred and twenty) days from the end of the fiscal year, the Bank must publicly disclose its financial reports as prescribed by law, except in cases where it is under special supervision.

Article 79. Annual Report, Bank Governance Report

The Bank must prepare and publish an Annual Report and a Bank Governance Report in accordance with the provisions of the law on securities and the securities market.

CHAPTER XIV

BANK AUDIT

Article 80. Auditing

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and decide to select one of these firms to conduct the audit of the Bank's financial statements and internal control system for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. Within 30 (thirty) days from the date of the decision to select an independent auditing firm, the Bank shall notify the State Bank of Vietnam of the selected independent auditing firm.
3. During the audit process, the Bank is responsible for providing accurate, complete, and timely information as requested by the Auditor. 3. The Bank must prepare and submit to the independent auditing firm the semi-annual financial statements (after the end of the six-month reporting period) and the annual financial statements (after the end of each fiscal year).
4. The Bank's independent auditing firm shall examine, verify, and report on the semi-annual and annual financial statements reflecting the Bank's income and expenses, and shall prepare an audit report and submit it to the Board of Directors within two months from the end of the fiscal year.
5. A copy of the audit report shall be attached to the Bank's semi-annual and annual financial statements.
6. Auditors from independent auditing firms are permitted to attend General Meetings of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express their opinions at the General Meeting of Shareholders on matters related to the auditors.
7. In cases where the audit report of the Bank's annual financial statements contains significant exceptions, the Bank may invite representatives of the independent auditing firm to attend the annual General Meeting of Shareholders to explain the relevant contents.
8. The specific auditing of the Bank's operations is carried out in accordance with the Law on Credit Institutions, the law on independent auditing, and guiding documents of the State Bank of Vietnam.

CHAPTER XV

EARLY INTERVENTION, SPECIAL CONTROL, TERMINATION OF OPERATIONS AND LIQUIDATION

Article 81. Application of Early Intervention

1. The Bank shall develop a contingency plan in case of early intervention and update and adjust this plan periodically every 02 (two) years. The contingency plan must be approved by the Bank's General Meeting

of Shareholders and submitted to the State Bank of Vietnam within 10 (ten) days from the date of approval.

2. The State Bank of Vietnam shall consider and decide to implement early intervention when the Bank falls under one or more of the following cases:

- a. The Bank's accumulated losses exceed 15% (fifteen percent) of the value of its charter capital, contributed capital, and reserve funds as recorded in the most recent audited financial statements or as concluded by inspections and audits of competent state agencies, and violate the minimum capital adequacy ratio stipulated in point b, clause 1, Article 138 of the Law on Credit Institutions;
- b. Ranking below average as prescribed by the Governor of the State Bank of Vietnam;
- c. Violating the solvency ratio stipulated in point a, clause 1, Article 138 of the Law on Credit Institutions for 30 (thirty) consecutive days;
- d. Violating the minimum capital adequacy ratio stipulated in point b, clause 1, Article 138 of the Law on Credit Institutions for 06 (six) consecutive months;
- e. Experiencing mass withdrawals and submitting a report to the State Bank of Vietnam.

3. The Bank is responsible for immediately implementing the requirements and restrictive measures in the document issued by the State Bank of Vietnam. If the Bank fails to implement these requirements and restrictive measures, the State Bank of Vietnam will apply one or more additional restrictive measures as prescribed in clause 2, Article 157 of the Law on Credit Institutions.

4. If necessary, the State Bank of Vietnam may require the Bank to hire an independent auditing firm to audit its financial statements and assess its financial situation as a basis for developing a remediation plan.

Article 82. Reporting and Special Control

1. The State Bank of Vietnam may consider and decide to place a Bank under special control when it falls into one of the following cases:

- a. The Bank that received early intervention does not submit a remediation plan to the State Bank of Vietnam or does not adjust the remediation plan as requested in writing by the State Bank of Vietnam;
- b. Within the time limit for implementing the remediation plan, the Bank that received early intervention is unable to implement the remediation plan;
- c. After the time limit for implementing the remediation plan, the Bank fails to remedy the situation that led to the early intervention;
- d. Experiencing mass withdrawals and posing a risk to the safety of the credit institution system;
- e. The Bank's capital adequacy ratio is less than 04% (four percent) for six consecutive months;
- f. The Bank is dissolved and is unable to fully repay its debts during the liquidation of its assets.

2. From the date the Bank is placed under special control, its shareholders must report on the use of their shares; they are not allowed to transfer shares; they are not allowed to use shares as collateral, except at the request of a competent state agency.

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

Article 83. Dissolution and Termination of Bank Operations

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

- a. Failure to request an extension or requesting an extension but not receiving written approval from the State Bank of Vietnam upon expiration of the operating period.
- b. Revocation of the license.
- c. Voluntary dissolution if able to pay off all debts and with written approval from the State Bank of Vietnam.
- d. Early intervention or special control by a credit institution assumes the entire debt obligation.

2. Upon dissolution or cessation of operations as stipulated in Clause 1 of this Article, the Bank must liquidate its assets under the supervision of the State Bank of Vietnam and according to the asset liquidation procedures prescribed by the Governor of the State Bank of Vietnam.

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

Article 84. Bank Liquidation

1. At least 06 (six) months before the end of the Bank's operating term or after a decision to dissolve the Bank is made, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members, including two (02) members appointed by the General Meeting of Shareholders and one (1) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. 1. Members of the Liquidation Committee may be selected from among Bank employees or independent experts. All costs related to the liquidation are prioritized for payment by the Bank before other debts of the Bank.

2. The Liquidation Committee is responsible for reporting its establishment date and commencement date to the State Bank of Vietnam/Enterprise Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Bank in all matters related to the Bank's liquidation before the Courts and administrative agencies.

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

- a. Liquidation costs;

- b. Salaries, severance pay, social insurance and other benefits of employees under collective bargaining agreements and signed employment contracts;
 - c. Taxes and other payments to the State;
 - d. Loans (if any);
 - e. Other debts of the Bank;
 - f. The remaining balance after all debts from points a to e of this clause have been paid shall be distributed to the shareholders. Preferred shares shall be given priority in payment.
4. During the supervision of the liquidation of the Bank's assets as stipulated in Clause 2 of this Article, if it is discovered that the Bank is unable to fully pay its debts, the State Bank of Vietnam shall issue a decision to terminate the liquidation of assets and require the Bank to submit an application for bankruptcy proceedings for credit institutions as stipulated in Article 204 of the Law on Credit Institutions.

CHAPTER XVI

INTERNAL DISPUTE RESOLUTION

Article 85. Internal Dispute Resolution

1. Whenever a dispute or complaint arises concerning the Bank's work, the rights and obligations of shareholders as stipulated in the Bank's Charter, as prescribed by the Law on Credit Institutions, the Enterprise Law, other legal regulations, or administrative regulations between:

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

The parties involved will attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board will preside over the dispute resolution and will request each party to present information related to the dispute within 21 (twenty-one) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board, either party may request a competent authority to resolve the dispute.

2. If a mediation decision is not reached within 06 (six) weeks from the start of the mediation process, or if the decision of the mediation center is not accepted by the parties, one party may bring the dispute to Economic Arbitration or the Court for resolution.

3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

CHAPTER XVII

AMENDMENTS AND ADDITIONS TO THE CHARTER

Article 86. Amendments and Additions to the Charter

1. Amendments and additions to this Charter must be approved by the General Meeting of Shareholders and submitted to the State Bank of Vietnam as prescribed.
2. In case there are provisions of law related to the Bank's operations not mentioned in this Charter or in case there are new provisions of law different from the provisions in this Charter, those provisions of law shall automatically apply and govern the Bank's operations.

CHAPTER XVIII

IMPLEMENTATION PROVISIONS

Article 87. Implementation Provisions

1. This Charter consists of 18 (eighteen) Chapters and 87 (eighty-seven) Articles.
2. This Charter takes effect from 29/1/2026.
3. Managers, executives, and other officials of the Bank elected or appointed before the effective date of this Charter who do not meet the standards and conditions stipulated in Articles 41, 42, and 43 of the Law on Credit Institutions shall continue to hold their positions until the end of their term or the end of their election or appointment period.
4. The Board of Directors of the Bank elected before the effective date of this Charter who do not meet the provisions of Clauses 1 and 3 of Article 69 of the Law on Credit Institutions shall continue to operate until the end of the Board of Directors' term.
5. Until the effective date of this Charter, the Bank's Supervisory Board whose number of members does not comply with the provisions of Clause 2, Article 51 of the Law on Credit Institutions shall continue to maintain the current number of members until the end of the term of the Supervisory Board, except in cases where the Bank elects, appoints additional, or replaces members of the Supervisory Board.
6. From the effective date of these Charters, shareholders, shareholders and related parties owning shares exceeding the shareholding ratio stipulated in Article 63 of the Law on Credit Institutions may continue to maintain their shares but may not increase their shareholding until they comply with the shareholding ratio regulations as stipulated in the Law on Credit Institutions, except in the case of receiving dividends in the form of shares.
7. These Charters are made in 05 (five) copies, kept at the Head Office of the Bank, and all copies are equally valid.
8. Copies or extracts of the Bank's Charters are valid when signed by the Chairman of the Board of Directors or at least 1/2 (one-half) of the total number of members of the Board of Directors.



VIETNAM THƯƠNG TIN COMMERCIAL JOINT STOCK BANK

LEGAL REPRESENTATIVE

CHAIRMAN OF THE BOARD OF DIRECTORS



DUONG NHAT NGUYEN