CHARTER

OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK

PREAMBLE

HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK (hereinafter referred to as "**Bank**") is a joint stock commercial bank which undertakes banking activities, currency exchange, and other related business activities in compliance with legal regulations, for profitability and contribution to national economic development. Organization and operation of the Bank are conducted in accordance with this Charter (hereinafter referred to as "Charter"), applicable regulations established by the State Bank of Vietnam (hereinafter referred to as "SBV"), and other related regulations of the law.

This Charter was adopted by the General Meeting of Shareholders of the Bank under the Resolutions of the General Meeting of Shareholders on the amendment and supplementation of HDBank's Charter, and the update of the new charter capital in accordance with Resolution No. 27/2025/NQ-DHDCD dated November 18, 2025 of the General Meeting of Shareholders on the plan to increase charter capital of HDBank, in compliance with the regulations of the State Bank of Vietnam and other applicable laws.

This Charter contains 23 Chapters and 89 Articles.

Chapter 1

DEFINITIONS OF TERMS

Article 1. Definitions of terms

1. In this Charter the terms in brackets shall have the meanings set out below:
   a. "***Mandatory transferee***" refers to one or some of the following organizations that fully meet the conditions prescribed by the Law on Credit Institutions:[1]
      i. Domestic credit institutions, foreign credit institutions;
      ii. Domestic enterprises, foreign enterprises;
      iii. Other organizations.
   b. "***Early intervention***" means that the State Bank of Vietnam (SBV) imposes requirements and restrictive measures on the Bank and requires the Bank to implement a remedial plan under the supervision of the SBV to overcome the situation as specified in Clause 1, Article 14 of this Charter and in applicable laws[2].
   c. "***Major shareholders***" " are shareholders who own 05% or more of the Bank's voting share capital, including indirect ownership[3].

[1] Article 184 Law on Credit Institutions.
[2] Clause 3 Article 4 Law on Credit Institutions.
[3] Clause 8 Article 4 Law on Credit Institutions.

d. "***Founding Shareholder***" means shareholders who own at least one ordinary share and sign the list of founding shareholders of the Bank[4].

e. "***Share***" means either a certificate issued by the Bank or a book entry or electronic data certifying the ownership of one or more shares of the Bank.[5]

f. "***Subsidiary of the Bank***" or "***Subsidiary***" (depending on the context) means a company which falls into one of the following cases[6]:

   i. The Bank, or the Bank and a related party of the Bank, owns 50% (fifty percent) or more of the charter capital or more than 50% (fifty percent) of the voting share capital of the subsidiary;

   ii. The Bank has the right to directly or indirectly appoint a majority of or all members of the Board of Directors or Members' Council or the Chief Executive Officer (Director) of the subsidiary;

   iii. The Bank has the right to amend or supplement the charter of the subsidiary; and

   iv. The Bank and its related parties have direct or indirect control over the ratification of Resolutions and Decisions of the General Meeting of Shareholders, of the Board of Directors, or of the Members' Council of the subsidiary.

g. "***Affiliate of the Bank***" or "***Affiliate***" (depending on the context) means a company in which the Bank or the Bank and its related parties owns more than 11% (eleven percent) of the charter capital or more than 11% (eleven percent) voting share capital and which, however, is not a subsidiary of the Bank[7].

h. "***Parent company***" means a company which is considered the parent company of another company (a "***Subsidiary***") if it falls into one of the following:[8]

   i. Owning or together with related parties owning over 50% (fifty percent) of the charter capital or over 50% (fifty percent) of the total voting shares issued by the subsidiary company;

   ii. Having the right to directly or indirectly appoint a majority of or all of the members of the Board of Directors, Members' Council, Director, or the Chief Executive Officer of such company;

   iii. Having the right to make decisions on amendments and supplements to the charter of such company; and

   iv. Having the right of direct or indirect control over the adoption of resolutions and decisions of the General Meeting of Shareholders, Board of Directors, and Members' Council of such company.

i. "***Charter***" means this Charter, including any amendments and supplements thereto (if any).

j. "***Contact address***" means the registered head offfice address of an organization; address of permanent residence or working place or other address of an individual who registered with the enterprise as its contact address.

[4] Clause 4 Article 4 Law on Enterprise.
[5] Clause 1 Article 121 Law on Enterprise.
[6] Clause 9 Article 4 Law on Credit Institutions.
[7] Clause 11 Article 4 Law on Credit Institutions.
[8] Clause 1 Article 195 Law on Enterprise, Clause 9 Article 4 Law on Credit Institutions.

k. "***Legal paper of an individual***" means any of the following papers: citizen identity card, passport, or another lawful paper of personal identification.[9]

l. "***Legal paper of an organization***" means any of the following papers: establishment decision, enterprise registration certificate or another document of equivalent validity.[10]

m. "***Special Control***" means the decision by the State Bank of Vietnam to place the Bank under the direct supervision of the SBV.[11]

n. "***Law on Credit Institutions***" is the Law on Credit Institutions No. 32/2024/QH15 dated 18 January 2024, and its amendments, supplements and replacements in each period.

o. "***Law on Securities***" is the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019 and its amendments, supplements and replacements in each period.

p. "***Law on Enterprise***" means Law on Enterprise No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and its amendments, supplements and replacements in each period.

q. "***Law on State Bank of Vietnam***" means Law on State Bank of Vietnam No. 46/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on 16 June 2010, and its amendments, supplements and replacements in each period.

r. "***Date of Establishment***" means the date on which the Establishment License was granted to the Bank for the first time, specifically 6 June, 1992.

s. "***Related party***" means any individual or organization directly or indirectly related to another organization or individual in one of the following cases:[12]

   i. A parent company with regard to its subsidiary and vice versa; a parent company with regard to a subsidiary company of its subsidiary and vice versa; a credit institution with regard to its subsidiary and vice versa; a credit institution with regard to a subsidiary of its subsidiary and vice versa; subsidiaries of the same parent company or of the same credit institution; subsidiaries of a subsidiary company under the same parent company or under the same credit institution; management officers, supervisors, or members of the Board of Supervisors of parent company or of a credit institution, or individuals or organizations having the power to appoint such management positions with regard to a subsidiary and vice versa;

   ii. A company or a credit institution with regard to a management officer, supervisors, or member of the Board of Supervisors of such company or credit institution, or with regard to a company or organization having the power to appoint such management positions and vice versa;

   iii. A company or credit institution with regard to an organization or individual owning 05% (five percent) or more of the charter capital or voting shares of such company or credit institution and vice versa;

[9] Clause 16 Article 4 Law on Enterprises.
[10] Clause 17 Article 4 Law on Enterprises.
[11] Clause 19 Article 4 Law on Credit Institutions.
[12] Clause 24 Article 4 Law on Credit Institutions.

iv. An individual with regard to his/her spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of spouses, daughters-in-law, sons-in-law; siblings; half-siblings; brother-in-law and sister-in-law of the same parents, half brother-in-law and half sister-in-law (hereinafter referred to as wife, husband, father, mother, children, brother, sister); grandparents; grandchildren; biological uncle, biological aunt, and biological nephew & niece;

v. A company or credit institution that has a relationship with an individual as prescribed in point (iv) of this Clause who is related to a management officer, supervisor, member of the Board of Supervisors, capital contributor or shareholder owning 05% (five percent) or more of the charter capital or voting shares of such company or credit institution and vice versa;

vi. An individual authorized to act as representative of the paid-in capital for an organization or individual prescribed in Points (i), (ii), (iii), (iv), and (v) of this Clause with regard to the organization or individual who is the principal; individuals authorized to act as the representative of the paid-in capital of the same organization; and

vii. Any legal entity or individual with relationships posing potential risks for the operation of a credit institution, a foreign bank branch as determined in accordance with the internal rules of such credit institution and foreign bank branch or pursuant to a written request from the SBV via inspection and supervision.

t. "***Persons with family relationship***" include spouse, natural parents, adoptive parents, parents-in-law, biological children, adopted child, son-in-law, daughter-in-law, natural siblings, brother-in-law, and sister-in-law.[13]

u. "***The Bank Executives***" or "***Executives***" (depending on the context) include the Chief Executive Officer, Deputy Chief Executive Officers, the Chief Accountant, Branch Directors, and equivalent titles as prescribed in the Charter (if any).[14]

v. ***"Internal person"*** refers to the Chairperson of the Board of Directors, other members of the Board of Directors, legal representatives, Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Chief and other members of the Board of Supervisors; the Bank's secretary, person in charge of bank governance, person authorized to disclose information.

w. "***The Bank Management***" or "***Management***" (depending on the context) include the Chairperson and members of the Board of Directors, the Chief Executive Officer and other managerial titles as prescribed in this Charter (if any).[15]

x. "***Plan on Compulsory Transfer***" means a plan whereby shareholders of the Bank under a Special Control have to transfer all of their shares to a transferee.[16]

[13] Clause 22 Article 4 Law on Enterprise.
[14] Clause 25 Article 4 Law on Credit Institutions.
[15] Clause 26 Article 4 Law on Credit Institutions.
[16] Clause 28 Article 4 Law on Credit Institutions.

y. "***Plan on Restructuring the Bank which is under a Special Control***" or "***Restructuring Plan***" means one of the following plans:[17]

i. Remedial plan;

ii. Plan on merger, consolidation, or transfer of the entire shares;

iii. Plan on compulsory transfer;

iv. Plan on dissolution; and

v. Plan on bankruptcy.

z. "***Policy on Internal governance of the Bank***" refers to the existing internal regulations on Bank governance approved by the General Meeting of Shareholders of the Bank in accordance with relevant laws.[18]

aa. "***Policy on organization and operation of the Board of Directors***" refers to the existing regulation on operation of the Board of Supervisors of the Bank approved by the General Meeting of Shareholders of the Bank in accordance with relevant laws.[19]

bb. ***"Policy on the operation of the Board of Supervisors"*** refers to the existing regulation on operation of the Board of Supervisors of the Bank approved by the General Meeting of Shareholders of the Bank in accordance with relevant laws.[20]

cc. ***"Bank run"*** is when many depositors withdraw their money at the same time, putting the Bank at risk of insolvency or making the Bank insolvent according to the regulations of the Governor of SBV.[21]

dd. ***"Indirect Ownership***" refers to the situation where an organization or individual owns the charter capital of the Bank through a trust investment or through a business entity in which the organization or individual holds over 50% of the charter capital.

ee. "***Independent Member of the Board of Directors***" means any Board Member who fully meets the standards and conditions stipulated in Clause 4 Article 35 of this Charter, is listed in the proposed personnel list approved by the State Bank of Vietnam, and is validly appointed by the Bank according to the provisions of this Charter and current laws.

ff. "***Bank Reorganization***" means the splitting, consolidation, merger or change in legal form after being approved in writing by SBV.[22]

gg. "***Charter capital***" is the total par value of shares of the Bank that have been sold to shareholders [23].

2. In this Charter, any reference to one or some provisions or other documents shall include their amendments, supplements, or replacements

3. The headings (chapters or articles of this Charter) are used for convenience only and do not affect the content of this Charter.

---

[17] Clause 29 Article 4 Law on Credit Institutions.
[18] Clause 2 Article 270 Decree No. 155/2020/ND-CP and íts amendments, supplements.
[19] Clause 4 Article 278 Decree No. 155/2020/ND-CP.
[20] Clause 6 Article 288 Decree No. 155/2020/ND-CP.
[21] Clause 31 Article 4 Law on Credit Institutions.
[22] Clause 1 Article 201 Law on Credit Institutions.
[23] Clause 42 Article 4 Law on Credit Institutions.

4. Terms or expressions defined in the Enterprise Law, the Law on Securities and the Law on Credit Institutions and their instructional documents, if not contrary to the subject or context of the Charter, shall have the same meaning as prescribed herein.

Chapter 2

NAME, ADDRESS AND TERM OF OPERATION OF THE BANK

Article 2. Name, address, form, legal representative, branch, representative office, term of operation and seal of the Bank

1. Name of the Bank:
   - Full name in Vietnamese : NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN PHÁT TRIỂN THÀNH PHỐ HỒ CHÍ MINH
   - Abbreviated name in Vietnamese : Ngân hàng Phát triển Thành phố Hồ Chí Minh
   - Full name in English : Ho Chi Minh City Development Joint Stock Commercial Bank
   - Abbreviation : HDBank
2. Registered head office of the Bank:
   - Address: 25 Bis Nguyen Thi Minh Khai, Saigon Ward, Ho Chi Minh City
   - Telephone : 028 6291 5916
   - Fax : 028 6291 5900
   - E-mail : ho@hdbank.com.vn
   - Website : www.hdbank.com.vn
3. The Bank is a joint stock commercial bank having juridical personality in accordance with current laws of Vietnam.
4. Legal representative of the Bank is Chief Executive Officer.

   The Chief Executive Officer may delegate other persons in writing under the internal mechanism for delegation of powers prescribed by the Bank's Board of Directors in the Operational Policy of the CEO to undertake his/her duties and powers. Written power delegation documents shall specify scope and duration of the delegation. Delegated persons may only perform transactions within the delegated scope.
5. The Bank may establish branches, representative offices, business units, and other forms of commercial presence after obtaining written approval from the SBV in accordance with the regulations of the Governor of the SBV and legal provisions.

   The approval document for the establishment of domestic branches and representative offices serves as the Certificate of Registration for the operation of branches and representative offices.[24]
6. Term of operation of the Bank is 99 (ninety) years from the date of establishment.
7. The Bank has its own seals which are stored, preserved and used in accordance with laws and the Regulation on management and use of seals issued by the Board of Directors.[25]

[24] Article 38 Law on Credit Institutions.
[25] Article 43 Law on Enterprise.

Chapter 3

OBJECTIVES OF THE BANK, SCOPE AND OPERATION

Article 3. Objectives of the Bank

The Bank aims to develop and provide a diversified range of useful banking products for both local and international customers; achieve the target of becoming a multi-functional retail bank with high value in the market; comply with general requirements of the Government and SBV regarding developing, operating and assuring the healthiness and sustainability of the national economic, financial and monetary systems. The Bank shall implement all needed strategies to achieve strong and sustainable growth, high profitability on the basis of balancing interests among the Bank, shareholders and society.

Article 4. Scope of operation

The Bank is permitted to conduct all banking activities and other business activities as prescribed in the License granted by SBV to the Bank, in compliance with the provisions of the Law on Credit Institutions and guidelines from the SBV.[26]

Article 5. Operations of the Bank

Depending on the contents of the License for Establishment and Operation of the Bank and applicable laws, the Bank is entitled to carry out following activities:[27]

1. Receiving demand deposits, term deposits, saving deposits and other types of deposits.
2. Issuing certificates of deposit.
3. Providing credit facilities in the following forms:
    a. Loan;
    b. Discount, re-discount;
    c. Bank guarantee;
    d. Issuance of credit cards;
    e. Domestic factoring and international factoring upon permission of the SBV;
    f. Letter of credit;
    g. Other forms of credit extension are subject to the regulations of the Governor of SBV.
4. Opening payment accounts for customers.
5. Providing payment instruments.
6. Providing the following account payment services:
    a. Providing domestic payment services including checks, payment orders, collection orders, wire transfer, bank cards, cash collection and payment services;
    b. Providing international payment services after being approved in writing by SBV; provide other payment services as regulated by the Governor of the State Bank.
7. Borrowing, depositing money, buying and selling valuable papers:

[26] Article 8 and Article 99 Law on Credit Institutions.
[27] Article 107 to Article 114, Article 137, Article 139 and Article 144 Law on Credit Institutions.

a. The Bank is permitted to borrow funds from the SBV in the form of refinancing in accordance with regulations of SBV.

b. The Bank is permitted to buy and sell valuable papers with the State Bank in accordance with the Law of the State Bank of Vietnam.

c. The Bank is permitted to lend, borrow, deposit money, receive deposits, buy and sell term valuable papers with credit institutions and foreign bank branches according to the regulations of the Governor of SBV.

d. The Bank is permitted to borrow from foreign countries in accordance with the law.

8. Opening account:

a. The Bank shall open a payment account at the SBV and maintain the mandatory reserve balance on this account.

b. The Bank is permitted to open a payment account at the credit institution permitted to provide account payment services.

c. The Bank is permitted to open overseas payment accounts according to the regulations on foreign exchange.

9. Organizing and participating in payment systems:

a. The Bank is permitted to organize internal payments and participate in the national inter-bank payment system.

b. The Bank is permitted to participate in the international payment system when meeting conditions prescribed by the Government and upon written approval of the SBV.

10. Contributing capital, buying stocks:

The Bank shall contribute capital and purchase shares according to the provisions of Article 6 of this Charter.

11. Trading and providing foreign exchange services and derivatives:

a. The Bank is permitted to conduct business and provide the following services and products to domestic and foreign customers after being approved in writing by the SBV:

i. Foreign exchange;

ii. Derivatives on interest rates, foreign exchange, currency and other financial assets.

b. The trading of foreign exchange and provision of foreign exchange services by the Bank to customers shall comply with the legal regulations on foreign exchange.

12. Entrusting and agency operations, paying agent:[28]

a. The Bank shall have the right to entrust, take trust, act as agent in banking activities, and paying agent in accordance with the regulations of the Governor of SBV.

b. The Bank is permitted to carry out insurance agency activities in accordance with the Law on insurance business and within the scope of insurance agency activities as prescribed by the Governor of SBV.

[28] Article 106 Law on Credit Institutions.

13. Real estate business activities:[29]

    The Bank is not permitted to do business in real estate, except for the following cases:

    a. Purchasing, investing in and owning real estate for the purpose of employing the real estate as business premises, working locations or warehouses to directly facilitate the Bank's operations;

    b. Leasing part of unused business premises owned by the Bank;

    c. Holding real estates as a result of foreclosed activities. Within 05 (five) years from the date of foreclosure, the Bank must sell, transfer or acquire this real estate. In case of real estate purchase, the Bank must ensure that the acquired property serves the purposes specified in Point a of this Clause and that the ratio of investment in fixed assets directly serving the Bank's operations does not exceed 50% of the charter capital and charter capital reserve of the Bank recorded in accounting books.

14. Other business activities of the Bank:

    a. The Bank is permitted to carry out the following other business activities according to the regulations of the Governor of SBV:

        i. Cash management services; treasury services for credit institutions and foreign bank branches; asset management and custody services, safes for rent;

        ii. Money transfer, cash collection and payment, and other non-account payment services;

        iii. Trading of SBV bills and corporate bonds; trading other valuable papers, except valuable papers specified in item (i) point b of this clause;

        iv. Monetary brokerage services;

        v. Trading of gold;

        vi. Other services related to factoring and letter of credit;

        vii. Consultation on banking activities and other business activities specified in the License for Establishment and Operation of the Bank.

        viii. Debt purchasing.

    b. Bank is permitted to carry out the following other business activities in accordance with relevant laws:

        i. Trading of the Government debt instruments, Government-guaranteed bonds, local government bonds;

        ii. Issuance of bonds;

        iii. Securities depository;

        iv. Supervision of banking operations;

        v. Acting as collateral management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, and foreign bank branches.

    c. The Bank may engage in other business activities related to banking operations beyond the activities specified in points (a) and (b) of this clause, in accordance with the regulations of the Governor of SBV and other relevant legal regulation.

---

[29] Article 139 Law on Credit Institutions.

Article 6. Capital contribution and purchase of stocks [30]

1. The Bank is permitted to use its charter capital and reserved funds to contribute capital and purchase shares in accordance with the provisions of Clauses 2, 3, 4 and 6 of this Article and comply with the limits to ensure safety in the investment and capital contributing activities in accordance with the law.
2. The Bank must establish or acquire subsidiaries, affiliates to carry out the following business activities:
   a. Underwriting, brokering securities; managing and distributing investment fund certificates; managing securities portfolio and trading stocks;
   b. Financial leasing;
   c. Insurance.
3. The Bank is permitted to establish, acquire Subsidiaries or Affiliates operating in the field of debt management and asset exploitation, overseas remittances, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services and credit information.
4. The Bank is permitted to contribute capital to, purchase shares from enterprises operating in the following fields:
   a. Insurance, securities, overseas remittances, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services and credit information;
   b. Other fields not specified at point (a) of this clause after being approved in writing by the SBV.
5. The Bank is permitted to establish, acquire Subsidiaries or Affiliates as prescribed in Clause 2 and 3 of this Article after being approved in writing by the SBV.
6. The Bank and its subsidiaries are permitted to buy and hold shares of other credit institutions on the conditions and within the limits imposed by the Governor of SBV.
7. The Bank and its subsidiaries are not permitted to contribute capital to or purchase shares of the following enterprises and credit institutions:[31]
   a. Enterprises and credit institutions that are shareholders of the Bank;
   b. Enterprises and credit institutions that are the related parties of the major shareholders of the Bank.
8. In addition, the total capital contribution to and share purchase of the Bank's Subsidiaries and Affiliates, and the total capital contribution to and share purchase by the Bank and its Subsidiaries and Affiliates in other enterprises shall not exceed the maximum ratio prescribed by law.[32]

Article 7. Credit extension approval, monitoring and handling[33]

1. The Bank shall have the right to request customers to provide documents and data evidencing their financial capability, their feasible plans on using loan, lawful uses of loan and collaterals before any credit extension decision, except for cases specified in clause 2 of this Article.

[30] Article 111 and Article 137 Law on Credit Institutions.
[31] Clause 5 Article 137 Law on Credit Institutions.
[32] Clause 1 and Clause 2 Article 137 Law on Credit Institutions.
[33] Article 102 and 103 Law on Credit Institutions.

2. The Bank must have at least information about the lawful loan usage as well as its customer's financial position before extending credit for small-value credit grants according to regulations of the Governor of SBV.
3. The Bank must organize its credit approval on the principle of duty segregation between credit appraisal function and credit approval function.
4. The Bank shall have the right and obligation to inspect and supervise the use of loan funds and debt repayment by the customer as stipulated in Clause 1 of this Article; shall has the right to request the borrowing customer to report on the use of loan funds and provide documents and data proving that the loan funds are used for the intended purposes.
5. The bank shall have the right to negotiate with customers on whether or not to apply security measures in credit extension.
6. The Bank shall have the right to terminate the provision of credit and collect the debt before maturity date when detecting that the customer has provided untrue information or breached provisions prescribed in the credit extension contract, security agreement.
7. In case there are no other agreements between the two parties, the Bank shall have the right to handle the loans, collaterals in accordance with credit contracts, collateral contracts and relevant regulations. The debt restructuring and loan trading of the Bank shall comply with regulations of the Governor of SBV.
8. In case borrowers or guarantors fail to honor their loan commitments due to bankruptcy, the process of loan collection of the Bank shall be performed in accordance with the legal regulations on bankruptcy.
9. The Bank shall have the right to decide to grant borrowers exemption from or reduction of interest rates and fees pursuant to internal regulations of the Bank.

Article 8. Ensuring safety

In the course of operation, the Bank shall comply with the regulations on safe operations specified in Chapter VII of the Law on Credit Institutions and regulations of SBV; perform classification of "Assets" and make provisions for losses as the buffer to risks in banking activities according to prevailing regulations.

Chapter 4

CHARTER CAPITAL AND OPERATIONAL CAPITAL

Article 9. Charter capital [34]

1. Charter capital means the total par value of the Bank's shares sold to shareholders in Vietnam Dong (VND).
2. The Bank shall ensure that the actual charter capital level is not lower than the legal capital level prescribed by the law.
3. Charter capital of the Bank can be raised from the following resources:
   a. Reserved fund to supplement charter capital;

[34] Clause 42 Article 4 Law on Credit Institutions; Article 19 Circular No. 34/2024/TT-NHNN dated June 30, 2024 on providing the reissuance and supplementation of License, the organization and operation of commercial banks, foreign bank's branches, and representative offices in Vietnam of foreign credit institutions, other foreign organizations having banking activities in Vietnam.

b. Development investment fund, share premium, retained earnings and other funds as prescribed by law;

c. Public offering, private placement of shares;

d. Conversion of convertible bonds to ordinary shares;

e. Other sources as prescribed by law.

4. Charter capital shall be used for the following purposes:

 a. To purchase and invest in fixed assets of the Bank but shall not exceed the ratios prescribed by SBV;

 b. To establish, contribute capital to establish, acquire subsidiaries and affiliates; contribute capital and purchase shares of other enterprises in accordance with the law;

 c. To grant credit to customers;

 d. To provide other services in accordance with the law.

Article 10. Change in Charter capital

1. The change in the Bank's charter capital (either increase or decrease), shall be made only when it is passed by the General Meeting of Shareholders and approved in writing by the SBV prior to the change in accordance with current laws. The SBV's written approval of the change in the Bank's charter capital is valid for twelve (12) months since the date of signing.

2. The procedures and documents of application for approval for changes in charter capital shall comply with the regulations of the Govenor of SBV.

Article 11. Capital of the Bank

Capital of the Bank is composed of the following sources:[35]

1. Equity:

 a. Charter capital;

 b. Differences due to asset revaluation, exchange rate differences as prescribed by law;

 c. Share premium;

 d. Funds: Reserved fund to supplement charter capital, development and investment fund, financial reserved fund;

 e. Accumulated retained earnings, accumulated unrealized losses; and

 f. Other capital owned by the Bank.

2. Mobilized funds:

 a. Capital mobilized from deposits and capital raised through the issuance of certificates of deposit, bonds and other valuable papers as prescribed by law from time to time;

 b. Entrusted funds for investment;

[35] Article 4 Decree No. 135/2025/ND-CP dated June 12, 2025 on the financial regime applicable to credit institutions, branches of foreign banks and financial supervision, assessment of effectiveness of state capital investment in wholly state-owned credit institutions and partially State-owned credit institutions (herein refered to as "Decree No. 135/2025/ND-CP".

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

d. Borrowings from SBV as prescribed by law.

3. Other sources of funds as prescribed by law.

Article 12. Use of assets and capital [36]

1. The Bank is allowed to use its capital to serve its business activities, invest in construction, and purchase fixed assets in accordance with legal regulations.
2. The Bank has the right to proactively change its structure of funds and assets to facilitate the business development.
3. The mobilization of capital and assets between the Bank's branches shall comply with the regulations of the Board of Directors.
4. In respect of real estate acquired through debt recovery, the recognition and depreciation of such assets shall be conducted in accordance with applicable laws.

Article 13. Assurance of capital safety[37]

1. The Bank shall have to maintain the following prudential ratios according to provisions of laws:
   a. Solvency ratio;
   b. The minimal capital adequacy ratio prescribed by the SBV's Governor in each period;
   c. Maximum position of foreign currency and gold to equity;
   d. The ratio of purchasing, holding or investing in Government bonds and Government-guaranteed bonds;
   e. Other prudential ratios.
2. The Bank participating in the national interbank payment system shall make an escrow deposit at the SBV and hold the minimal number of valuable papers permitted to be mortgaged in accordance with regulations of the Governor of SBV in each period.
3. The total amount of capital the Bank invests in other credit institutions or in the Bank's subsidiaries in the form of capital contribution, share purchase and investments in the form of capital contribution to and share purchase of companies operating in banking, insurance and securities fields shall be excluded from the Bank's equity when calculating the capital adequacy ratio.
4. Purchase of property insurance for assets which are legally required to be covered by insurance.
5. Participate in deposit insurance in accordance with the Law on Credit Institutions.

Article 14. Early Intervention to the Bank [38]

1. The Bank may be subject to early intervention and review by the SBV in the following cases:
   a. The Bank's accumulated losses recorded in the most recent audited financial statements or according to inspection and audit conclusions of competent state agencies exceed 15% of the value of the Charter capital and reserve funds and the Bank fails to meet the minimum capital adequacy ratio specified in Point b, Clause 1, Article 13 of this Charter;

---

[36] Article 5 Decree No. 135/2025/ND-CP.
[37] Article 138 Law on Credit Institutions; Clause 3, 4 Article 7 Decree No. 135/2025/ND-CP.
[38] Clause 1 Article 143 and Article 156 Law on Credit Institutions.

b. The Bank is ranked as below average according to regulations of the Governor of SBV;

c. The Bank fails to maintain the solvency ratio specified in Point a, Clause 1, Article 13 of this Charter for 30 consecutive days;

d. The Bank fails to meet the minimum capital adequacy ratio specified in Point b, Clause 1, Article 13 of this Charter for 6 consecutive months;

e. There is a bank run reported to SBV.

2. The Bank must develop a remedial plan in case of early intervention.
3. The Bank is responsible for implementing the following contents specified in the written request of the SBV immediately:

a. Comply with one or several requirements and restrictive measures for credit institutions subject to early intervention in accordance with Article 157 of the Law on Credit Institutions and implementation deadline;

b. Update and immediately implement the expected remedial plan in case of early intervention in accordance with Article 143 of the Law on Credit Institutions or develop a remedial plan in accordance with Article 158 of the Law on Credit Institutions and deadlines for remedial plan development and approval.

4. The Bank shall hire an independent auditing agency to audit its financial statements and evaluate the financial situation as a basis for developing a remedial plan upon request of the SBV.

Chapter 5

SHARES, STOCKS, SHAREHOLDERS, MAJOR SHAREHOLDERS AND FOUNDING SHAREHOLDERS

Article 15. Current charter capital, shares and shareholders of the Bank

1. The current charter capital of the Bank is VND 50,052,763,230,000 *(In words: Fifty trillion, fifty two billion, seven hundred sixty three million, two hundred thirty thousand Vietnamese Dong).*
2. The charter capital of the Bank is divided into a number of shares, of which each share has a par value of VND 10,000 *(In words: ten thousand Vietnamese Dong).*
3. The Bank may change its charter capital when the change is approved by the General Meeting of Shareholders and approved by SBV in accordance with the law.
4. The Bank's shares are ordinary shares. The rights and obligations arising from the shares are prescribed in Article 22 and Article 23 of this Charter.
5. The Bank may issue other types of shares upon obtaining approval of the General Meeting of Shareholders complying with the law.
6. The Bank may repurchase its issued shares in accordance with prevailing laws. The Bank's repurchase of its own shares shall be approved in writing by SBV prior to the execution if the repurchase results in a reduction in the Bank's charter capital.
7. The Bank may issue other types of securities upon obtaining approval of authorities and the General Meeting of Shareholders or the Board of Directors (depending on the authority) in writing, in accordance with provisions of the Law on securities and securities market and provisions of this Charter.

8. The Bank must have a minimum of 100 (one hundred) shareholders, without a limit on the maximum number of shareholders, except for cases where the Bank is under special control and mandatory transfer, and is carrying out mandatory transfer as prescribed in Section 4, Chapter X of the Law on Credit Institutions.[39]

Article 16. Shareholding limits [40]

1. An individual shareholder shall not be allowed to hold a number of shares exceeding 05% (five percent) of the Bank's charter capital.
2. A corporate shareholder shall not be allowed to hold the number of shares exceeding 10% (ten percent) of the Bank's charter capital.
3. Shareholders and their related parties are entitled to hold up to 15% (fifteen percent) of the Bank's charter capital.

   Major shareholders of the Bank and their related parties are not permitted to own more than 5% (five percent) of the charter capital of any other credit institution.
4. The provisions in Clauses 2 and 3 of this Article are not applicable to the following cases:
   a. Ownership of shares in the Bank's Subsidiaries and Affiliates that are credit institutions specified in Clauses 2 and 3, Article 6 of this Charter;
   b. Ownership of shares by foreign investors specified in Clause 7 of this Article.
5. The shareholding ratio specified in Clauses 1 and 2 of this Article includes indirectly owned shares. The shareholding ratio specified in Clause 3 of this Article includes shares entrusted by shareholders to other organizations or individuals to purchase shares and does not include ownership of shares by related parties who are subsidiaries of that shareholder according to the provisions of Point a, Clause 9, Article 4 of the Law on Credit Institutions.
6. In cases where organizations or individuals hold convertible bonds (if any), converting bonds into shares shall comply with the shareholding limit in this Article.
7. The share ownership ratio of a foreign individual must not exceed 5% (five percent) and that of a foreign organization must not exceed 15% (fifteen percent) of the Charter Capital of the Bank. The total foreign ownership in the Bank shall be determined by the General Meeting of Shareholders and shall not exceed the maximum limit prescribed by the Government at any given time.

Article 17. Shares [41]

1. Shares of the Bank shall contain the following information:
   a. Name, business code, address of the head offices of the Bank;
   b. Number and date of issuance of Establishment and Operation License;
   c. Number of shares and types of shares;
   d. The par value of each share and the total par value of shares inscribed on the stock certificate;

---

[39] Clause 6 Article 60 Law on Credit Institutions.
[40] Article 63 Law on Credit Institutions; Article 7 Decree No. 01/2014/ND-CP dated January 3, 2014 on foreign investors' purchase of shares in Vietnamese credit institutions, and its amendments and supplements.
[41] Article 66 Law on Credit Institutions; Article 121 Law on Enterprise.

e. Full name, contact address, nationality, serial number legal paper of the individual in case of individual shareholder; the name, enterprise code or serial number of legal paper of the organization, and address of the head office of the corporate shareholder for the registered stock certificate;

f. Sample signature of legal representative and seal of the Bank;

g. Registered number in the register of shareholders book and the date of share issuance;

h. Others (if any).

2. Shares are issued in the form of certificates, book entries or electronic data. In case the shares are issued in the form of certificates, the Bank must issue stock certificate to shareholders within thirty 30 (thirty) days from the date when the shareholders fully pay for the shares as committed to the Bank.

3. In case of transferring only part of registered shares of a stock certificate, the old stock certificate will be abolished and a new stock certificate recording the number of transferred shares and the remaining shares will be issued for free.

4. The Bank can manage stock certificates on behalf of shareholders or grant stock certificates on request of shareholders. If a stock certificate is lost, burnt or otherwise destroyed, shareholder shall immediately report to the Bank and request to reissue the certificate and pay the fee as prescribed by the Bank.

5. The Bank's stock certificates shall not be used to pledge at the Bank who has issued the shares in accordance with the law.

6. The contents related to shares shall comply with the provisions of Article 121 of the Enterprise Law and this Charter.

Article 18. Offer for sale and transfer of shares

1. The Bank can increase the number of shares offered and sell those shares during operation to increase its Charter capital. Share offering is carried out in the following forms:[42]

a. Public offering;

b. Private placement;

c. Other types of offering and placement according to provisions of laws.

2. The share offering by the Bank under Clause 1 of this Article shall be conducted in accordance with provisions of relevant laws.

3. All shares are freely transferred unless otherwise prescribed in this Charter and law. Shares listed and registered on the Stock Exchange are transferred in accordance with the legal regulations on securities and securities market.

4. Shares that have not been paid in full are not transferable and are not entitled to enjoy relevant rights, such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to buy new shares offered and other benefits as prescribed by law.

[42] Clause 2 Article 123 Law on Enterprise.

5. Trading and transfer of shares resulting a certain shareholder to become a major shareholder must be approved in writing by the SBV before implementation.[43]
6. The transfer of shares shall be conducted in accordance with relevant prevailing regulations.
7. Where a shareholder dies, the settlement of his rights and obligations shall comply with legal provisions on inheritance.
8. In case an corporate shareholder is dissolved, bankrupted, split, consolidated, merged or otherwise prescribed by law and accordingly ceases its legal existence, the rights and obligations of such shareholder or organization shall comply with the relevant regulations.
9. Individual shareholders, corporate shareholders whose representatives of the paid-in capital are members of the Board of Directors, members of the Board of Supervisors, and Chief Executive Officer shall not be permitted to transfer their shares during their term of office, except for cases where the representatives of the paid-in capital at the Bank are representatives of the State.[44]
10. During the time of resolving the consequences caused by members of the Board of Directors, Board of Supervisors and the Chief Executive Officer in accordance with resolutions of the General Meeting of Shareholders or as stipulated by the SBV, the member is not permitted to transfer shares unless the member is:
    a. An authorized representative of a shareholder who is a merged, consolidated, split, dissolved, or bankrupted organization in accordance with laws;
    b. Forced to transfer shares in accordance with the legally effective court verdict and ruling;
    c. The member who transfers/assigns shares to other investors to carry out the approved remedial plan, the full contributed capital transfer plan, and the mandatory transfer plan.[45]
11. The shares transfer of founding shareholders who contributed their capital to establish the Bank shall be performed in accordance with regulations of the Law.
12. The issuance of sharesoffer for sale of shares, transfer of shares, and repurchase of shares shall be performed in accordance with the Law on Credit Institutions, the Enterprise Law, the Law on Securities, related legal guidance documents, regulations of regulatory authorities, competent agencies, and this Charter.

Article 19. Share Repurchase [46]

1. The Bank's repurchase of its own shares must meet the following conditions:[47]
    a. There must be a resolution/decision of the General Meeting of Shareholders approving the repurchase of shares for charter capital reduction, outlining the repurchase plan, specifying the quantity, timing, and principles for determining the repurchase price;
    b. Adequate sources are available for repurchasing shares from the following sources: surplus capital, development investment funds, post-tax profits, undistributed profits, and other funds from owner's equity used to supplement the charter capital as prescribed by law;

[43] Point đ Clause 1 Article 37 Law on Credit Institutions.
[44] Clause 1 Article 64 Law on Credit Institutions.
[45] Clause 2 Article 64 Law on Credit Institutions.
[46] Article 65 Law on Credit Institutions; Article 36 Law on Securities; Clause 5 Article 112, Article 132, 133 and 134 Law on Enterprise.
[47] Clause 1, 3 and 4 Article 36 Law on Securities.

c. A designated securities company is available to carry out the transaction;

d. Compliance with the conditions for conditional investment and business sectors as prescribed by law;

e. Not falling under the following cases where the repurchase of its own shares is not allowed:

i. The Bank has overdue debts based on the latest audited financial statements; in the case where the intended repurchase of shares exceeds 06 (six) months from the end of the financial year, the determination of overdue debts is based on the latest audited financial statements of the past 06 months;

ii. The Bank is in the process of offering and issuing shares to raise additional capital;

iii. The Bank's shares are publicly tendered for purchase, except as provided in points a and b of Clause 2 of this Article; or

iv. The Bank has repurchased its own shares within 06 (six) months from the date of the repurchase report or within 06 (six) months from the end of the offering, issuance of shares to increase capital, except as provided in points a and b of Clause 2 of this Article.

f. Except for cases of repurchasing shares corresponding to the ownership ratio in the Bank or repurchasing shares according to a court judgment, effective legal decision, arbitration decision, or repurchasing shares through matched order transactions, the Bank is not allowed to repurchase shares of the following entities:

i. Insiders and related parties of insiders;

ii. Shareholders with restricted transferable shares as prescribed by law and this Charter; and

iii. Major shareholders of the Bank.

2. Cases of the Bank's share repurchase:

a. Repurchasing shares according to the Bank's decision:[48]

The Bank has the right to repurchase no more than 30% (thirty percent) of the total outstanding ordinary shares sold, a part, or all of the preferred dividend shares sold as prescribed by law. The General Meeting of Shareholders approves the repurchase of sold shares or approves a repurchase plan proposed by the Board of Directors. Resolutions, decisions on the repurchase of shares by the General Meeting of Shareholders must include the following details: quantity of shares or share percentage to be repurchased; source of funds for repurchasing shares; method of repurchasing shares; repurchase price; principles for determining the repurchase price; timing of implementation; rights, responsibilities of shareholders, and other relevant matters as prescribed by law.

b. Repurchasing shares upon shareholder request:[49]

i. Shareholders who vote against the decision on restructuring the Bank or changing the rights, obligations of shareholders as stipulated in this Charter have the right to request the Bank to repurchase their shares. The request must be in writing, specifying the name, address of the shareholder, quantity of each type of shares, proposed selling price, and reasons for requesting the Bank to repurchase. The request must be sent to the Bank's head office within 10 (ten) days from the date the General Meeting of Shareholders passes resolutions on the above issues.

[48] Article 133 Law on Enterprise.
[49] Article 132 Law on Enterprise.

ii. The Bank must repurchase shares at the request of shareholders specified in point a of Clause 2 above within 90 (ninety) days from the date of receiving the request at an agreed price. In case the parties cannot agree on the price, they may request an appraisal organization to determine the price. The Bank will introduce at least three appraisal organizations for shareholders to choose from, and the decision on the price by the chosen appraisal organization will be final and binding on all parties. The appraisal costs shall be borne equally by the Bank and the shareholder.

c. Repurchasing shares of employees under the employee stock ownership plan of the Bank, repurchasing individual shares according to the plan to distribute dividends, issuing shares from equity.[50]

d. The repurchase provided for in points b and c Clause 2 of this Article is exempt from the conditions prescribed in points a, b, c, d Clause 1 of this Article.[51]

3. Conditions for payment and handling of repurchased shares

a. The Bank may only repurchase shares of shareholders if, after paying the corresponding amount for the repurchased shares, the Bank still ensures the safety ratios in banking operations and the true value of charter capital does not decrease below the prescribed capital level.[52]

b. Shares repurchased under this provision must be sold immediately after repurchase in the following cases:[53]

i. The Bank repurchases individual shares under the plan to distribute dividends, the plan to issue shares from equity;

ii. The Bank repurchases individual shares upon request of a shareholder.

c. Repurchase of shares under this Article, for shares that are registered and listed on stock exchanges, shall comply with the regulations of securities laws and related stock exchanges.

d. Upon completion of the payment for all repurchased shares, if the total asset value recorded in the Bank's accounting ledger decreases by more than 10% (ten percent), the Bank must notify all creditors within 15 (fifteen) days from the date of completion of the share repurchase payment.[54]

e. When executing the repurchase of its own shares as stipulated in points a to d of Clause 1 and point b of Clause 2 of this Article, the Bank must undertake the procedures to reduce its charter capital corresponding to the total nominal value of the shares repurchased by the Bank within 10 (ten) days from the date of completing the share repurchase payment.[55]

[50] Point b, Clause 2 Article 36 Law on Securities.
[51] Clause 2 Article 36 Law on Securities.
[52] Article 65 Law on Credit Institutions.
[53] Clause 7 Article 36 Law on Securities.
[54] Clause 4 Article 134 Law on Enterprise.
[55] Clause 2 Article 134 Law on Enterprise.

f. When executing the repurchase of its own shares as stipulated in point c of Clause 2 of this Article, the Bank must report at the nearest Annual General Meeting of Shareholders on the total number of shares repurchased from the employees and shall not be required to carry out procedures for charter capital reduction in respect of such repurchased shares.[56]

g. The Bank must immediately destroy the share ownership confirmation certificates after the corresponding shares have been fully paid for.[57]

4. Reporting on Share Repurchases, Disclosure of Information, and Execution of Share Repurchases: Compliance with the regulations of securities laws and the provisions issued by the competent authority of the Bank in each period.

Article 20. Issuance of bonds and other securities certificates [58]

1. The Bank is entitled to issue bonds, convertible bonds (the bond which is issued by the Bank and can be converted into the ordinary shares of the Bank as per the terms and conditions specified in the issuance plan), bonds with warrants (the bond which is issued along with a warrant by the Bank, entitling its holder to purchase the ordinary shares as per the terms and conditions specified in the issuance plan) and the other securities pursuant to the applicable law, Charter of the Bank, and regulations regarding the issuance of negotiable instruments by the Bank in effect in each period.

2. The issuance of the Bank's bonds shall be compliant with the Law on Credit Institutions, Law on Securities and the other relevant applicable laws.

3. The plan of issuing convertible bonds, bonds with warrants:

   a. Shall be approved by the General Meeting of Shareholders and by the Competent Authority in written form (if applicable).

   b. Shall include the clauses on converting the bonds into shares, exercising the warrant:

      i. The bondholder shall abide by the current regulations on the limit of contributed capital, purchasing shares, the threshold ratio of shares possession of the foreign investor when converting the bonds into shares and/or exercising the warrants of the bonds;

      ii. The conversion of the bonds into shares and the exercising of the warrants shall be implemented if the Bank is approved by the State Bank of Vietnam to increase the charter capital as per applicable laws.

   c. The Board of Directors of the Bank shall specify the contents which are not yet mentioned in the issuance plan and other provisions related to the issuance of the bonds.

4. The procedures and dossiers submitted for the approval to issue the convertible bonds, bonds with warrants shall be implemented in compliance with the regulations and guidelines of the Competent Authorities and applicable laws.

[56] Clause 6 Article 36 Law on Securities.
[57] Clause 3 Article 134 Law on Enterprise.
[58] Clause 2 Article 107 and Point b Clause 2 Article 114 Law on Credit Institutions; Law on Securities; Decree No. 155/2020/ND-CP; Decree No. 153/2020/ND-CP dated December 31, 2020, regulating the private placement and trading of corporate bonds in the domestic market, the public offering of corporate bonds in the international market, and its amendments and supplements.

5. When converting the bonds into shares and/or exercising the warrants of the bonds, the Bank and the Holders must comply with the State Bank of Vietnam's regulations on dossiers, procedures for the approval to increase the charter capital of the credit institution.
6. The bond or other securities certificate of the Bank shall be signed by the legal representative of the Bank with the Bank's seal affixed.[59]

Chapter 6

ORGANIZATIONAL AND MANAGERIAL STRUCTURE

Article 21. Organizational and managerial structure, administration and control [60]

1. The organizational and managerial structure of the Bank is composed of:
   a. The General Meeting of Shareholders;
   b. The Board of Directors;
   c. The Board of Supervisors;
   d. The Chief Executive Officer;
   e. Execution Unit.
2. The Board of Directors shall specify the structure, functions and tasks of the managerial and executive units and manage properly in accordance with the regulations and the scale of business operations of the Bank.
3. The Board of Directors shall specify the structure, functions and tasks of the managerial and executive units and manage properly in accordance with the regulations and the scale of business operations of the Bank.

Chapter 7

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 22. Rights of Shareholders [61]

1. Ordinary shareholders shall have the following rights:
   a. The rights prescribed in Article 61 of the Law on Credit Institutions, specifically as follows:
      i. To participate, speak and vote directly or indirectly through its authorized representative(s) in the General Meeting of Shareholders; each ordinary share carries a vote;
      ii. Receive dividends according to resolutions of the General Meeting of Shareholders;
      iii. To freely transfer their shares, purchase shares to other shareholders of the Bank or to other organizations, individuals according to the provisions of the law and this Charter;
      iv. To be prioritized to purchase the newly offered shares in proportion to their shareholding in the Bank;

[59] Article 8 Appendix I Circular No. 116/2020/TT-BTC.
[60] Clause 1 Article 40 Law on Credit Institutions; Article 11 Appendix I Decree No. 116/2020/TT-BTC.
[61] Article 61 Law on Credit Institutions; Article 115 Law on Enterprise.

v. To have access to the list of voting shareholders for review, reference, and extract of information of name and contact address therefrom and request correction of any inaccuracy therein;

vi. To have access to the information of list of shareholders entitled to attend the General Meeting of Shareholders;

vii. To have access to the Bank's Charter, minutes book of General Meetings of Shareholders, resolutions, and decisions of General Meetings of Shareholders for review, reference, extract or duplication thereof;

viii. Upon dissolution or bankruptcy of the Bank, to be distributed part of the remaining assets of the Bank pro rata to their holding in the Bank, after the Bank has fulfilled all payment obligations (including payments to the State, taxes and duties) to its creditors and shareholders holding shares of other types in the Bank in accordance with the law;

ix. To authorize in writing other persons to exercise their rights and obligations; the authorized person is allowed to authorize another person in writing if agreed by the shareholders; the authorized person is not allowed to self-nominate;

x. To nominate or recommend candidates to the Board of Directors or the Board of Supervisors in accordance with this Charter and the law;

xi. Shareholders or shareholder groups owning 05% (five percent) or more of the total ordinary shares, or lower ratios as stipulated in this Charter (if any), have the right to nominate individuals to the Board of Directors, the Board of Supervisors; and

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

b. A shareholder or group of shareholders, who holds more than 05% (five percent) of overall ordinary shares, shall have the rights as prescribed in Clause 10 of Article 61 of the Law on Credit Institutions and Clause 2 of Article 115 of the Enterprise Law, as follows:

i. To have access to the meeting minutes and resolutions or decisions of the Board of Directors, the Bank's mid-year financial statements and annual financial statements, reports of the Board of Supervisors, contracts or transactions subject to approval of the Board of Directors and other documents, except for those related to trade secrets or business secrets of the Bank, for review, reference and extract thereof;

ii. To request the Board of Supervisors to examine each specific issue related to management and operation of the Bank when necessary. The request must be made in writing and specify full name, contact address, nationality, and the number of the legal paper of an individual for individual shareholders; name, enterprise code or serial number of legal paper of organization, head office address for corporate shareholders; number of shares held by each shareholder and time of shareholder registration; total number of shares of the group of shareholders and its holding ratio; issues to be examined and objectives of the inspection;

iii. Nomination of candidates to the Board of Directors or the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be conducted in accordance with Clause 5, Article 115 of Law on Enterprises, but the list of candidates must be sent to the Board of Directors within the timeline stipulated by the Board of Directors:

- Ordinary shareholders that form a group satisfying the conditions prescribed for nominating candidates to the Board of Directors and Board of Supervisors shall notify the group formation to attending shareholders before the opening of the General Meeting of Shareholders;
- Based on the numbers of members of the Board of Directors and Board of Supervisors, shareholders or group of shareholders owning more than 05 % (five percent) of the total number of ordinary shares may nominate one or more than one candidate to the Board of Directors and Board of Supervisors as decided by the General Meeting of Shareholders;
- If the number of candidates nominated by shareholders or group of shareholders is smaller than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, Board of Supervisors and other shareholders according to the provisions stipulated in the Charter, Policy on Internal Governance of the Bank, Policy on the Organization and Operation of the Board of Directors, and Policy on the Operation of the Board of Supervisors. The mechanism by which the Board of Directors and the Board of Supervisors introduce additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors and the Board of Supervisors as stipulated by law.
- In cases where candidates for the Board of Directors or the Board of Supervisors have been identified, the Bank must disclose relevant information about these candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Bank's website, allowing shareholders to learn about these candidates before voting. Candidates for the Board of Directors or the Board of Supervisors must provide written commitments regarding the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, carefully, and in the best interests of the Bank if elected as members of the Board of Directors or the Board of Supervisors. The disclosed information about candidates for the Board of Directors or the Board of Supervisors includes:
  + Full name, date of birth;
  + Qualification;
  + Employment history;
  + Other managerial positions held (including positions on the Board of Directors of other companies);
  + Interests related to the Bank and related parties of the Bank;
  + Other information (if any) as stipulated in this Charter;
  + The Bank must responsibly disclose information about the companies in which the candidate holds positions as a member of the Board of Directors, other managerial positions, and any related interests in the candidate's company (if any).
- Members of the Board of Directors, Board of Supervisors must meet the standards and conditions as stipulated in this Charter and relevant laws.

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

c. A shareholder or group of shareholders owning more than 10% (ten percent) of the total number of ordinary shares has the right to request convening an Extraordinary General Meeting of Shareholders according to regulations stated under Clause 4 Article 24 of this Charter.

2. Shareholders owning voting preference shares (if any) shall have the rights prescribed in Clause 2, Article 116 of the Enterprise Law.

3. Shareholders owning dividend preference shares (if any) shall have the rights prescribed in Clause 2, Article 117 of the Enterprise Law.

Article 23. Obligations of shareholders [62]

1. Ordinary shareholders of the Bank must perform the following obligations:

a. To pay in full for shares for which the shareholder has committed to subscribe within the timeframe prescribed by the Bank and be responsible for liabilities and other asset obligations of the Bank to the extent of the capital contributed to the Bank;

b. Not to withdraw the contributed share capital from the Bank in any form, except where the shares are repurchased by the Bank or other person. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Bank must be jointly responsible for the debts and other asset obligations of the Bank to the extent of the shares having been withdrawn and of damages incurred;

c. To be legally liable for the lawfulness of the source of capital contributed to or used to purchase shares or used to acquire a transfer of shares in the Bank; not to use capital sources from credit extended by the Bank and/or other credit institutions, other foreign bank branches, capital from corporate bond issuance for the purpose of purchasing or receiving a transfer of shares in the Bank; and not to contribute capital to or to purchase shares in the Bank in the name of another individual or legal entity in any form, except in a case of entrustment in accordance with the law;

d. To comply with the Charter and internal regulations of the Bank;

e. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:

i. Attending and voting directly at the meeting;

ii. Authorizing others to attend and vote at the meeting;

iii. Attending and voting through virtual meetings, electronic voting or other electronic forms;

iv. Sending votes to the meeting by mail, fax, or email;

v. Sending votes by other means in accordance with the legal regulations;

f. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

[62] Article 62 Law on Credit Institutions; Article 119 Law on Enterprise 2020 and Article 13 Appendix I Circular No. 116/2020/TT-BTC.

g. To provide correct address when subscribing for shares hoặc or when receiving share transfers;

h. To be personally liable when acting on behalf of the Bank in any form to commit a breach of law, conduct business and other transactions for personal interests, or for interests of other individuals or organizations and pay for undue debts which may entail financial risks to the Bank;

i. To keep confidential the information provided by the Bank in accordance with this Charter and the law; to use the information provided only to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the Bank to other organizations or individuals;

j. Other obligations as prescribed by applicable law and this Charter.

2. Shareholders entrusted by other individuals, organizations when investing in the Bank shall inform the Bank about actual owners of the shares entrusted with the Bank. In case of failure to disclose accurate and complete information or disclosing inaccurate information to the Bank, and upon the Bank's discovery of the actual owners, the Bank shall have the right to suspend the shareholders' rights of those who received entrusted investments related to shares that are undisclosed or inaccurately disclosed in terms of ownership.

Article 24. The General Meeting of Shareholders and the authority to convene the General Meeting of Shareholders [63]

1. Annual General Meeting of Shareholders or Extraordinary General Meetings shall be held at least once every year. The venue of the General Meeting of Shareholders is determined to be where the Chairperson attends the meeting and must be in the territory of Vietnam. The annual General Meeting of Shareholders shall be held within 04 (four) months since the closing date of the fiscal year. At the discretion of the Board of Directors, the Annual General Meeting of Shareholders may be rescheduled but not later than 06 (six) months from the closing date of a fiscal year.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects the appropriate venue. The Annual General Meeting of Shareholders makes decisions within the extent permitted by the regulations and the Charter of the Bank, especially to approve audited annual financial statements. In case auditor’s report contains important qualified opinions, adverse opinions or disclaimers of opinion, the Bank must invite representatives of the independent auditing firms, who is approved to audit the financial statement of the Bank, to attend the Annual General Meeting of Shareholders and such representative of the above approved auditing firm is bound to attend the Annual General Meeting of Shareholders of the Bank.

3. The Annual General Meeting of Shareholders discusses and approves the following issues:

   a. Annual audited financial statements; plan of profit distribution;

   b. Report of the Board of Directors on governance and performance of the Board of Directors and members of the Board of Directors;

   c. Report of the Board of Supervisors on business performance of the Bank and performance of the Board of Directors, Chief Executive Officer;

[63] Article 67 Law on Credit Institutions; Article 139, Article 140 Law on Enterprise and Article 14 Appendix I of the Circular No. 116/2020/TT-BTC.

d. Report on self-assessment of operation results of the Board of Supervisors and members of the Board of Supervisors;

e. Dividend rates for each class of share; the annual dividend payment for each class of shares shall be in accordance with the Enterprise Law and the rights attached to such class of shares. This dividend rates shall not be higher than that proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;

f. Other issues within the jurisdiction.

4. The Board of Directors must convene an Extraordinary Meeting of the General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the interest of the Bank;

b. The current number of members of the Board of Supervisors and of the Board of Directors is below the minimum number prescribed by the law and/or under this Charter, including cases of non-compliance on the number of independent members, minimum non-management members of the Bank as required by the Law on Credit Institutions;

c. At the request of shareholders or a group of shareholders prescribed at Point c, Clause 1, Article 22 of this Charter; The request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, bearing the signatures of all the related shareholders, or could be made into a number of copies, each containing all signatures of the related shareholders;

d. At the request of the Board of Supervisors;

e. To make decisions regarding the request of SBV when an event that concerns the safety of the Bank's operations happens;

f. Other cases as prescribed by the laws.

5. The Board of Directors must convene the General Meeting of Shareholders within:

a. 90 (ninety) days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or remaining members of the Board of Supervisors meet the situations as specified at Point (b), Clause 4 of this Article [64];

b. 30 (thirty) days after the receipt of a valid request as provided in Points c, d, and e, Clause 4 of this Article [65].

If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and other members of the Board of Directors shall have to compensate for damages incurred to the Bank.

6. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Clause 5 of this Article, within the next 30 (thirty) days, the Board of Supervisors shall convene the meeting General Meeting of Shareholders instead of the Board of Directors in accordance with the Enterprise Law and this Charter[66].

If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall compensate for any resulting damages incurred to the Bank.

[64] Clause 2 Article 50 and Clause 6 Article 51 Law on Credit Institutions.
[65] Clause 2 Article 140 Law on Enterprise.
[66] Clause 3 Article 140 Law on Enterprise.

7. Where the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Clause 6 of this Article, shareholders or a group of shareholders as stipulated in Point c Clause 1 Article 22 of this Charter, who have filed a request, have the rights to convene the General Meeting of Shareholders on behalf of the Bank in accordance with this Charter[67].
8. The convener of the General Meeting of Shareholders shall perform the acts as prescribed under Point a Clause 1 Article 29 of this Charter.
9. All expenses incurred for convening and conducting the General Meeting of Shareholders in accordance with Clauses 5, 6 and 7 of this Article shall be reimbursed by the Bank, provided that these expenses must be supported by valid documentation. Such expense shall not include expenses paid by shareholders when attending General Meeting of Shareholders, including accommodation and travel expenses.

Article 25. List of shareholders entitled to attend the General Meeting of Shareholders [68]

1. The list of shareholders entitled to attend the General Meeting of Shareholders is formed based on the Register of holders of securities Book prepared by the Vietnam Securities Depository and Clearing Corporation and provided to the Bank upon request.[69] The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no earlier than 10 (ten) days prior to the date of sending invitations to attend the General Meeting of Shareholders. The Bank must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date (i.e. the shareholder list's closing date). The authorization to an individual or organization to attend the General Meeting of Shareholders must be made in accordance with Article 27 of this Charter.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, number of legal paper of individual for individual shareholders; the name, enterprise code, legal paper of organization, address of the head office for corporate shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.
3. Shareholders shall have the right to review, search, extract and copy names and contact addresses in the list of shareholders entitled to attend the General Meeting of Shareholders; request to amend incorrect information or add necessary information regarding their personal information in the list of shareholders entitled to attend the General Meeting of Shareholders.

Article 26. Rights and duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making authority of the Bank.

---

[67] Point d Clause 2 Article 67 Law on Credit Institutions; Clause 4 Article 140 Law on Enterprise.
[68] Article 141 Law on Enterprise.
[69] Clause 1 Article 141 Law on Enterprise; Clause 3 Article 2 Decree No. 119/2020/TT-BTC dated December 31, 2020, regulating the registration, custody, clearing, and settlement of securities transactions, and its amendments and supplements.

2. Corporate shareholders have the right to appoint one or several authorized representatives to exercise his/her shareholder rights in accordance with the laws. A corporate shareholder of a joint stock company owning at least 10% (ten percent) of the total number of ordinary shares can authorize up to 03 (three) authorized representatives. If more than one authorized representative is appointed, the specific number of shares and number of votes of each representative must be specified. The appointment, termination or change of the authorized representative must be notified in writing to the Bank in the shortest time. The notice must basically contain the following:
   a. Name, enterprise code and head office address of the shareholder;
   b. Number of shares, type of shares and date of shareholder registration at the Bank;
   c. Full name, contact address, nationality, serial number of legal paper of individual of every authorized representative;
   d. Number of shares authorized to represent and the percentage of shares to be represented by each authorized representative;
   e. Number of shares authorized to represent and the percentage of shares to be represented by each authorized representative;
   f. Full name and signature of the authorized representative and legal representative of the shareholder;
3. The General Meeting of Shareholders shall have the following rights and duties:[70]
   a. To approve the Bank's development strategy;
   b. To approve the Bank's Charter, its amendments and supplements;
   c. To approve the Policy on Internal Governance of the Bank, Policy on organization and operation of the Board of Directors, Policy on the operation of the Board of Supervisors;
   d. To decide the number of members of the Board of Directors, the Board of Supervisors in each term of office; to elect, dismiss, discharge, supplement or replace members of the Board of Directors and members of the Board of Supervisors in accordance with the regulations and the Bank's Charter;
   e. To decide on the total of remuneration, bonuses and other benefits for members of the Board of Directors, members of the Board of Supervisors and the operating budget of the Board of Directors and the Board of Supervisors;
   f. To review and address violations of the Board of Directors, the Board of Supervisors that harm the Bank and its shareholders ;
   g. To decide on the structure of organization and management of the Bank;
   h. To approve the plan for changing in the amount of charter capital; approve the plan of offering share, including the classes of shares and the number of new shares to be offered for sale;
   i. To approve the redemption of shares already sold;
   j. To approve the plan on the issuance of convertible bonds, bonds with warrants;

[70] Clause 3 Article 67 Law on Credit Institutions; Clause 2 Article 138 Law on Enterprise.

k. To approve the expected remedial plan in case the Bank is subject to early intervention;

l. To approve of annual audited financial statements; plan for the distribution of profits and dividend rates to be paid after fulfilling the tax obligations and other financial obligations of the Bank;

m. To approve the reports of the Board of Directors and the Board of Supervisors on the performance of assigned tasks and authorities;

n. To decide on the establishment or conversion of legal forms of commercial presence abroad or subsidiaries of the Bank;

o. To approve the plan of capital contribution to, selling and purchase of shares, capital contribution from enterprises or other credit institutions whose paid-in capital, expected purchase price or book value in case of selling shares/paid-in capital valued at 20% (twenty percent) or more of the Bank's charter capital as stated in the most recent audited financial statements;

p. To make decisions on investment in, purchase/sale of fixed assets of the Bank with investment value, expected purchase price or fixed asset costs (in case of selling fixed assets) valued at 20% or more of the Bank's charter capital stated as recorded in the most recent audited financial statements;

q. To approve contracts, other transactions valued at or above 20% (twenty percent) of the Bank's charter capital as recorded in the most recent audited financial statements between the Bank and persons specified at Clause Article 42 Article 42 of this Charter, except for cases where the Bank is being under a mandatory transfer plan;

r. To decide on the division, separation, consolidation, merger, conversion of legal form, restructuring and dissolution (liquidation and appointment of liquidator) of the Bank or request the Court to open bankruptcy procedures for the Bank;

s. To decide solution to overcome major financial fluctuations confronting the Bank;

t. To decide on selection of an independent auditor to audit the Bank's financial statements and perform assurance services for the operation of the internal control system in preparing and presenting financial statements in the next fiscal year;[71]

u. Other issues under the authority of the General Meeting of Shareholders in accordance with the Law and this Charter.

4. Shareholders are not allowed to participate in voting in the following cases:[72]

   a. Contracts specified at Point p, Clause 3 of this Article when the shareholder or its related parties is a party to the contracts; or having interests related to the contracts, or having interests related to the parties in the contracts;

   b. The purchase of shares of the shareholder or of the related party of the shareholder, except for the acquisition of shares made pro rata to the shareholding ratio of all shareholders or the acquisition is made on the Stock Exchange by order matching or public bids in accordance with the law.

[71] Point t Clause 3 Article 67 of the Law on Credit institutions; Clause 2 Article 7 Circular No. 51/2024/TT-NHNN dated November 29, 2024 prescribing independent audit of commercial banks, non-bank credit institutions, microfinance institutions.

[72] Article 167 Law on Enterprise.

5. The Annual General Meeting of Shareholders shall discuss and approve at least the issues prescribed in Points l and m, Clause 3 of this Article and other matters within its authority as prescribed in this Charter.

Article 27. Right to attend the General Meeting of Shareholders [73]

1. Shareholder and authorized representative of an corporate shareholder who have the right to attend the General Meeting of Shareholders in accordance with the law may authorize in writing other individuals or organizations to attend the meeting in the ways as prescribed under Point e Clause 1 Article 23 of this Charter.
2. The authorization to an individual or organization to attend the General Meeting of Shareholders must be made in writing in accordance with the provisions of civil law and in the form prescribed by the Bank and must state name of the principal shareholder, name of the authorized person or organization, number of authorized shares, contents of authorization, scope of authorization, duration of authorization and have the signature in accordance with the following provision:
    a. In case of an individual shareholder, the authorization letter must have signatures of both the shareholder and the person authorized to attend the meeting;
    b. In case of the corporate shareholder, the authorization letter must have signatures of the legal representative or authorized representative of the corporate shareholder and signatures of individual or the legal representative of the organization authorized to attend the meeting;
    c. In other cases, the authorization must have signatures of the legal representative of the shareholder and the person authorized to attend the meeting.

    Persons authorized to attend the General Meeting of Shareholders must submit authorization letter upon registration of attendance before entering the meeting room. In case of re-authorization, attendees must present the original authorization letter of the shareholder, or the authorized representative of corporate shareholder (if it has not been registered with the Bank before), which clearly states that the shareholder agrees to the re-authorization.
3. The voting slip of the person authorized to attend the meeting within the scope of his/her authorization shall remain effective in one of the following cases:
    a. The principal dies, or his/her capacity for civil acts is lost or is restricted;
    b. The principal has canceled the authorization;
    c. The principal has revoked the authority of the person performing the authorization.
4. The provisions of Clause 3 of this Article shall not apply if the Bank receives a written notice of one of the cases specified in Clause 3 of this Article before the General Meeting of Shareholders opens or before the meeting is re-convened.[74]

Article 28. Passing of resolutions and decisions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass Resolutions and Decisions which fall within its power by voting in the meeting or collecting written opinions.

[73] Article 144 Law on Enterprise.
[74] Article 16 Appendix I Circular No. 116/2020/TT-BTC.

2. Resolutions and Decisions of the General Meeting of Shareholders passed by 100% (one hundred percent) of total voting shares are legal and effective even if the order and procedures for convening and passing such resolutions are not properly implemented in accordance with the provisions of Enterprise Law and this Charter.[75]

3. Resolutions and Decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date of approval or published on the website of the Bank[76].

4. Decisions of the General Meeting of Shareholders on the matters prescribed in Points a, d, f and r Clause 3 Article 6 of this Charter must be passed by voting at the General Meeting of Shareholders.[77]

5. Decisions of the General Meeting of Shareholders shall be passed at the meeting or through written opinion collection when the following conditions are met:[78]

   a. Except for the case specified at Points b, c and d of this Clause and Clause 6 of this Article, the decision of the General Meeting of Shareholders shall be passed at the meeting when it is approved by shareholders representing more than **50% (fifty percent)** of the total votes of all attending shareholders or by shareholders representing more than **50% (fifty percent)** of the total voting slips of all shareholders in case of collecting written opinions.

   b. Decisions of the General Meeting of Shareholders on the matters prescribed at Points h and p Clause 3 Article 6 of this Charter shall be passed at the meeting when they are approved by shareholders representing more than **65% (sixty five percent)** of the total votes of all attending shareholders or by shareholders representing more than **65% (sixty five percent)** of the total voting slips of all shareholders in case of collecting written opinions.

   c. Decisions on matters prescribed at Point r, Clause 3, Article 26 of this Charter shall be passed at the meeting if it is voted for by shareholders representing over **65% (sixty five percent)** of the total voting shares of all attending shareholders.

   d. A decision of the General Meeting of Shareholders that contains unfavorable changes to rights or obligations of preference shareholders can only be adopted if it is voted for by the attending shareholders owning preference shares of the same type and representing **75% (seventy five percent)** or more of the total number of preference shares of that type or approved by shareholders owning preference shares of the same type and representing **75% (seventy five percent)** or more of the total number of preference shares of that type in case of written opinion collection.

6. The vote on the election of the members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting method whereby each shareholder has the total number of votes equal to the total number of shares multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors and shareholders have the right to spend all or part of their votes for one or several candidates. The elected member of the Board of Directors or the Board of Supervisors is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members reachs sufficient figure as specified in this Charter.

[75] Clause 2 Article 152 Law on Enterprise.
[76] Clause 5 Article 148 Law on Enterprise.
[77] Clause 5 Article 67 Law on Credit Institutions.
[78] Clause 4 Article 67 Law on Credit Institutions; Clause 6 Article 148 Law on Enterprise.

In case there are 02 (two) or more candidates with the same number of votes for the last seat of the Board of Directors or the Board of Supervisors, re-election will be conducted among the candidates with the same number of votes or selection shall be dealt with according to the criteria specified in the election policy passed at the General Meeting or this Charter.

7. The authority and procedures to collect shareholders' opinions in writing to pass decisions of the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 31 of this Charter.

Article 29. Agenda and contents of the General Meeting of Shareholders, meeting invitation to the General Meeting of Shareholders [79]

1. Agenda and contents of the General Meeting of Shareholders:
   a. The convener of the General Meeting of Shareholders must prepare the agenda, contents and documents of the meeting, including:
      i. List of shareholders entitled to participate and vote at the General Meeting of Shareholders;
      ii. Provision of information and settlement of complaint relating to list of shareholders;
      iii. Agenda and contents of the meeting;
      iv. Documents for the meeting;
      v. Drafted resolutions of the General Meeting of Shareholders with respect to each issue included in the meeting agenda; list and detailed information of nominees or appointees in case of election of members of the Board of Directors and members of the Board of Supervisors; [80]
      vi. Determination of the time and venue of the meeting;
      vii. Notification and delivery of the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
      viii. Other works supporting the meeting.
   b. Shareholders or a group of shareholders owning **05% (five percent)** or more of ordinary shares shall have a right to propose to include issues in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Bank three 03 (three) business days prior to the opening date of the General Meeting of Shareholders at the latest. The proposal must include the full name of the shareholder, the number and type of shares the shareholder holds, and the issues proposed to be included in the agenda.
   c. The convener of the General Meeting of Shareholders if refusing the proposal prescribed at Point b of this Clause, must reply in writing specifying the reason for such refusal at least 02 (two) business days before the opening date of the meeting of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have the right to reject the proposal prescribed at Point b of this Clause if it falls into one of the following cases:
      i. Proposals sent are inconsistent with the provision of point b of this Clause;
      ii. At the time of the proposal, shareholders or groups of shareholders making a proposal fail to hold at least **05% (five percent)** of the total ordinary shares;

[79] Article 140 and Article 142 Law on Enterprise.
[80] Point đ Clause 5 Article 140 Law on Enterprise.

iii. The proposed issue is beyond the authority of the General Meeting of Shareholders;

iv. Other cases as stipulated by the law and this Charter.

d. The convener of the General Meeting of Shareholders shall accept and include the proposals prescribed in Point b of this Clause into the tentative meeting agenda and contents, except for the cases prescribed in Point c of this Clause; the proposal is officially added to the agenda and content of the meeting if so approved by the General Meeting of Shareholders.

2. Invitation to the General Meeting of Shareholders:[81]

a. The convener of the General Meeting of Shareholders shall send a notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days prior to the date of opening the General Meeting of Shareholders. Notice shall be sent in a way that ensures it reaches the contact address of shareholders and posted on the website of the Bank, State Securities Commission and Stock Exchange.

The meeting invitation must contain the name, head office address, and enterprise code of the company; the name and contact address of the shareholders or the authorized representative(s) of the shareholder(s); time and venue of the meeting and other requirements (if any) imposed on the attendees

b. Attached to the meeting invitation shall be a meeting agenda, documents used for discussion in the meeting; list and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors; draft Resolution for each issue in the meeting agenda and voting slip.

c. The sending of meeting documents enclosed with the notice of meeting mentioned at Point b of this Clause 2 may be replaced by posting on the website of the Bank. In such case, the invitation to the meeting must specify where and how to download the documents.

Article 30. Conditions and procedures for conducting the meeting and voting, the meeting minutes of the General Meeting of Shareholders

1. Conditions for conducting the General Meeting of Shareholders:[82]

a. The General Meeting of Shareholders shall be conducted in the presence of shareholders representing more than **50% (fifty percent)** of the total number of voting shares.

b. If the first meeting fails to meet the conditions prescribed at Point a of this Clause, the invitation letter for the second meeting shall be served within 30 (thirty) days from the date scheduled for the first meeting. A second meeting of the General Meeting of Shareholders shall be conducted in the presence of shareholders representing **33% (thirty-three percent)** or more of the total number of voting shares.

c. If the second meeting fails to meet the conditions prescribed at Point b of this Clause, the invitation for the third meeting must be served within 20 (twenty) days from the scheduled date of the second meeting. In this case, the third meeting of the General Meeting of Shareholders shall be conducted irrespective of the number of the attending shareholders and the percentage of voting shares represented by the attending shareholders.

d. Only the General Meeting of Shareholders has the right to change the meeting agenda sent together with the meeting invitation as prescribed in Clause 2 Article 29 of this Charter.

[81] Article 143 Law on Enterprise; Clause 3 Article 18 Appendix I Circular No. 116/2020/TT-BTC.
[82] Article 145 Law on Enterprise.

e. In case the meeting of the General Meeting of Shareholders has been qualified to be conducted, but (i) the General Meeting of Shareholders fails to pass the meeting agenda; or (ii) the General Meeting of Shareholders fails to pass the resolutions of the General Meeting of Shareholders; or (iii) the General Meeting of Shareholders has been cancelled due to force majeure and cannot be approved for reschedule, it is considered that the General Meeting of Shareholders is not qualified to be conducted and regarded as a convening of the General Meeting of Shareholders, the next convening shall be conducted as prescribed in Points b and c of this Clause.

2. Procedures for conducting the meeting and voting at the General Meeting of Shareholders:[83]

a. Before the opening of the meeting, the procedures for registration of shareholders attending the General Meeting of Shareholders must be conducted by the Bank and the registration must be carried out until all the shareholders entitled to attend the meeting have been registered.

b. During shareholder registration, the Bank shall issue a voting card to each shareholder that has the voting right or his/her authorized representative, which states the registration number, full name of shareholder, full name of authorized representative, and number of votes of such shareholder.

c. The Chairperson, secretary, and vote counting committee of the General Meeting of Shareholders are elected as follows:

i. The Chairperson of the Board of Directors shall, or authorize another member of the Board of Directors to, act as Chairperson of all meetings convened by the Board of Directors; if the Chairperson is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect among themselves one to be the Chairperson of the meeting on the principle of majority; in case no Chairperson is selected, the Chief Supervisor shall arrange for the General Meeting of Shareholders to elect the Chairperson of the meeting among the participants and the person with the highest number of votes shall act as Chairperson of the meeting;

ii. Notwithstading the foregoing, the signatory of the document convening the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect the Chairperson of the meeting and the person with the highest number of votes shall act as Chairperson of the meeting;

iii. The Chairperson shall appoint one or several persons to act as secretary to prepare minutes of the General Meeting of Shareholders;

iv. The General Meeting of Shareholders shall elect one or several persons to form a vote counting committee as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal by the Chairperson.

d. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify the time slot for each issue in the agenda; the agenda and content of the meeting may be approved by the General Meeting of Shareholders in whole or in part and if partially approved, the General Meeting of Shareholders shall be conducted with the approved part of the agenda, while that not approved will be considered in the next General Meeting of Shareholders.

[83] Article 146 Law on Enterprise; Article 20 Appendix I Circular No. 116/2020/TT-BTC.

e. The Chairperson of the General Meeting of Shareholders has the right to take necessary measures to run the meeting in a reasonable and orderly manner in accordance with the approved agenda, complies with the wishes of the majority of the participants, and ensures:

   i. Seats to be arranged in place at the venue for the General Meeting of Shareholders;

   ii. Safety for everyone present at meeting venue be taken care of;

   iii. Favorable conditions be created for shareholders to attend (or continue attending) the meeting. The person who convenes the General Meeting of Shareholders has full rights to change the above measures and apply all necessary ones. The applied measures may include the issuance of entrance permits or other options.

f. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda of the meeting. The voting is conducted with votes in favor, votes against, and abstentions. At the General Meeting of Shareholders, the votes in favor of the resolution shall be collected first, the votes against the resolution shall be collected later and finally, the total number of cards voting for and number of cards voting against shall be counted as the ground for decision making. The results of vote counting shall be announced by the Chairperson immediately before the closing of the meeting.

g. A shareholder or authorized representative of corporate shareholders and person authorized to attend the meeting arriving after the opening of the meeting is entitled to register right away, then attend and cast votes immediately after registration. The Chairperson shall not delay the meeting for the registration of the late attendees; in this case, the effectiveness of any voting which has already been conducted shall not be affected.

h. The convener or the chairperson of the General Meeting of Shareholders shall have the following rights:

   i. To request all attendees to undergo inspection or other lawful and reasonable security measures;

   ii. To request the competent authority to maintain the order during the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the chairperson's right to control the meeting, who intentionally disrupt or prevent normal progress of the meeting or who fail to comply with the security inspection requirements.

i. The Chairperson shall have the right to postpone or temporarily suspend the General Meeting of Shareholders with sufficient number of attendees for not more than exceed 3 (three) days from the date of the scheduled opening of the meeting and shall postpone or temporarily suspend the meeting or change its location in the following cases:

   i. The location does not have enough convenient seats for all attendees;

   ii. The means of communication at the meeting place fail to allow the participants to access, discuss and vote;

   iii. Attendees' acts obstruct, disturb the order at the meeting or are likely to prevent the meeting from being conducted fairly and legally.

j. In case the Chairperson adjourns or postpones a General Meeting of Shareholders contradicting the provisions of Point i of this Clause, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairperson to conduct the meeting (by vote of over 50% (fifty percent) of the total number of votes of all attending shareholders) until it finishes; all resolutions approved at that meeting will be effective.

k. Annual General Meeting of Shareholders is not organized in the form of collecting shareholders' opinions in writing.

l. In case the Bank applies modern information technology to organize the General Meeting of Shareholders in the form of an online meeting, the Bank is responsible for ensuring that shareholders could attend and vote by means of electronic voting or by other electronic methods in accordance with the laws.

3. Minutes of General Meeting of Shareholders:[84]

a. The General Meeting of Shareholders must be recorded in the minutes book of the Bank and may be recorded in audio form or recorded and stored in another electronic form. The minutes must be made in Vietnamese, and possibly in a foreign language and must contain the following fundamental particulars:

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

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

iii. Agenda and contents of the meeting;

iv. Chairperson and secretary;

v. A summary of the meeting and the opinions stated at the General Meeting of Shareholders on each matter set out in the meeting agenda;

vi. The number of shareholders and total number of votes of shareholders attending the meeting, appendix of the registered shareholders list, representatives of shareholders attending the meeting with the number of shares and their respective number of votes;

vii. The total number of votes for each issue, in which clearly states the way of voting, total number of valid and invalid votes, the total number of votes for, against and abstention; the proportion of the total number of votes of shareholders attending the meeting;

viii. The issues which have been passed and the proportion of votes approved;

ix. Full name, signature of the Chairperson and secretary.

Minutes prepared in Vietnamese and foreign languages have the same legal validity. In case of differences in contents between the Vietnamese and foreign language versions, the Vietnamese minutes shall prevail.

In case the chairperson or the secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and having all the information as prescribed from item (i) up to (viii) this point. The minutes of the meeting should state clearly that the Chairperson and secretary refused to sign the minutes of the meeting.

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

c. The Chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

[84] Article 150 Law on Enterprise.

d. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (fifteen) days, since the closing date of the meeting; the sending of vote counts can be replaced by posting on the Bank's website.[85]

e. Minutes of the General Meeting of Shareholders, its appendix on the list of shareholders attending the meeting, full version of the adopted resolution and related documents sent as attachment to the notice of meeting must be published in accordance with legal regulation on information publication in stock market and kept at the head offices of Bank.

Article 31. Authority and procedures for collecting written opinions of shareholders in order to pass resolutions of the General Meeting of Shareholders [86]

1. The Board of Directors shall have the right to collect written opinions of shareholders in order to pass a resolution of the General Meeting of Shareholders at any time, if it considers necessary in the interest of the Bank, except for matters which must be approved by way of voting at the General Meeting of Shareholders.
2. The Board of Directors shall prepare the written ballot, draft resolutions of the General Meeting of Shareholders and the documents explaining the draft resolution and send to all shareholders which have voting rights and published on the Bank's website[87] at least 10 (ten) days before the deadline for returning the completed written ballots. The written ballots attached to the draft decision(s) and resolution(s) and the explanatory documents must be sent by secured mean to the permanent address of each shareholder.
3. The written ballot must contain the following key particulars:

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

   b. Purpose of collecting opinions;

   c. Full name, contact address, nationality, serial number of legal paper of an individual as for an individual shareholder; Name, enterprise code or serial number of legal paper of organization, head office address as for corporate shareholders or full name, contact address, nationality, serial number of legal paper of individual as for the representative of corporate shareholders; number of shares of each type and number of voting shares of each shareholder;

   d. The issues for collecting written opinions for approval;

   e. Voting options comprising in favor, against and abstention;

   f. The deadline by which the completed written opinion collection form must be returned to the Bank;

   g. Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may send written ballots to the Bank in one of the following forms:

   a. By post: the answered written ballot delivered to the Bank by post must be kept in a sealed envelope and unopened until the vote counting.

   b. By fax or email: the answered written ballots delivered to the Bank by fax or email must be kept confidential until the vote counting.

[85] Clause 5 Article 150 Law on Enterprise.
[86] Article 149 Law on Enterprise.
[87] Point b Clause 3 Article 11 Decree No. 96/2020/TT-BTC.

c. An answered written ballot must bear signature of the individual shareholder, the authorized representative or the legal representative of the corporate shareholder.

d. Any written ballot delivered to the Bank after the deadline specified in such ballot or opened in the case of mailing and being disclosed in the case of sending a fax or email is invalid. Answered written ballots which are not delivered to the Bank are considered as not participating in the vote.

5. Board of Directors shall count the votes and prepare a minute of vote counting at the presence and under supervision of the Board of Supervisors or the shareholders who do not hold a managerial position in the Bank. The vote counting minutes shall basically contain the following information:

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

   b. Purpose and issues on which the opinions are collected for the adoption;

   c. The number of shareholders participating the vote and their corresponding number of votes, indicating clearly the number of valid votes and that of invalid ones and the method of sending the written ballots, together with the appendix on the list of shareholders participating in the voting;

   d. Total number of votes in favor, votes against and abstentions on each issue;

   e. The adopted issue(s) and the respective ratio(s) of votes in favor thereof;

   f. Full names and signatures of the Chairperson of the Board of Directors, the legal representative of the Bank, the vote-counting supervisor(s) and the vote counter(s).

   The members of the Board of Directors, the vote-counting supervisor(s) and the vote counter(s) shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any losses arising from a resolution adopted due to untruthful or inaccurate counting of votes.

6. Minutes of vote-counting must be sent to shareholders within 15 (fifteen) days from the date of completion of counting of votes. The serving of the vote counting minutes may be replaced by posting on the website of the Bank.

7. Fulfilled written ballots, the minute of counting of votes, the full text of the resolutions which was passed and related documents enclosed to the written ballots must be archived at the head offices of the Bank.

8. Resolutions and Decisions which are passed by way of collecting written opinions of shareholders shall have the same validity as those passed at the General Meeting of Shareholders.

Article 32. Validity of the Resolutions and Decisions of the General Meeting of Shareholders

1. Resolutions and Decisions of the General Meeting of Shareholders shall be effective from the date of adoption or from the effective date specified therein.[88]

2. Within 15 (fifteen) days from the closing date of the meeting or from the date of completion of the vote counting, in case of collecting written opinions, all resolutions and decisions adopted by the General Meeting of Shareholders must be sent to the SBV.[89]

[88] Article 152 Law on Enterprise.
[89] Article 68 Law on Credit Institutions.

Article 33. Cancellation of resolutions and decisions of the General Meeting of Shareholders [90]

1. Within 90 (ninety) days from the date of receipt of the resolutions or decisions or minutes of the General Meeting of Shareholders or the minutes of the results of vote counting to collect the opinions of the General Meeting of Shareholders, shareholders or group of shareholders owning 05% (five percent) or more of the total number of ordinary shares shall have the right to request the Court or Arbitrator to consider and cancel the resolution or part of the resolution or decision of the General Meeting of Shareholders in the following circumstances:
   a. The order and procedures for convening the General Meeting of Shareholders and issuing resolutions or decisions seriously infringe the provisions of the Enterprise Law and this Charter, except for cases prescribed in 2 Article 28 of this Charter;
   b. Contents of the Resolution or Decision breach the law or this Charter.
2. Where a shareholder, a group of shareholders requests the Court or an arbitration to annulate a resolution or decision of the General Meeting of Shareholders as provided for in Clause 1 of this Article, such resolution will remain in effect until the decision on such annulation by the Court or Arbitration takes effect, except for the case of provisional urgent measures taken under the decision of the competent agency.

Chapter 8

GENERAL PROVISIONS APPLICABLE TO BOARD OF DIRECTORS, BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND SOME OTHER TITLES

Article 34. General duties

1. The Board of Directors is the administrative body of the Bank and shall have full authority to make decisions, exercise rights and obligations in the name of the Bank, except for issues falling within the authority of the General Meeting of Shareholders.[91]
2. The Board of Supervisors is the body supervising and evaluating the compliance of the Bank with legal regulations, internal regulations, this Charter and resolutions and decisions of the General Meeting of Shareholders, the Board of Directors; and shall be responsible to the General Meeting Shareholders for exercising the assigned duties and powers.[92]
3. The Chief Executive Officer is appointed by the Board of Directors. The Chief Executive Officer holds the highest executive power in the Bank and is responsible to the Board of Directors and the laws for the implementation of his/her rights and duties.[93]
4. The shortlist of nominees or appointees for members of the Board of Directors, Board of Supervisors, and Chief Executive Officer of the Bank shall be approved in writing by SBV before electing or appointing the positions. The elected and pointed members of the Board of Directors, Board of Supervisors, and Chief Executive Officer of the Bank must be from the list approved by SBV.[94]

[90] Article 151, Clause 3 Article 152 Law on Enterprise 2020.
[91] Clause 1 Article 50 Law on Credit Institutions; Clause 1 Article 153 Law on Enterprise.
[92] Clause 1 Article 51 and Clause 1 Article 52 Law on Credit Institutions.
[93] Clause 1 and 2 Article 55 Law on Credit Institutions.
[94] Clause 1 Article 44 Law on Credit Institutions and Circular No. 20/2025/TT-NHNN dated July 31, 2025 providing guidance on procedures and documentation for the approval of the proposed list of personnel of commercial banks, branches of foreign banks, and non-bank credit institutions (hereinafter referred to as "Circular 20/2025/TT-NHNN").

5. The Bank shall notify the SBV of the names of those elected and appointed to the Board of Directors, the Board of Supervisors, and the Chief Executive Officer within 10 days of the election and appointment[95].

6. The discharge and dismissal of members of the Board of Directors, Chief and members of the Board of Supervisors, and Chief Executive Officer of the Bank shall be conducted in accordance with the Law on Credit Institutions and reported to SBV within ten (10) days from the date on which decision on the removal and dismissal of such positions is approved.[96]

7. The Bank must establish an internal authorization and assignment mechanism within the Board of Directors, Board of Supervisors, Chief Executive Officer and execution units in compliance with the law in order to ensure the safety, effectiveness, and smoothness of the Bank's management and administration.

Article 35. Persons who are banned from holding position, concurrently holding different positions, eligibility criteria for being elected and appointed [97]

1. ***Cases of being unqualified to hold the positions [98]:***

   a. The following persons may not hold the positions as Chief Accountant, Director of Branch, and Chief Executive Officer (Director) of the Bank's subsidiaries:

      i. Juvenile persons, persons with difficulty in cognition and behavior control; persons whose civil capacity is limited or lost;

      ii. Those who are under criminal prosecution; serving criminal sentences; serving administrative sanctions at compulsory drug rehabilitation facilities or compulsory educational establishments; being prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs;

      iii. Convicts of serious crimes or ever more severe ones;

      iv. Persons who have been convicted of property ownership infringement and their criminal records have not been expunged;

      v. Officials, civil servants, public employees, managers at department level or higher in the enterprises of which the State owns from 50% of its charter capital, except for persons appointed to be authorized representatives to administer capital contribution of the State to the Bank, of enterprises in which the State owns from 50% of its charter capital to the Bank, or is nominated or appointed to involve in the management, administration and supervision of the Bank according to assignment requirements;

      vi. Officers, non-commissioned officers, professional soldiers, workers, and civil servants in agencies in units or organizations of the People's Army of Vietnam; professional officers, non-commissioned officers, police officers working in units or organizations of the People's Police of Vietnam; except for persons appointed to be authorized representatives to administer capital contribution of the State to the Bank, of enterprises in which the State owns from 50% of its charter capital to the Bank;

      vii. Other cases as prescribed by the laws.

[95] Clause 3 Article 44 Law on Credit Institutions.
[96] Clause 3 Article 46 Law on Credit Institutions.
[97] Article 41, 42, and 43 Law on Credit Institutions.
[98] Article 42 Law on Credit Institutions.

b. Parents, spouses, children and siblings of members of the Board of Directors, Chief Executive Officers and the spouses of these persons shall be prohibited to hold positions as Chief Accountant or Chief Financial Officer of the Bank.

c. The following persons are prohibited from being members of the Board of Directors, Board of Supervisors, Chief Executive Officers and holding equivalent titles of the Bank in accordance with provisions of this Charter:

   i. Those defined in Point a of this Clause;

   ii. Those prohibited to be managements and executives at enterprises/cooperatives in accordance with the legal regulations on government officers and legal regulations on anti-corruption;

   iii. Those who used to be owners of private enterprises, partners of partnerships, Chief Executive Officer (Director), members of the Boards of Directors, members of the Members' Council, supervisors, members of the Board of Supervisors of enterprises, members of the Board of Directors and Chief Executive Officer (Director) of cooperatives at the time the enterprises or cooperatives are declared bankrupt, except in cases of being nominated or appointed by the credit institution to involve in the management, administration and supervision of the enterprise or cooperative to be declared bankrupt according to assignment requirements;

   iv. Those who were once suspended from holding the title of Chairperson of the Board of Directors, members of the Board of Directors, Chairperson or members of the Members' Council, Chief Supervisor, members of the Board of Supervisors or Chief Executive Officer (Director) of credit institution under Article 47 of the Law on Credit Institutions or determined by a competent agency as having committed violations leading to the revocation of the credit institution's license;

   v. The related parties of the members of the Board of Directors, the Chief Executive Officer of the Bank, except for the case specified at Clause 4, Article 44 of this Charter;

   vi. Those who are held liable under an inspection conclusion whereby credit institutions, foreign bank branches are administratively sanctioned with the highest fine for acts in the currency and banking sector in breach of the regulations on licenses, management, administration, shares, stocks, capital contribution, purchase of shares, extension of credit, purchase of enterprise bonds and prudential ratios in accordance with the law on dealing with administrative breaches in the currency and banking sector.

2. ***Cases banned from concurrently holding different positions*** [99]***:***

a. The Chairperson of the Board of Directors of the Bank shall not be at the same time an executive, a member of the Board of Supervisors of the Bank and other credit institutions, or a management of another enterprise.

b. Members of the Bank's Board of Directors who are not independent members may not concurrently hold one of the following positions:

   i. Executives of the Bank, except the Chief Executive Officer of the Bank;

   ii. Management, executives of other credit institutions, management of other enterprises, except in cases where they are management or executives of the Bank's subsidiaries or

[99] Article 43 Law on Credit Institutions.

of the Bank's parent company or in cases where the Bank implements the approved mandatory transfer plan;

iii. Supervisors, members of the Board of Supervisors of other credit institutions or of other enterprises.

c. Independent members of the Bank's Board of Directors may not concurrently hold one of the following positions:

i. Executives of the Bank;

ii. Managements and executives of other credit institutions; management of 02 other enterprises;

iii. Supervisors, members of the Board of Supervisors of other credit institutions or of other enterprises.

d. A member of the Bank's Board of Supervisors is not allowed to concurrently hold one of the following positions, except for being a management, executive, or employee of the credit institution subject to a mandatory transfer in accordance with the approved mandatory transfer plan:

i. Management or Executives of the Bank, other credit institutions, other enterprises; employees of the Bank or its Subsidiaries;

ii. Employee of an enterprise where the member of the Bank's Board of Directors is concurrently the member of the Board of Directors, the executive or a major shareholder of that enterprise.

e. The Chief Executive Officer, the Deputy Chief Executive Officer or persons in equivalent positions of the Bank as prescribed under this Charter are not permitted to concurrently be a management, an executive, a supervisor, a member of the Board of Supervisors of other credit institution or enterprise, except in cases where the Deputy Chief Executive Officer and equivalent positions as prescribed under the Bank’s Charter are the managements or executives of the Bank's subsidiaries or of the Bank's parent company.

3. ***Qualifications and criteria for election and appointment:***[100]

a. Qualifications and criteria of members of Board of Directors:

i. Not belonging to the list of people specified in Point c, Clause 1 of this Article;

ii. Upholding professional ethics according to regulations of the Governor of the State Bank;

iii. Holding a university or post-graduate degree;

iv. Satisfying one of the following conditions: having at least 03 (three) years’ working experience as management or executive of a credit institution or having at least 05 (five) years’ experience as management or executive of an enterprise operating in the finance, banking, accounting, auditing sectors or of another enterprise with equity of at least equal to the legal capital level stipulated by law for commercial banks; or at least 5 years’ direct working experience in a finance, banking, accounting or auditing professional section.

v. For independent members of the Board of Directors: satisfy the criteria and conditions specified in this point and also those on independence as specified in Clause 4 of this Article.

[100] Article 41 Law on Credit Institutions.

b. Qualifications and criteria for members of the Board of Supervisors:

   i. Not belonging to the list of people specified in Point c, Clause 1 of this Article;

   ii. Not working in the accounting and finance department of the Bank; not being a member or employee of the auditing organization engaged to audit the financial statements of the Bank in the 03 (three) preceding years;[101]

   iii. Upholding professional ethics according to regulations of the Governor of the State Bank of Vietnam;

   iv. Holding a university or post-graduate degree in one of the majors of finance, banking, economics, business administration, law, accounting, auditing;

   v. Having worked for at least 03 (three) years directly in the sectors of finance, banking, accounting, auditing;

   vi. Not being a related party of the Bank's Management;

   vii. Not being a person in family relationship with the managements, person representing the capital of enterprise, person representing the State capital in the Bank;[102]

   viii. The member of the Board of Supervisors are not required to be the Bank's shareholders;[103]

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

c. Qualifications and criteria of the Chief Executive Officer:

   i. Not belonging to the list of people specified in Point c, Clause 1 of this Article;

   ii. Not being a person in family relationship with the managements, Board of Supervisors members of the Bank, person representing the capital of enterprise, person representing the State capital in the Bank;[104]

   iii. Upholding professional ethics according to regulations of the Governor of the State Bank of Vietnam;

   iv. Holding a university or post-graduate degree in one of the majors of finance, banking, economics, business administration, law, accounting, auditing;

   v. Satisfying one of the following conditions: Having worked for at least 05 (five) years as an executive of a credit institution, or for at least 05 (five) years as the Chief Executive Officer (Director) or Deputy Chief Executive Officer (Deputy Director) of an enterprise with equity of at least equals to the legal capital required for commercial banks and having worked for at least 05 (five) years directly in the financial, banking, accounting or auditing sectors, or having worked for at least 10 (ten) years directly in the financial, banking, accounting or auditing sectors;

   vi. Residing in Vietnam during his/her term of office.

[101] Clause 2 Article 286 Decree No. 155/2020/ND-CP.
[102] Clause 2 Article 169 Law on Enterprise.
[103] Clause 1 Article 286 Decree No. 155/2020/ND-CP, Clause 2 Article 4 Appendix IV Circular No. 116/2020/TT-BTC
[104] Point b Clause 5 Article 162 Law on Enterprise.

d. Qualifications and criteria for Deputy Chief Executive Officer, Chief Accountant, Branch Directors, Chief Executive Officer (Director) of Subsidiaries and equivalent titles in accordance with this Charter of the Bank:

   i. Not belonging to the list of people defined in Point a, Clause 1 this Article for Chief Accountant, Branch Directors, Chief Executive Officer (Director) of Subsidiaries; not belonging to the list of people defined in Point c, Clause 1 this Article for Deputy Chief Executive Officer;

   ii. Satisfy one of the following conditions: Holding a university or postgraduate degree in one of the majors of finance, banking, economics, business administration, law, accounting, auditing or other majors in the professional sector in which he or she will hold the position; or holding a university or post-graduate degree out of one of the above-mentioned majors and having at least 03 (three) years' experience working directly in the Banking, financial sector or in the professional sector in which he or she will hold the position;

   iii. Residing in Vietnam during his/her term of office;

   iv. The Chief Accountant must also satisfy the standards and conditions prescribed by law on accounting.

4. ***Qualifications and criteria for independent members of Board of Directors:***[105]

   a. Neither currently working for the Bank or its subsidiary nor working for the Bank or its subsidiary for 03 (three) preceding years;

   b. Not being paid salaries or regular remuneration of the Bank other than remuneration to which members of the Board of Director are entitled in accordance with regulations;

   c. Having no spouse, parent, child, sibling and spouses of these persons being major shareholders of the Bank, Managements or members of the Board of Supervisors of the Bank or its subsidiary;

   d. Not representing ownership of the Bank’s shares; together with his/her related parties neither directly nor indirectly owning 01% (one percent) or more of the charter capital or voting share capital of the Bank;

   e. Not being a Management or member of the Board of Supervisors of the Bank at any time in the 05 (five) preceding years.

Article 36. Provision and public disclosure of information [106]

1. Members of Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, Deputy Chief Executive Officers, and other equivalent management officers as prescribed in this Charter of the Bank shall be required to truthfully, accurately, completely and promptly provide to the Bank the following information in writing within 07 business days from the date of occurrence or change of information:

[105] Clause 2 Article 41 Law on Credit Institutions.
[106] Article 49 Law on Credit Institutions; Article 164 Law on Enterprise.

a. Name, enterprise code, head office address of any enterprise or economic organization in which such person and his/her related parties hold a capital contribution portion or shares of 05% (five percent) or more of the charter capital, including authorized and entrusted capital contributions and shares in the name of other individuals or organizations;

b. Name, enterprise code, head office address of any enterprise and economic organizations in which such person and his/her related parties are currently members of the Board of Directors, members of The Members' Council, supervisors, members of The Board of Supervisors, Chief Executive Officer (Director).

c. Information about related parties as individuals, including: full name; personal identification number; nationality, passport number, date of issue, place of issue in case of foreigners; relationship with the information;

d. Information about related parties as institutions, including: name, enterprise code, address of the head office, number of Enterprise Registration Certificate or equivalent legal papers; legal representative, relationship with such information provider.

2. Shareholders holding 01% or more of the charter capital of the Bank shall be required to honestly, accurately, completely and promptly provide to the Bank the following information in writing, within 07 business days from the date of occurrence or change of information:

   a. Full name; personal identification number; nationality, passport number, date of issue, place of issue in case of foreign shareholders; Number of Enterprise Registration Certificate or equivalent legal documents of the corporate shareholder; date of issue and place of issue of those documents;

   b. Information about related parties as prescribed at Points c and d, Clause 1 of this Article;

   c. Number and percentage of shares in the Bank;

   d. Number and percentage of shares held by his/her related parties in the Bank.

   For the information at Points c and d of this Clause, shareholders are only required to provide information to the Bank when there is a change in the percentage of his/her shares, the percentage of shares held by such person and his/her related parties from 01% or more of the charter capital of the Bank in comparison with the previous provision.

3. The Bank shall display and archive information prescribed in Clause 1 and Clause 2 of this Article at the head office of the Bank and shall send a written report to SBV within 07 business days from the date on which the Bank received the provided information.

4. The Bank shall be required to disclose the information prescribed in Points a, b, d of Clause 1 and Points a, c, d of Clause 2 of this Article on an annual basis to the General Meeting of Shareholders.

5. The Bank shall publicly disclose information about the names of individual and institution shareholders of 01% (one percent) or more of the charter capital of the Bank and the information prescribed at Points c and d, Clause 2 of this Article on the Bank's website within 07 business days from the date on which the Bank received the provided information.

6. Members of the Board of Directors and the Chief Executive Officer, whether acting in or on their own name or on behalf of others shall explain the nature and content of that work to the Board of Directors and the Board of Supervisors before engaging in any form of activity within the scope of the Bank's business operations. Such work can only be undertaken when approved by a majority of the remaining members of the Board of Directors. If he/she performs the work without prior declaration or without obtaining the approval of the Board of Directors, all income derived from that activity belongs to the Bank.[107]

Article 37. Remunerations, salaries, bonuses and other benefits of Bank Managements and Bank Executives, members of the Board of Supervisors

1. Remunerations, salaries, bonuses and other benefits of members of Board of Directors shall be decided by the Board of Directors, in the case of members of the Board of Supervisors, it shall be decided by the Board of Supervisors on the basis of the aggregate remunerations, salaries, bonuses and other benefits of the Board of Directors and the Board of Supervisors, which shall be considered and decided by the General Meeting of Shareholders; Salaries, bonuses and other benefits of the Chief Executive Officer shall be considered and decided by the Board of Directors in accordance with laws and this Charter.[108]
2. Salaries, remunerations, bonuses and other benefits of members of Board of Directors shall be prescribed in Article 47 of this Charter. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall be prescribed in Article 61 of this Charter.
3. The basis and method of determining remunerations, salaries and bonuses for Bank Managements, Bank Executives, and members of the Board of Supervisors shall be implemented according to policies of HDBank in each period and decided by the General Meeting of Shareholders or the Board of Directors (depending on the authority).

Article 38. Automatic loss of the title [109]

1. Title as a member of members of Board of Directors, members of Board of Supervisors and Chief Executive Officer shall automatically be lost in the following cases:
    a. Of cases in which people are not permitted to hold positions prescribed at Clause 1, Article 35 of this Charter;
    b. The representative of the capital contribution of an corporate shareholder of the Bank when that organization is dissolved;
    c. No longer be the authorized representative of the capital contribution of an corporate shareholder;
    d. Deportation from the territory of the Socialist Republic of Vietnam;
    e. Revocation of Establishment and Operation License of the Bank;
    f. Expiry of labor contract with Chief Executive Officer;
    g. Deceased.

[107] Clause 5 Article 164 Law on Enterprise; Clause 3 Article 20, Appendix III, Circular No. 116/2020/TT-BTC.
[108] Point đ, Clause 3 Article 67 Law on Credit Institutions; Point k, Clause 2 Article 138, Point i Clause 2 Article 153, Point c Clause 2 Article 163 and Clause 1 Article 172 Law on Enterprise.
[109] Article 45 Law on Credit Institutions.

2. Within 05 (five) after finding out automatic loss of title as specified in Points a, b, c, d, f and g, Clause 1 this Article, Board of Directors of the Bank shall send a report enclosed with evidence documents to SBV and take responsibility for the accuracy and truthfulness of this report before the law. At the same time, the Board of Directors shall perform the procedures to nominate and appoint replacement for vacant position in accordance with legal regulations.
3. Members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer of the Bank must be individually responsible for his/her decisions during his/her office term.

Article 39. Discharge and dismissal [110]

1. Chairperson or other members of the Board of Directors, Head or other members of the Board of Supervisors, the Chief Executive Officer of the Bank shall be discharged, dismissed from office in the following cases:
    a. Discharge when resignation letter tendered (specifying reasons for resignation) to the Board of Directors, the Board of Supervisors of the Bank;
    b. Dismissal for failure to meet the criteria, and conditions specified at Clause 3, Article 35 of this Charter;
    c. Dismissal when independent members of the Board of Directors fail to meet the provisions at Point c, Clause 2 and Clause 4, Article 35 of this Charter;
    d. Dismissal for failure to complete assigned tasks and works, repeatedly violating, or seriously violating his/her own obligations as prescribed in this Charter and relevant laws;
    e. Dismissal for failure to engage in activities of the Board of Directors (for members of the Board of Directors), the Board of Supervisors (for members of the Board of Supervisors) in 06 (six) consecutive months, except in force majeure circumstances;
    f. Dismissal for accusation by government authorities of serious violations of regulations specified in Article 35, Article 36 and Article 41 of this Charter;
    g. Discharge/dismissal for decision so found necessary by the authority entitled to such election and appointment;
    h. Other cases as prescribed in laws (if any) or in the resolution/decision of the General Meeting of Shareholders or the Board of Directors (depending on authority).
2. In case the Chairperson of the Board of Directors is dismissed, discharged from office, or loses his/her title as a member of the Board of Directors, the remaining members of the Board of Directors shall elect one of them to temporarily take over the position of Chairperson of the Board of Directors within a maximum period of 10 (ten) days from the date of the above event.[111]
3. Chairperson or other members of the Board of Directors, Chief or other members of the Board of Supervisors, and the Chief Executive Officer of the Bank must be individually responsible for his/her decisions during his/her office term.

[110] Article 46 Law on Credit Institutions; Article 160, Article 174 Law on Enterprise.
[111] Clause 4 Article 29, Appendix I and Clause 4 Article 7, Appendix III, Circular No. 116/2020/TT-BTC.

4. Within 10 (ten) days from the date of approval of the decision on dismissal or discharge as specified in Clause 1 of this Article, the Board of Directors of the Bank shall issue a written notice with relevant papers to SBV and take responsibility for the accuracy and truthfulness of this report. Meanwhile, the Board of Directors shall perform the procedures to elect and appoint replacement for those vacancies in accordance with legal regulations.

Article 40. Suspension and temporary suspension [112]

1. In case the Bank is subjected to special control, the Special Control Board established by SBV has the right to suspend or temporarily suspend performance of rights and obligations of the Chairperson and Members of Board of Directors, Chief and members of Board of Supervisors, Executives of the Bank, if it is deemed necessary.
2. In case Chairperson or other members of Board of Directors, Chief or other members of the Board of Supervisors, Executives of the Bank violate Clause 2, Article 35 and Clause 11, Article 41 of this Charter or legal regulations and this Charter when performing their rights and assigned obligations or fail to adapt with the standards and regulations prescribed at Clause 3, Article 35 and Clause 4, Article 35 of this Charter, SBV has the right to suspend or temporarily suspend these persons from their powers and duties; and may request the competent body of the Bank to discharge, dismiss, elect, appoint or name a substitute if it is deemed necessary.
3. Chairperson and members of Board of Directors, Chief and members of Board of Supervisors, Executives of the Bank may be suspended or temporarily suspended from their powers and duties according to the decision of law enforcement bodies.
4. A person who is suspended or temporarily suspended from his/her powers, duties under this Article shall be responsible to remedy problems and violations related to his/her own responsibilities as requested by SBV, Board of Directors, and Board of Supervisors of the Bank or the Special Control Board.

Chapter 9

OBLIGATIONS OF BANK MANAGEMENTS AND AVOIDANCE OF CONFLICTS OF INTEREST

Article 41. Rights and obligations of The Bank Management, The Bank Executives [113]

1. To comply with the law, this Charter, and resolutions and decisions of the General Meeting of Shareholders.
2. To carry out rights and obligations entrusted with honesty, diligence, for the benefit of the Bank and its shareholders.
3. Not to utilize the information, secrets, business opportunities of the Bank, abuse the position, title, and assets of the Bank for personal gain or to serve the interests of other organizations, individuals, causing harm to the interests of the Bank and its shareholders.
4. To be responsible for complying with the restrictive regulations to ensure safety in the Banking operations of the Bank in accordance with the provisions of the Law on Credit Institutions.

[112] Article 47 Law on Credit Institutions.
[113] Article 48 Law on Credit Institutions.

5. To keep dossiers and records of the Bank in order to provide statistics for the Bank to manage, administer and control its activities and for SBV's inspection, supervision and examination.
6. To have a thorough knowledge of various types of risks in the operation of the Bank.
7. To promptly, precisely and fully notify the Bank of his or her interests in other organizations or transactions with other organizations and individuals which may conflict with the interests of the Bank, and to participate in such transactions only upon consent from the Board of Directors.
8. Not to facilitate the extension of loan or other banking services by the Bank to himself or herself or his/her related party on such conditions which are more preferential or favorable than the normal conditions stipulated by the Bank.
9. Not to illegally compete with the Bank or create favorable conditions for any third party against the interests of the Bank.
10. Not to be entitled to an increase in salary, remuneration, bonuses for Bank Managements, Executives of the Bank when the Bank suffers losses.
11. Within the scope of the assigned rights and obligations, to be responsible for executing written requests of SBV for the contents under the jurisdiction of the SBV. To implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, and decisions on inspection and handling.
12. Other rights and obligations stipulated by the law and this Charter.

Article 42. Avoidance of conflicts of interests and transactions with related party

1. Other contracts or transactions between the Bank and the following subjects: (i) Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, Major shareholders; (ii) related party of Managements, members of the Board of Supervisors, Major shareholders; (iii) Subsidiaries, Affiliated of the Bank which do not fall within the scope of prohibited contracts or transactions according to the Law on Credit Institutions and its guidance documents, shall be signed when complies with the following conditions:
    a. Other contracts or transactions of which value is at least 20% (twenty percent) of the Charter capital as recorded in its most recent audited financial statements shall be approved by the General Meeting of Shareholders before being signed or entered, except for other contracts or transactions prescribed at point b of this Clause. In this case, the Representative of the Bank signing the contracts, transactions shall notify the Board of Directors and the Board of Supervisors of the related party's contracts, transactions and send the drafted contract or the notification specified the main contents of the transaction. The Board of Directors shall submit the drafted contracts or transaction, clarify the main matters of the contract or transaction at the General Meeting of Shareholders, or when collecting the opinions of shareholders in writing. In this case, the relevant shareholders are not entitled to vote.[114]

[114] Point r Clause 3 Article 67 Law on Credit Institutions; Clause 4 Article 167 Law on Enterprise .

b. Other contracts or transactions of which value is at least 20% (twenty percent) of the Charter capital as recorded in its most recent audited financial statements that arise in the event that the Bank is implementing a compulsory transfer plan or other contracts or transactions of which value is less than 20% (twenty percent) of the Charter capital as recorded in its most recent audited financial statements shall be approved by the Board of Directors before being signed or entered. In this case, the Representative of the Bank who signs the contract, transaction shall notify members of the Board of Directors and members of the Board of Supervisors of the related parties' contracts, transactions and send the drafted 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 receipt of the notification. In this case, the relevant shareholders are not entitled to vote.[115]

2. Where a contract is entered into without approval by the General Meeting of Shareholders or the Board of Directors as prescribed in clause Article 42 of this Article, such contract shall be invalid in accordance with the court decision and be handled in accordance with laws. The person signing the contract or transaction, the involved shareholders, the members of the Board of Directors, or the Chief Executive Officer shall jointly compensate for losses and return to the Bank the benefits derived from implementing the contract or transaction.[116]

3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other Bank Managements shall notify the Board of Directors and the Board of Supervisors in writing of transactions between them and the Bank, the Bank's subsidiaries, and other companies in which the Bank holds more than 50% of the charter capital, or with related parties of that entity in accordance with the provisions of laws.[117]

4. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other Bank Managements and their Related party: (i) shall only use information obtained by their position to serve the interests of the Bank; (ii) shall not use or disclose confidential information to others to implement related transactions.[118]

Article 43. Liability and compensation

1. ***Liability:***

   Members of Board of Directors, member of Board of Supervisors, the Chief Executive Officer, and other executives must comply with prevailing laws and regulations, this Charter and internal regulations of the Bank when performing their duties and shall be liable for any loss and damage to the Bank caused by any of their breach.

2. ***Compensation:***

   The Bank shall compensate for all reasonable expenses related to any claim, legal proceeding related to the assigned tasks of the Bank's managements, officers and employees, who must participate therein, in which these persons shall act honestly, cautiously, diligently for the benefit and not contradict the interests of the Bank; have strictly complied with the regulations of the law, this Charter and internal regulations of the Bank. The Bank may purchase and maintain insurance for these persons for such liabilities.

[115] Clause 9 Article 70 Law on Credit Institutions; Clause 2 Article 167 Law on Enterprise.
[116] Clause 5 Article 167 Law on Enterprise.
[117] Clause 3 Article 291 Decree No. 155/2020/ND-CP.
[118] Clause 2 and 5 Article 291 Decree No. 155/2020/ND-CP.

Chapter 10

THE BOARD OF DIRECTORS [119]

Article 44. Composition and term

1. General Meeting of Shareholders elects, discharges, dismisses members of Board of Directors under regulation of this Charter.
2. The Board of Directors shall have at least 05 (five) members and not more than 11 (eleven) members including at least two (02) independent members of the Board of Directors. At least 2/3 (two-thirds) of the members of the Board of Directors shall be independent members and members who are not Executives of the Bank[120].
3. The Chairperson of the Board of Directors shall be elected, dismissed, and discharged by the Board of Directors from among its members on majority basis. The Chairperson may be an independent member of the Board of Directors but shall not concurrently hold the Chief Executive Officer title.[121]
4. An individual and his/her related person or representatives of capital contribution of an organization shareholder and their related party may participate in the Board of Directors but shall not be more than 02 (two) members of the Board of Directors of the Bank, except for the representatives of the State's capital contribution or the recipient of a compulsory transfer[122].
5. The term of the Board of Directors shall not exceed 05 (five) years. The term of a member of the Board of Directors shall be in accordance with the term of the Board of Directors. The term of additional or replaced members shall be the remaining term of the Board of Directors. The previous term Board of Directors shall operate until the new term Board of Directors takes over its work[123].
6. Appointment, dismissal, discharge and resignation of Chairperson and members of Board of Directors shall comply with prevailing regulations and this Charter. Process, procedures and dossiers of application for SBV's approval of the proposed election, appointment, removal, dismissal of Chairperson and members of Board of Directors shall comply with SBV's regulations.[124]
7. During the period of the Bank's listed shares, the appointment, dismissal, removal, and resignation of members of the Board of Directors shall be publicly disclosed in accordance with the regulations of securities laws and the stock market.
8. Where foreign shareholders (including Vietnamese residing overseas) have seats in the Board of Directors, additional conditions below must be satisfied:
   a. The ratio of foreign shareholders or their representatives' capital contribution participating in the Board of Directors shall correspond to the ratio of foreign shareholders' capital contribution in the Bank;

[119] Article 69 to Article 72 Law on Credit Institutions; Article 154 to Article 160 and Article 163 Law on Enterprise.
[120] Clause 1 Article 69 Law on Credit Institutions.
[121] Clause 1 and 2 Article 156 Law on Enterprise; Clause 2 Article 29, Appendix I, Circular No. 116/2020/TT-BTC.
[122] Clause 3 Article 69 Law on Credit Institutions.
[123] Clause 2 Article 69 Law on Credit Institutions.
[124] Circular No. 20/2025/TT-NHNN.

b. Foreign shareholders or their representatives do not concurrently hold membership of the Board of Directors in more than 02 (two) credit institutions in Vietnam;

c. Foreign shareholders or their representatives are not allowed to hold the position of Chairperson of the Board of Directors of the Bank.

Article 45. Authorities and duties of the Board of Directors

1. To be responsible to the General Meeting of Shareholders and shareholders for the implementation of their assigned duties and operations of the Bank.[125]
2. To treat all shareholders equally and respect the benefits of parties who have benefits related to the Bank.[126]
3. To ensure that the operations of the Bank comply with the provisions of laws, the Charter, and the internal regulations of the Bank.[127]
4. To submit to the General Meeting of Shareholders for decision and approval of matters within its tasks and authority of the General Meeting of Shareholders as prescribed at Clause 3, Article 26 of this Charter. To submit audited financial statements, and management reports of the Bank to the General Meeting of Shareholders.[128]
5. To decide on the Bank's strategy, medium-term development plan and annual business plan of the Bank.[129]
6. To decide on market development, marketing and technology solutions.[130]
7. To approve the annual business plan, annual plan on budget, construction and asset purchase plan, labor and salary.
8. To define operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders.
9. To make decisions on the establishment of branches, representative offices, business units.[131]
10. To elect, dismiss and discharge the Chairperson of the Board of Directors[132]; to appoint the person in charge of the bank governance[133]; to appoint, discharge, discipline, suspend and decide on salaries and other benefits for Chief Executive Officer, Deputy Chief Executive Officers and other Executives of the Bank within its authority under the internal regulations of Board of Directors[134].

[125] Clause 1 Article 278 Decree No. 155/2020/ND-CP.
[126] Clause 2 Article 278 Decree No. 155/2020/ND-CP.
[127] Clause 3 Article 278 Decree No. 155/2020/ND-CP.
[128] Clause 2 Article 70 Law on Credit Institutions; Article 280 Decree No. 155/2020/ND-CP; Point c Clause 3 Article 139 Law on Enterprise; Clause 3 Article 27, Appendix I, Circular No. 116/2020/TT-BTC.
[129] Point a Clause 2 Article 11, Appendix III, Circular No. 116/2020/TT-BTC.
[130] Point g Clause 2 Article 11, Appendix III, Circular No. 116/2020/TT-BTC.
[131] Clause 3 Article 70 Law on Credit Institutions.
[132] Point i Clause 2 Article 153 Law on Enterprise; Point i Clause 2 Article 11 Appendix III Circular No. 116/2020/TT-BTC.
[133] Clause 7 Article 278 Decree No. 155/2020/ND-CP.
[134] Clause 4 Article 70 Law on Credit Institutions.

11. To organize training and coaching course on internal governance and necessary skills for members of the Board of Directors, the Chief Executive Officer, Person in charge of corporate governance of the Bank and other Managements.[135]
12. To approve on plan of capital contributing, purchasing, or selling shares, capital of the Bank at other enterprises or credit institutions in which the value of the capital contribution, estimated purchase price, or book value in case of selling shares or capital is less than 20% (twenty percent) of the Charter capital of the Bank as recorded in the most recent audited financial statements.[136]
13. To appoint representatives of the capital contribution portion of the Bank in other enterprises and credit institutions[137]. To assign personnel to participate in the management, executive, and supervisory bodies of Subsidiaries and Affiliates of the Bank.
14. To approve decisions on investment, purchase, and sale of fixed assets of the Bank of which the value of the investment, estimated purchase price, or net value in case of selling fixed assets is from 10% to less than 20% of the Charter capital as recorded in the most recent audited financial statements[138].
15. To make decisions on credit granting prescribed at clause 7 Article 136 of the Law on Credit Institutions and approve to grant credit to the subjects prescribed at clause 1 Article 135 of the Law on Credit Institutions, except for transactions under authority of the General Meeting of Shareholders prescribed under this Charter and relevant laws.[139]
16. To make decisions on other contracts, transactions of the Bank with the subjects specified in clause 1 Article 42 of this Charter of which value is equal to or more than 20% (twenty percent) of the Charter capital as recorded in its most recent audited financial statements in when the Bank is implementing a compulsory transfer plan or other contracts or transactions with the value of less than 20% (twenty percent) of the Charter capital as recorded in its most recent audited financial statements. In this case, the relevant members are not entitled to vote[140].
17. To approve other contracts, transactions of which value is equal to or more than 10% of the Charter capital of the Bank as recorded in its most recent audited financial statements[141].
18. To establish and use funds, to declare and pay dividends in accordance with the resolution/decision of the General Meeting of Shareholders.
19. To monitor and prevent conflicts of interest among members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other Bank Managements, including the misuse of the Bank's assets and abuse transactions with related parties. [142]

[135] Clause 8 Article 278 Decree No. 155/2020/ND-CP.
[136] Clause 6 Article 70 Law on Credit Institutions.
[137] Clause 5 Article 70 Law on Credit Institutions
[138] Clause 7 Article 70 Law on Credit Institutions.
[139] Clause 8 Article 70, Clause 1 and Clause 3 Article 135 Law on Credit Institutions.
[140] Clause 9 Article 70 Law on Credit Institutions.
[141] Clause 10 Article 70 Law on Credit Institutions.
[142] Clause 5 Article 278 Decree No. 155/2020/ND-CP.

20. To examine, supervise and direct the Chief Executive Officer and other Bank Managements in exercising their assigned tasks and managing daily business operations of the Bank; to annually evaluate the work performance of the Chief Executive Officer[143].

21. To supervise the credit approval in several circumstances pursuant to HDBank's regulations from time to time.[144]

22. To issue financial policies and internal regulations relating to the organization, administration and operation of the Bank in accordance with this Charter and the relevant laws, except for issues falling within the power of the Board of Supervisors or the General Meeting of Shareholders. To develop Policy on organization and operation of the Board of Directors, and the Policy on internal governance of the Bank and submit to the General Meeting of Shareholders for approval.[145]

23. To make decisions on the risk management policy and supervise the implementation of measures for prevention of risks of the Bank.[146]

24. To examine and approve annual reports.[147]

25. To make decisions on offering new shares for sale from the number of shares approved to be offered.[148] To make decisions to raise capital in other methods, except cases subject to the authority of the General Meeting of Shareholders and the Chief Executive Officer.[149]

26. To decide on offer prices of shares and convertible bonds of the Bank according to the issuance plan approved by the General Meeting of Shareholders.[150]

27. To approve bond issuance plan of the Bank, except the issuance plan for convertible bonds and bonds with warrants which fall under the approval authority of the General Meeting of Shareholders.

28. To redeem the Bank's shares according to the redemption resolution/decision adopted by the General Meeting of Shareholders in accordance with this Charter and relevant laws.

29. To make decisions on the redemption of the Bank's shares in accordance with the approved plan.[151]

30. To make decisions on investment plans and investment projects within the authority and the limitation in accordance with laws.[152]

31. To propose types of shares and total number of shares issued for each type.[153]

---

[143] Clause 11 Article 70 Law on Credit Institutions; Point k Clause 2 Article 27 Appendix I and Point k Clause 2 Article 11, Appendix III , Circular No. 116/2020/TT-BTC.
[144] Point b, Clause 1, Article 4 of Circular No. 22/2019/TT-NHNN dated November 15, 2019, stipulating limits and ratios to ensure safety in the operations of banks and foreign bank branches, and amendments, supplements (hereinafter referred to as "Circular No. 22/2019/TT-NHNN").
[145] Clause 12 Article 70 Law on Credit Institutions; Article 37 Decree 135/2025/ND-CP; Clause 4 and Clause 6 Article 278 Decree No. 155/2020/ND-CP.
[146] Clause 13 Article 70 Law on Credit Institutions.
[147] Clause 14 Article 70 Law on Credit Institutions.
[148] Clause 15 Article 70 Law on Credit Institutions.
[149] Point c Clause 2 Article 11, Appendix III, Circular No. 116/2020/TT-BTC.
[150] Clause 16 Article 70 Law on Credit Institutions; Point d Clause 2 Article 11, Appendix III, Circular No. 116/2020/TT-BTC.
[151] Clause 17 Article 70 Law on Credit Institutions.
[152] Point e Clause 2 Article 27 Appendix I and Point e Clause 2 Article 11, Appendix III , Circular No. 116/2020/TT-BTC.
[153] Point b Clause 2 Article 11, Appendix III, Circular No. 116/2020/TT-BTC.

32. To propose to re-organize or dissolute or request to file for the Bank's bankruptcy. Approve and implement issues related to restructuring plan of credit institutions with handling bad debts pursuant to applicable law and the SBV.
33. To make decisions on issues under the owner authority in the Bank's subsidiaries, decide the organization structure of the Bank's Subsidiaries.
34. To make decisions on the movement of assets among internal units of the Bank or among Subsidiaries and Affiliates of the Bank.
35. To propose a plan of profit distribution, dividend payment ratio; to make decisions on the tenure and procedure to pay dividends or the settlement losses in the course of business.[154] To decide the dividend payment in advance pursuant to business result and the latest financial statement of the Bank, ensure the compliance with dividend payment requirements pursuant to the applicable law. To pay dividends to shareholders in accordance with the legal regulations after approval by the Annual General Meeting of Shareholders.[155]
36. To prepare relevant agenda and documents to seek approval from the General Meeting of Shareholders on matters within its authorities, except for those falling under the authorities and duties of the Board of Supervisors.[156]
37. To approve on operation programs and plans of the Board of Directors; agenda, contents and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions of shareholders in order to ratify resolutions, decisions of the General Meeting of Shareholders.[157]
38. To implement and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and Board of Directors. [158]
39. To establish professional committees and/or other assisting units of the Board of Directors to propose, advise, and assist the Board of Directors to perform its duties and authorities in accordance with the laws and this Charter. The Board of Directors shall decide on the establishment, dissolution, and specific regulations on the organizational structure, functions, duties, powers and operating mechanisms of such professional committees and/or assisting units.[159]
40. To coordinate with the Internal Audit Department during internal audit process on the supervision of senior management of the Board of Directors: To perform requests of the Board of Supervisors to the Board of Directors in the internal audit report (if any) and notify the Board of Supervisors of the results of implementation of these requests.[160]
41. To timely notify SBV of information that has adverse effects on the title of members of the Board of Directors, Board of Supervisors, and Chief Executive Officer.[161]

[154] Clause 18 Article 70 Law on Credit Institutions.
[155] Clause 10 Article 278 Decree No. 155/2020/ND-CP
[156] Clause 19 Article 70 Law on Credit Institutions.
[157] Clause 20 Article 70 Law on Credit Institutions; Point m Clause 2 Article 11, Appendix III, Circular No. 116/2020/TT-BTC.
[158] Clause 21 Article 70 Law on Credit Institutions.
[159] Clause 4 and 5 Article 50 Law on Credit Institutions; Article 14, Appendix III, Circular No. 116/2020/TT-BTC.
[160] Clause 2 Article 65 Circular No. 13/2018/TT-NHNN.
[161] Clause 22 Article 70 Law on Credit Institutions.

42. To deal with the Bank's complaints against its Executives as well as to select the Bank's representatives to solve issues related to the legal procedures for such Executives.
43. To decide the compensation amount and the delegation of authority on deciding the compensation amount that the party causing the asset loss is responsible for compensating the Bank in accordance with legal regulations.[162]
44. To develop, update, revise, adopt and submit to SBV the expected remedial plan in case the Bank is early intervented in accordance with legal regulations.
45. To decide on the transfer/sale of capital contributions/shares of the Bank's Subsidiaries, Affiliates; Decide on the acquisition, division, separation, merger, consolidation, conversion of legal form, dissolution or filing bankruptcy procedures of the Bank's Subsidiaries and Affiliates in accordance with the provisions of law, State Bank and Securities Commission.
46. Consider and decide on the off-balance sheet debts which have been used provisions to handle risks provided that complying with all conditions according to the law and the Bank's internal regulations.
47. To organize the monitoring, management of the Bank's shareholders.
48. To manage and use the Bank's seal to perform their duties and powers in accordance with the Policy on the management and usage of the Bank's seal. [163]
49. Other duties and authorities as authorized, assigned and delegated according to the Resolutions of the General Meeting of Shareholders and the Bank's Charter and legal regulations (if any).

Unless otherwise provided by law and the Charter, the Board of Directors may authorize the Bank's Executives or subordinate employees to implement, handle one or more specific tasks to implement certain issues approved by the Board of Directors.

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

1. ***Chairperson of Board of Directors has the following rights and obligations[164]:***
   a. To establish operation programs and plans of the Board of Directors; to take responsibilities to implement their rights and obligations;
   b. To convene and chair meetings of the Board of Director;
   c. To sign documents on behalf of the Board of Directors which is under its authority.
   d. To organize on approving resolutions and decisions of the Board of Directors;
   e. To supervise and organize the supervision of the implementation of resolutions and decisions of Board of Directors;
   f. To act as the chairperson of the General Meeting of Shareholders;
   g. To ensure that members of the Board of Directors shall receive complete, objective, accurate information and have sufficient time for discussing issues to be considered by the Board of Directors;

[162] Clause 1, Article 9, Decree 135/2025/ND-CP.
[163] Clause 3 Article 50 Law on Credit Institutions.
[164] Article 71 Law on Credit Institutions; Article 156 Law on Enterprise; Article 29 Appendix I and Article 7 Appendix III Circular No. 116/2020/TT-BTC.

h. To assign duties to members of the Board of Directors. The specific duty assignment to each member must be made in writing and signed by the Chairperson of the Board of Directors;

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

j. To evaluate, at least once per year, the working efficiency of each member and each specialized committee of the Board of Directors, and report the results of such evaluations to the General Meeting of Shareholders;

k. To authorize only one other member of the Board of Directors to exercise rights and obligations of the Chairperson of the Board of Directors during his/her absence or inability to perform his/her duties.

Where the Chairperson of the Board of Directors is completely unable to perform his/her duties, other remaining members of the Board shall elect one among the members to temporarily hold the Chairperson position based on the majority basis until a new decision is made by the Board of Directors.

l. Chairperson of Board of Directors shall have responsibility to ensure that the Board of Directors shall send annual financial statements, reports on the operation of the Bank, auditor reports and inspection reports of the Board of Directors to the shareholders at the General Meeting of Shareholders;

m. Chairperson of Board of Directors may be removed or dismissed in accordance with the decision of Board of Directors. In case the Chairperson of the Board resigns or is dismissed, Board of Directors must elect a substitute within 10 (ten) days;

n. Other rights and obligations in accordance with the law (if any).

2. ***Members of Board of Directors have the following rights and obligations[165]:***

a. Together with other members of the Board of Directors to administer the Bank in accordance with the law, Charter, policies, and internal regulations of the Bank.

b. To exercise rights, obligations as a member of the Board of Directors in compliance with the internal regulations of the Board of Directors and the assignment of the Chairperson of the Board of Directors in an honest, prudent manner for the benefit of the Bank and its shareholders; to promote the independence of independent member(s) of the Board of Directors in exercising their rights and obligations; to take responsibility for exercising their rights and obligations.

c. To study financial statements prepared by the independent auditor, to give comments or to request the management of the Bank, independent auditor and internal auditor to explain issues relating to such statements.

d. To elect, discharge and dismiss the Chairperson of Board of Directors in accordance with the Charter and the law.

e. To request the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors in accordance with the law and this Charter.

[165] Article 72 Law on Credit Institutions; Clause 5 and 6 Article 41 Law on Securities; Article 3 and Clause 1 Article 4 Appendix III, Circular No. 116/2020/TT-BTC.

f. To attend the meetings of the Board of Directors, to discuss and vote on all issues falling under the duties and powers of the Board of Directors in accordance with the law and this Charter, except for the case where voting is not allowed due to conflict of interests with such member. To be personally responsible before the General Meeting of Shareholders and the Board of Directors for his/her decision.

g. Not authorize others to attend the Board of Directors meeting to decide on the matters specified in Clauses 4, 10, 12, 14, 15, 16, 17, 22, 23, 24 and 34, Article 45 of this Charter.

h. To supervise the credit approval in several circumstances according to HDBank's internal regulations from time to time.

i. To implement the resolution and decisions of the General Meeting of Shareholders and the Board of Directors.

j. To give explanation on the performance of assigned tasks to General Meeting of Shareholders and Board of Directors upon request.

k. To promptly and fully report to the Board of Directors any remuneration received (if any) from Subsidiaries, Affiliates, and other organizations.

l. To report to the Board of Directors at the nearest meeting transactions between the Bank, its subsidiaries, and other companies of which the Bank hold more than 50% charter capital with members of the Board of Directors and their Related parties; transactions between the Bank and companies where members of the Board of Directors are founders or managements within the past 3 (three) years prior to the transaction[166].

m. Each Independent member of the Board of Directors is required prepare an evaluation report on the Board of Directors's activities.[167]

n. To disclose information when implementing transactions of the Bank's stock as required by the law on information disclosure in securities market.

o. Members of the Board of Directors shall disclose related interests and shall not use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.[168]

p. Other rights and obligations in accordance with the law.

Article 47. Remuneration, bonuses, and other benefits of Members of the Board of Directors [169]

1. Members of the Board of Directors who do not concurrently hold the Executive of the Bank and independent member of the Board of Directors title are entitled to be paid remuneration and bonuses. Members of the Board of Directors who hold concurrently the Executives of the Bank title are entitled to be paid salaries and bonuses. The total remuneration of members of the Board of Directors and the Operational Fund of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

2. Members of the Board of Directors shall be reimbursed for expenses for meals, accommodation, travel and other reasonable expenses which are incurred when they perform their assigned duties, including costs incurred when they attend the meeting of General Meeting of Shareholders, the meeting of the Board of Directors or Board of Directors' specialized committees.

---

[166] Point d Clause 2 Article 3 Appendix III, Circular No. 116/2020/TT-BTC
[167] Clause 3 Article 277 Decree No. 155/2020/ND-CP
[168] Point a Clause 6 Article 41 Law on Securities.
[169] Article 163 Law on Enterprise; Article 28, Appendix I, Circular No. 116/2020/TT-BTC.

3. Members of the Board of Directors act as executives or work at specialized subcommittees of Board of Directors or perform other tasks which are out of the scope of duties of Board of Directors may be paid a remuneration package in the form of a lump-sum payment of wages, salaries, commissions, percentages of profits or in other forms as decided by Board of Directors.
4. The remuneration of members of the Board of Directors shall be included in the business expenses of the Bank in accordance with the law on corporate income tax and shall be presented in a separate item in the annual financial statements of the Bank and shall be reported to the General Meeting of Shareholders at the annual meeting.

Article 48. Replacement of Members of the Board of Directors [170]

1. Members of the Board of Directors will naturally lose their title or be dismissed, discharged of their positions in accordance with the provisions of Article 38 and Article 39 of this Articles. The sequence, procedures, and documentation for requesting the SBV's approval of the proposed personnel for election as members of the Board of Directors shall be carried out in accordance with the regulations of the SBV. [171]
2. Within ten (10) days from the date the Chairperson of the Board of Directors automatically loses his/her capacity as a member of the Board of Directors, the members of the Board of Directors shall convene a Board of Directors meeting to elect one member of the Board of Directors (complying with the criteria and conditions according to the current regulations) to be the Chairperson of the Board of Directors.
3. In case of resignation, the Chairperson of the Board of Directors shall submit an application to the Board of Directors. Within ten (10) days from the receipt of such application, the Board of Directors shall convene a meeting to consider, determine and carry out the procedures to discharge, dismiss and elect the new Chairperson of the Board of Directors in accordance with current regulations and this Charter.
4. The member of the Board of Directors wishing to resign must submit an application or a written document to Board of Directors for submission to the General Meeting of Shareholders for decision.
5. In case the number of members of the Board of Directors is less than the minimum number as prescribed in clause 2 Article 44 of this Charter, then within ninety (90) days from the date of failure to comply with the required minimum number of members, the Bank shall proceed additional elections to ensure the required minimum number of members, except cases where the Bank is under special control.
6. In other cases, in the very next meeting of the General Meeting of Shareholders, new member(s) of the Board of Directors shall be elected for replacement of the member(s) who has been discharged or dismissed, or additional member(s) shall be added to ensure a sufficient number of members.
7. Persons elected to act as Chairperson and members of the Board of Directors are responsible for receiving and immediately taking up the work of the elected position. The removed or dismissed chairperson and members of the Board of Directors shall hand over the work to the newly elected Chairperson and members of the Board of Directors; and take individual responsibility for their decisions during their term of office.

[170] Article 50 Law on Credit Institutions; Article 160 Law on Enterprise; Article 29 Appendix I and Article 7 Appendix III Circular No. 116/2020/TT-BTC.
[171] Circular 20/2025/TT-NHNN.

Article 49. Meetings of the Board of Directors [172]

1. ***First Meeting:***

   In case the Board of Directors elects the Chairperson, the first meeting of the term of the Board of Directors to elect the Chairperson and make other decisions within its authority must be conducted within seven (07) business days from the date of completion of the election of the Board of Directors for that term.

   This meeting shall be convened and chaired by the member who holds the highest number of votes or the highest voting ratio. If two or more members gain the same highest number of votes, the elected members shall elect by a majority vote a person amongst them to convene the meeting.

2. ***Periodic Meetings:***

   Chairperson may convene a meeting at any time, but at least once a quarter. Chairperson of Board of Directors shall convene a meeting of Board of Directors, prepare agenda, time and venue of the meeting at least seven (07) business days before expected meeting date.

3. ***Extraordinary Meetings:***

   The Chairperson of the Board of Directors may convene extraordinary Board of Directors' meetings when deemed necessary to discuss and make decisions on issues subject to the authority of the Board of Directors.

   The Chairperson of the Board of Directors shall convene an extraordinary meeting, without delay if no reasonable reason occurs, when one of the following parties make a written request specified the purpose and issues to be discussed, and this matter is subject to the Board of Directors' authorities:

   a. Chief Executive Officer or at least 05 (five) other managements;
   b. At least 02 (two) members of the Board of Directors;
   c. Chairperson of the Board of Directors;
   d. Independent member(s) of the Board of Directors;
   e. The Board of Supervisors;
   f. The independent auditor who is auditing the Bank (related to the audited financial statements and financial position of the Bank);
   g. The State Bank of Vietnam.

4. The Chairperson and members of the Board of Directors authorized by the Chairperson must convene a meeting within 07 (seven) business days from the date of receipt of a request prescribed in Clause 3 of this Article. If the Chairperson or authorized person fails to convene a meeting, he/she shall be liable for damages caused to the Bank, except for the case where a meeting cannot be convened because of force majeure. In such case, the person making the request shall have the right to convene Board of Directors meeting, participating members of the Board of Directors shall vote to elect a chairperson of the meeting based on a majority vote, where the majority exceeds half of the total votes.

[172] Article 157 Law on Enterprise; Article 279 Decree No. 155/2020/ND-CP; and Article 30, Appendix I, Circular No. 116/2020/TT-BTC.

5. ***Announcement and agenda:***

   a. The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to attend the meeting at the latest 03 (three) days prior to the scheduled date of the meeting via postal mail, telephone, fax, email, or other means decided by the Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors. The notice of invitation must provide sufficient information about the agenda, the time and location of the meeting, issues to be discussed and decided. The notice of invitation must be accompanied by documents to be used at the meeting and voting slips for members of the Board of Directors.

      The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation together with the meeting materials to members of Board of Supervisors and Chief Executive Officer as well as members of the Board of Directors. Members of Board of Supervisors, Chief Executive Officers who are not members of the Board of Directors have right to attend in Board of Directors meeting and engage in the discussion but have no voting right.

   b. An invitation can be served via letter, telephone, fax, electronic mail, or other means decided by the Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors, and actions must be taken to ensure its arrival at the contact address of each member of the Board of Directors as registered with the Bank.

6. ***Quorum:***

   a. A meeting of the Board of Directors shall only be conducted in the presence of at least ¾ (three quarters) of the total members of the Board of Directors.

      Members of the Board of Directors shall fully attend all meetings of the Board of Directors. In case of absence, they shall (i) send a written notice to the Board of Directors and (ii) submit written ballots to the meeting or authorize another member of the Board of Directors to attend and vote.

      A member of the Board of Directors is considered attending a meeting as specified in Clause 10 of this Article.

   b. Where the number of attendees fails the quorum as specified in point a of this Clause, the meeting shall be reconvened for the second time no later than 07 (seven) days from the scheduled date for the first meeting. In such cases, the second meeting shall be conducted in the presence of more than ½ (half) of the total members of the Board of Directors. If the quorum fails after 02 (two) meeting conventions, the Chairperson of the Board of Directors shall convene an extraordinary General Meeting of Shareholders within the next thirty (30) days for shareholders to consider the membership of the Board of Directors.

7. ***Voting:***

   a. Members of the Board of Directors are not allowed to vote on contracts, transactions, or proposals in which the member and/or related persons of the member have a related interest;

   b. When any issues arise at a meeting of the Board of Directors regarding the level of interest of any member of the Board of Directors or regarding the voting right of any member which is not resolved by voluntary waiver by such member of his/her voting right, those issues shall be referred to the chairperson of the meeting whose decision in relation to other members of the Board of Directors shall be final, except where the nature or extent of the interest of the relevant member(s) of the Board of Directors has not been properly announced.

For the purpose of paragraph b above, members of the Board of Directors and/or related persons of such members benefiting (either directly or indirectly) from any contract signed by the Bank as a party shall be deemed to have substantial benefits in such contract;

c. In case of voting in writing, voting slips shall be kept in a sealed envelope and sent to the chairperson of the Board of Directors meeting at least 01 (one) hour prior to the scheduled opening time of the meeting. The voting slips shall be opened only in the presence of all participants in the meeting.

8. ***Disclosure of benefits:***

a. Prior to voting, any Member of the Board of Directors becoming aware of his/her connection, whether directly or indirectly, to a contract or agreement that has been or is expected to be entered with HDBank, shall disclose the related interests at the meeting of the Board of Directors for the Board's consideration of related interests or benefits in those contracts or agreements and decision on the voting rights of that member.

b. In case such interest has been awared after or in any other circumstances, the member shall disclose immediately to the Board of Directors after such awareness and this will be discussed at the first meeting of Board of Directors after the Board of Directors receive notice on connection between the member's related interests with any contract or agreement of which HDBank is a party in order to make appropriate decision.

9. ***Majority voting:***

The Board of Directors shall approve resolutions and decisions by following the approval of the majority (over 50%)of the attending members of the Board of Directors, including written ballots and proxy votes. In case the number of affirmative votes and negative votes are equal, the final decision shall be made in favor of the opinion supported by Chairperson of the Board of Directors; In case the Chairperson of the Board of Directors does not attend the meeting nor authorize to vote nor send a written ballot, the final decision shall be made in favor of the opinion supported by the Chairperson of the meeting.[173]

10. ***Attendance and voting:***

A member of the Board of Directors is considered attending and voting at a meeting in the following cases:[174]

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend the meeting and vote as prescribed in Clause **Error! Reference source not found.** of this Article;

c. Attending and voting through online conferences, electronic voting or other electronic means as decided by the Chairperson of the Board of Directors or the convener of the Board of Directors meeting;

d. Sending vote slips to the meeting by post, fax, or email;

e. Sending vote slips by other means in accordance with the law, organizational policies, and operation of the Board of Directors.

[173] Clause 12 Article 157 Law on Enterprise.
[174] Clause 9 Article 30 Appendix I Circular No. 116/2020/TT-BTC.

11. ***Meeting minutes of the Board of Directors***:

a. All meetings of Board of Directors shall be recorded in the book of minutes and must basically include the following information:

i. Name, head office address, enterprise code;

ii. Purposes, agenda and contents of the meeting;

iii. Time and venue of the meeting;

iv. Full name of each attending member or their authorized person, full name of every absent member and reason for such absence;

v. Issues to be discussed and voted on at the meeting;

vi. Summary of opinions of participating member in chronological order;

vii. Voting result, specifying the members that cast votes for, against, and abstention;

viii. Approved decisions and the respective ratio of affirmative votes;

ix. Full names and signatures of the chairperson, secretary unless the chairperson or the secretary refuses to sign the minutes.

b. Where the chairperson or the secretary refuses to sign the meeting minutes which, however, is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed from item (i) to item (viii) Point a of this Clause such minutes shall be valid. The minutes shall clearly state the reasons why the chairperson, the secretary refuse to sign on the minutes. The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson, the secretary shall take personally responsibility for the damages incurred by the Bank due to the rufusal to sign the meeting minutes pursuant to this Charter, the Enterprise Law and the relevant applicable law.

c. The Chairperson, secretary and signatories in the meeting minutes shall jointly be liable for the accuracy and truthfulness of the minutes of the Board of Directors meeting.

d. The content agreed upon by the majority of attending members and validly approved in the minutes of the Board of Directors meeting must be formulated into resolutions of the Board of Directors.[175] Minutes of Board of Directors meetings and documents used during the meetings shall be kept at the Bank’s head office.

e. Minutes of the Board of Directors meeting must be prepared in Vietnamese and may be in a foreign language, and both versions shall have equal legal validity. In case of any discrepancies between the two versions, the explanation shall be construed based on the Vietnamese version.

Article 50. Assisting units of the Board of Directors

1. ***Specialized committees:*** The Board of Directors may establish committees to advise and consult the Board of Director in performing its duties and powers, provided that at least Risk Management Committee and Human Resource Committee shall be established.[176] In addition, the Board of Directors may establish other specialized committees to assist the Board of Directors depending on work demands and governance requirements in each period in accordance with relevant laws.

[175] Clause 2 Article 279 Decree No. 155/2020/ND-CP.
[176] Clause 5 Article 50 Law on Credit Institutions; Clause 1 Article 9 Circular No. 13/2018/TT-NHNN.

The establishment, operation, composition, roles and key responsibilities of the specialized committees shall follow the Regulation on Organization and Operation of the Board of Directors. The Board of Directors shall define the duties and powers of these specialized committees in accordance with SBV's instructions (if any).

2. ***The Board Office:*** The Board of Directors has a specialized and assisting unit, which is the Board Office. The Board of Directors shall define the duties and functions of the Board Office[177].

3. ***Person in charge of Bank governance:*** The Board of Directors shall appoint at least one person in charge of Bank governance to assist the Bank's internal governance. The person in charge of the Bank governance shall not concurrently hold a position at the approved auditing firm which is auditing the Bank's financial statements. Authorities, duties and specific requirements for the person in charge of Bank governance are specified in the Regulations on Organization and Operation of the Board of Directors and Internal Regulations on Bank Governance[178].

Article 51. Authority and procedures for collecting written opinions of member of Board of Directors

1. The Chairperson decides on collecting written opinions of Board of Directors in writing regarding matters within the authority of the Board of Directors.

2. The secretary of Board of Directors shall prepare opinion collection form and necessary documents related to the issues on which the opinions are to be collected. Opinion collection form and attached documents must be sent by registered mail to address of every member of the Board of Directors.

3. The written opinion collection form must contain the following principal particulars:

   a. Purpose of collection of written opinions;

   b. Full name and contact address of every member of the Board of Directors;

   c. Issues on which opinions are being collected;

   d. Voting options comprising in favor, against, or abstention;

   e. The deadline by which the fully answered written opinion collection form must be returned to the Board of Directors Office;

   f. Full name and signature of the Chief/Deputy Chief of the Board Office.

4. Fully answered opinion collection forms must be signed by members of the Board of Directors and sent to the Board Office through the method specified in the opinion collection form.

5. The secretary of Board of Directors shall count the votes and prepare vote counting minutes in the presence of the Head of Board of Directors Office. Such a minute must cover the following major details:

   a. Name, head office address, number and date of issuance of the Establishment and Operational License, Enterprise Registration Certificate of the Bank;

   b. Purpose of collection of written opinions and the concerned issues;

[177] Clause 4 Article 50 Law on Credit Institutions.
[178] Article 281 Decree No. 155/2020/ND-CP and Article 32, Appendix I, Circular No. 116/2020/TT-BTC.

c. Total numbers of voting slips sent out, total numbers of voting slips returned, the number of valid votes and that of invalid votes. The minutes must include a list of the members of Board of Directors casting votes as an appendix;

d. Total number of votes in favor, votes against and abstentions on each issue;

e. Full names and signatures of the person in charge of vote counting and the supervisor.

6. The secretary of the Board of Directors responsible for collecting and counting written opinions of the Board of Directors and the supervisor of the vote counting shall be jointly held accountable for the truthfulness and accuracy of the vote counting minutes, and shall be jointly liable for any loss arising from a resolution adopted on the basis of untruthful or inaccurate counting of votes.

7. The vote counting minutes enclosed with approved resolutions or decisions of Board of Directors must be sent to the members of the Board of Directors within 15 (fifteen) days from the date the vote counting ends.

8. Written opinion collection forms which were fulfilled and returned, the vote counting minutes, the full text of the resolution or decision which was approved and related documents enclosed with the written opinion collection forms must be archived at the head office of the Bank.

9. A decision which is approved based upon collected written opinions of the members of the Board of Directors shall have the same validity as that of a decision approved by the Board of Directors in the meeting.

Chapter 11

CHIEF EXECUTIVE OFFICER

Article 52. Chief Executive Officer [179]

1. Chief Executive Officer is has the supreme highest executive authority of the Bank, shall be supervised by the Board of Directors and shall be responsible to the Board of Directors and the laws for overseeing the Bank's daily operation and the fulfillment of their assigned rights and obligations.

2. The Board of Directors shall appoint the Chief Executive Officer and enter into a labor contract which specifies salary, compensation, benefits, obligations and other terms for the Chief Executive Officer. The appointment, removaldischarge, dismissal and resignation of the Chief Executive Officer shall be implemented in accordance with the Law on Credit Institutions and relevant regulations of the SBV. Salaryies, compensations and benefits of the Chief Executive Officer must shall be reported to the General Meeting of Shareholders and recorded in the Annual Report of the Bank.

3. The term of office of Chief Executive Officer shall be determined by the Board of Directors, but not exceed 05 (five) years. The Chief Executive Officer may be re-appointed for an unlimited number of terms. The Chief Executive Officer must meet the criteria and conditions as prescribed by the laws and this Charter.

4. In case of the Chief Executive Officer title is vancant, the Board of Directors shall appoint a Chief Executive Officer within 90 (ninety) days from the date on which such vacancy occurs. 4. In case the Chief Executive Officer position is vacant, the Board of Directors shall appoint Chief Executive Officer within ninety (90) days from this vacancy.

[179] Article 55 Law on Credit Institutions 2024; Article 162 Law on Enterprises

5. The Chief Executive Officer shall be assisted by Deputy Chief Executive Officer(s), Chief Accountant, equivalent title holders, other Bank executives and other functional divisions. The Board of Directors specifies structure, function, duties of functional division assisting Chief Executive Officers.
6. The Deputy Chief Executive Officer(s) shall be in charge of and primarily manage specific areas of the Bank's operations as assigned, delegated by the Chief Executive Officer, and shall bear full responsibility to the law, the Board of Directors, and the Chief Executive Officer for the assigned, delegated areas.
7. The Chief Accountant shall assist the Chief Executive Officer in directing the implementation of accounting and statistic activities of the Bank and shall have the right and obligation as prescribed by law.

Article 53. Appointment, discharge and dismissal of the Chief Executive Officer and temporarily suspend the executive power of the Chief Executive Officer

1. The process, procedures, dossiers of application for change and approval for proposed personnel for election, appointment, discharge, dismissal from office of Chief Executive Officer shall comply with the State Bank's regulations.[180]
2. The Chief Executive Officer, once the appointment decision is made by the Board of Directors, is immediately responsible for the work of the newly appointed position; the former Chief Executive Officer shall be responsible for handing over the work to the new Chief Executive Officer and shall be personally responsible for the former's decisions during the former's term of office.
3. In cases Chief Executive Officer is identified by the competent State authorities as having signs of serious violation of law, the State Bank's regulations and this Charter, the Board of Directors may temporarily suspend the executive power of the Chief Executive Officer, designate concurrently a Deputy Chief Executive Officer to oversee the Bank's operations to ensure the Bank's stability and continuity, and report in writing proposing remedies for violations committed by the Chief Executive Officer to the SBV to be solved in accordance with legal regulations.
4. During the vacancy of the Chief Executive Officer position, Chairperson and members of the Board of Directors, Chief and members of Board of Supervisors shall be fully responsible to the laws and the shareholders for all activities of the Bank.
5. The Chief Executive Officer is responsible to the Board of Directors and General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.
6. The Board of Directors may dismiss the Chief Executive Officer when such dismissal is approved by the majority of Board Members having the right to vote in a Board of Directors' meeting and appoint the new Chief Executive Officer to replace the current Chief Executive Officer.

Article 54. Rights, obligations of the Chief Executive Officer [181]

1. To organize the implementation of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors. To organize the implementation of the Bank's business schedules and investment plans.[182]

---

[180] Circular 20/2025/TT-NHNN.
[181] Article 56 Law on Credit Institutions 2024; Article 162 Law on Enterprises
[182] Points b and c, Clause 3, Article 162 Law on Enterprises

2. To decide on matters related to the daily business activities of the Bank under his/her authority that do not fall within the authority of the Board of Directors
3. To establish and maintain and develop an efficient internal control system.
4. To prepare and submit financial statements to the Board of Directors for approval or for reporting to competent bodies for approval; to take responsibility for the accuracy and truthfulness of financial statements, statistical reports, finalized statistics and other financial information.
5. To issue internal regulations, professional processes and procedures in accordance with his/her authority to operate business administration and information reporting systems.
6. To report on the Bank's business activities and results to the Board of Directors, Board of Supervisors and General Meeting of Shareholders and competent state agencies.
7. To make decisions on measures exceeding his or her authority in cases of such events as act of gods, epidemic, fire or incidents and to be liable for such decisions, and then promptly report to the Board of Directors.
8. To recommend and propose to the Board of Directors or the General Meeting of Shareholders on the organizational and managment structure of the Bank for approval.
9. To request the Board of Directors to convene extraordinary meetings in accordance with this Charter.
10. To appoint, to dismiss, or to discharge managerial positions and executives in the Bank, except for the positions and executives falling within the power of the Board of Directors and the General Meeting of Shareholders.
11. To enter into contracts in the name of the Bank in accordance with the Bank's Charter and internal regulations.
12. To propose plans for use of profits and dealing with losses in business of the Bank.
13. To recruit employees and decide their salary and bonus in accordance with his/her authority (including the Bank management appointed within the authority of the Chief Executive Officer)
14. To decide on investments, purchasing and selling fixed asset and other contracts, transactions of the Bank of which value is less than 10% of the Bank's Charter capital recorded in the most recent audited financial statements, excluding other contracts and transactions are subject to the authority of the General Meeting of Shareholders and the Board of Directors in accordance with the laws and this Charter.
15. To perform other rights and obligations in accordance with the law, this Charter, internal rules of the Bank, decisions of the Board of Directors and labor contract signed with the Bank.

Chapter 12

THE BOARD OF SUPERVISORS

Article 55. Composition and term [183]

1. The Board of Supervisors shall comprise at least five (05) members, of which more than half of the members shall reside in Vietnam.

[183] Article 51 Law on Credit Institutions; Article 168 Law on Enterprise; Article 38 Appendix I and Article 6 Appendix IV Circular 116/2020/TT-BTC

2. Head of Board of Supervisors shall be elected by the Board of Supervisors among its members; the election, discharge and dismissal shall be made on majority basis.
3. Board of Supervisors has the assisting unit, the internal audit department to perform its duties.
4. The term of the Board of Supervisors shall not exceed five (05) years. The office term of members of the Board of Supervisors follows the term of the Board of Supervisors. The term of a supplemented or replaced member of the Board of Supervisors is the remaining term of the Board of Supervisors. The previous term Board of Supervisors shall operate until the new term Board of Supervisors takes over its work.
5. In case the number of members of the Board of Supervisors reduces less than the minimum number as prescribed in Clause 1 of this Article, within ninety (90) days from the date on which the required minimum number of members is not complied, the Bank shall elect additional members to ensure the required minimum number of members, except in cases where the Bank is under special control.

Article 56. Rights and duties of the Board of Supervisors [184]

1. The Board of Supervisors shall supervise and evaluate the adherence to the laws, internal regulations, Charter and resolutions, decisions of the General Meeting of Shareholders and the Board of Directors.
2. To supervise the Bank's governance and management in the compliance with the laws, internal regulations, this Charter and resolutions, decisions of the General Meeting of Shareholders and the Board of Directors; to be liable to the General Meeting of Shareholders in performing its assigned duties and powers in accordance with laws and this Charter.
3. To issue internal rules of the Board of Supervisors; to review internal rules, the important policies of accounting and reporting periodically and anually. To prepare Plicy on the operation of the Board of Supervisors and submit to the General Meeting of Shareholders for approval.
4. To appoint, remove, discipline and suspend positions within the internal audit department.
5. To perform internal audit function; to access to and be promptly provided with sufficient and accurate information and documents with respect to the administration, management and business operations of the Bank, entitled to use the Bank's resources in order to perform its assigned duties and powers; to engage experts, independent consultants and external entities to carry out its duties provided that they shall take responsibilities for performing the duties of the Board of Supervisors.
6. To oversee financial status, assess the completeness, legality and truthfulness of the business report, semi-annual and annual financial statements of the Bank, report specified the evaluation of Board of Director's management; and report to the General Meeting of Shareholders on the assessed results of these reports, assess the reasonability, legality, truthfulness and prudence in the accounting and statistical work, and the preparation of financial statements. The Board of Supervisors may consult the Board of Directors prior to submit the reports and proposals to the General Meeting of Shareholders.
7. To oversee the approval and implementation of investment projects, the purchasing and selling of fixed assets, contracts and other transactions of the Bank subject to the authority of the General Meeting of Shareholders and the Board of Directors. To prepare and submit supervision reports to the General Meeting of Shareholders and the Board of Directors on an annual basis.

[184] Clause 1 Article 51 and Article 52 Law on Credit Institutions; Article 170 Law on Enterprise; Article 288 Decree No. 155/2020/ND-CP; Article 39, Appendix I and Article 11 Appendix IV Circular No. 116/2020/TT-BTC.

8. To oversee the compliance with legal regulations on restrictions to ensure the safeness in the Bank’s operations.
9. To review contracts and transactions with related party under the approval authority of the Board of Directors or the General Meeting of Shareholders and to make recommendations on contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders. To review, examine and assess the effectiveness and efficiency of the Bank’s internal control, internal audit, risk management and early warning systems.
10. To inspect books of account, other documents and the administration, management of the Bank when deem necessary, or in one of the following cases:
    a. Pursuant to a resolution or decision of General Meeting of Shareholders;
    b. Upon request of SBV or a major shareholder or a group of major shareholders in accordance with the laws. The Board of Supervisors shall inspect within seven (07) business days from the receipt of the request. The Board of Supervisors shall, within fifteen (15) days as from the ending date of the inspection, submit an explanatory report on the issues under the required inspection to the requesting organizations or individuals.

    The inspection by the Board of Supervisors specified in this Clause shall not cause obstacles to the normal operations of the Board of Directors or disruption to the Bank’s business operations.
11. To ensure coordination with the Board of Directors, Chief Executive Officer and shareholders.
12. To promptly notify the General Meeting of Shareholders, the Board of Directors of any violations of laws, this Charter, the Bank’s internal regulations, resolutions and decisions of the General Meeting of Shareholders and the Board of Director from the Bank Managements, the Bank Executives; and request the offender to stop such violation and implement methods to remedy the consequences (if any).
13. To prepare the list of the founding shareholders within five (05) years from the date of becoming the founding shareholders, shareholders owning at least 1% of Charter capital and any related parties of the members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer of the Bank, and shareholders owning at least 1% of Charter Capital; to archive and update any changes of such list.
14. To request the Board of Directors to convene extraordinary meetings of the Board of Directors and General Meeting of Shareholders in accordance with provisions of the Law on Credit Institutions and this Charter.
15. To convene extraordinary General Meeting of Shareholders in case the Board of Directors makes any decision that seriously violates the Law on Credit Institutions or which is beyond its authorities and other cases according to this Charter.
16. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure to manage, oversee and manage the Bank’s business operations.
17. To attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors meetings and other meetings of the Bank.
18. To comply with the provisions of law, the Charter, regulations, internal regulations of the Bank and professional ethics in fulfilling its assigned rights and obligations.

19. To propose and advise the General Meeting of Shareholders to make decisions on selecting an auditing firm to conduct an audit of the Bank's operations when deemed necessary.
20. To promptly report to the SBV any violations of provisions specified in Clauses 8, 12 and 15 of this Article and violations of share ownership ratio, capital contribution, and related parties according to the Law on Credit Institutions.
21. To witness the Board of Directors organize the vote counting and prepare vote counting minutes if requested by the Board of Directors in case of collecting shareholders' written opinions to seek approval of General Meeting of Shareholders.
22. To report to the General Meeting of Shareholders as specified in Article 290 Decree 155/2020/ND-CP.
23. The Board of Supervisors is entitled to be provided information as specified in Article 171 Law on Enterprises.
24. Other rights and duties as specified in this Charter or by the laws.

Article 57. Rights and obligations of Head and members of Board of Supervisors

1. **Rights and obligations of the Head of Board of Supervisor:**[185]
   a. To arrange for the performance of duties and powers of the Board of Supervisors in accordance with this Charter and take responsibility for the implementation of his/her rights and obligations.
   b. To convene and chair meetings of the Board of Supervisors.
   c. To sign documents within the authority of the Board of Supervisors on behalf of such board.
   d. To convene extraordinary General Meeting of Shareholders in accordance with Clause 15 Article 56 of this Charter or request Board of Directors to hold extraordinary Board of Directors' meetings on behalf of Board of Supervisors.
   e. To attend the Board of Directors' meeting, raise opinions but not to vote.
   f. To request that his/her opinions will be recorded in the minutes of meeting of the Board of Directors if his/her opinion is different from resolutions or decisions of the Board of Directors and to report it to General Meeting of Shareholders.
   g. To prepare work plan and assign tasks to members of Board of Supervisors.
   h. To ensure that members of the Board of Supervisors shall receive complete, objective, accurate information, and have enough time to discuss the issues to be considered by the Board of Supervisors.
   i. To supervise and instruct members of the Board of Supervisors in performing their assigned tasks and exercising the duties and powers of the Board of Supervisors member.
   j. To authorize only one of the members of the Board of Supervisors to exercise Head of Board of Supervisor's rights and obligations during his/her absence or inability to perform duties.
   k. Other rights and duties as prescribed by this Charter and the laws.

[185] Article 53 Law on Credit Institutions

2. ***Rights and obligations of members of the Board of Supervisors:***[186]

   a. To comply with laws, this Charter, resolutions, decisions of the General Meeting of Shareholders, internal rules of Board of Supervisors, professional ethics, to perform tasks as assigned by Head of Board of Supervisors to implement authorities and duties of Board of Supervisors, with in an honest, careful and best possible manner, for the maximum lawful benefits of the Bank and Shareholders, and to take responsibility for the implementation of his/her rights and obligations.

   b. To be loyal to the interests of the Bank and Shareholders; refrain from taking advantage of their title or position and use information, know-how, business opportunities, or other assets of the Bank for personal benefits or for the benefits of other organizations or individuals.

   c. To elect a member of the Board of Supervisors to be the Chief Supervisor of Board of Supervisors.

   d. To request the Chief Supervisor to hold extraordinary meetings of the Board of Supervisors.

   e. To administer business activities, verify books of accounting, assets, financial statements, and propose remedial action.

   f. To request the Bank Managements to provide reports and explanations on the financial status and business performance of the Subsidiaries, plans, projects, development investment programs and other decisions in the management, operation of the Bank.

   g. To request the Bank Managements, the Bank Executives, and the Bank employees to provide statistics and explanation on business activities to perform their assigned duties.

   h. To report to the Chief Supervisor of the Board of Supervisors on the unusual financial activities and to be personally liable for their assessments and conclusions.

   i. To attend meetings of the Board of Supervisors, discuss and vote on the issues under the rights and powers of Board of Supervisors, except when there exists a conflict of interest.

   j. To get paid salary, remuneration, bonuses and benefits pursuant to Article 60 of this Charter and applicable law.

   k. To be provided by members of the Board of Directors, Chief Executive Officer and Bank Executives with all information and documents related to the Bank's operations pursuant to the request of the Board of Supervisor; be provided by the Board of Directors' Office all photocopies of financial information and other information provided to members of the Board of Directors, minutes of meetings of the Board of Directors at the same time they are provided these documents to the Board of Directors.

   l. Other rights and duties as prescribed by the Bank’s Charter and the laws.

3. In the event of a breach of the rights and obligations of members of the Board of Supervisors as stipulated in Clause 2 of this Article, resulting in damages to the Bank or others, the members of the Board of Supervisors shall be personally or jointly take responsibility to compensate for such damages. Any income and other benefits obtained by the member of the Board of Supervisors from the violation shall be returned to the Bank.

[186] Article 54 Law on Credit Institutions; Article 173 Law on Enterprise.

4. In the event of discovering a breach by a member of the Board of Supervisors in the exercise of delegated rights and obligations, written notification must be made to the Board of Supervisors; the person committing the violation must be requested to cease the violation and remedy the consequences.

Article 58. Replacement of members of the Board of Supervisors

1. Title as a member of the Board of Supervisors shall automatically be lost or discharged or dismissed in accordance with Articles 38 and 39 of this Charter. The order, procedures, dossiers of application for change and approval of the election, appointment, discharge or dismissal of the Head of Board of Supervisors and members of the Board of Supervisors shall be in accordance with the State Bank's regulations.[187]
2. Within 10 (ten) days from the date the Head of Board of Supervisors automatically loses the title as a member of the Board of Supervisors, the members of the Board of Supervisors shall be responsible to convene a meeting of the Board of Supervisors to elect one among members of the Board of Supervisors, who satisfies the criteria and conditions in accordance with the laws and this Charter, to be the Head of Board of Supervisors.
3. The Chief Supervisor wishing to resign shall submit an application to the Board of Supervisors. Within 10 (ten) days of receipt of such application, the Board of Supervisors shall hold a meeting to consider, determine and carry out the procedures of discharge or dismissal and election of the Head of Board of Supervisors in accordance with the laws and this Charter.
4. Any member of the Board of Supervisors wishing to resign shall submit an application to the Board of Directors and the Board of Supervisors, which shall be proposed to the General Meeting of Shareholders at the nearest meeting.
5. In the event the number of members of the Board of Supervisors reduces less than the minimum number of members prescribed in the laws and/or this Charter, the Bank, within 90 (ninety) days from the date on which the number of its members becomes insufficient, shall elect additional members of the Board of Supervisors to comply with requirement of minimum number of members, except in the case where the Bank is under special control[188].
6. In other cases, the General Meeting of Shareholders shall elect new member(s) needed to replace the member(s) being discharged or dismissed, or supplement members to the Board of Supervisors in the nearest meeting.

Article 59. Meetings of the Board of Supervisors

1. Periodic meetings: The Board of Supervisors shall convene its meetings regularly at least twice (02) a year[189].
2. Extraordinary meetings: Extraordinary meetings of the Board of Supervisors shall be convened pursuant to the request of the Head of Board of Supervisors or any member of the Board of Supervisors.[190]

---

[187] Circular 20/2025/TT-NHNN.
[188] Clause 6 Article 51 Law on Credit Institutions.
[189] Clause 1 Article 289 Decree 155/2020/ND-CP; Clause 1 Article 14 Appendix IV Circular 116/2020/TT-BTC.
[190] Clause 3 Article 54 Law on Credit Institutions.

3. The Chief Supervisor shall, within fifteen (15) days of receipt of the written request for an extraordinary meeting in accordance with Clause 2 of this Article, convene and conduct the extraordinary meeting. If, after two consecutive requests, the Chief Supervisor does not convene any meeting, the Board of Directors and members of the Board of Supervisors shall report in writing to the SBV Regional Branch No. 2 and conduct a meeting of Board of Supervisors to resolve issues, determine on the discharge and dismissal of the Chief Supervisor, elect a member of the Board of Supervisors who meets all conditions to be the Chief Supervisor in accordance with current regulations, seek for the State Bank's approval for the proposed elected or appointed personnel in accordance with the current regulation[191], or conduct an extraordinary meeting of the General Meeting of Shareholders to deal with outstanding issues (if any).
4. ***Venue:*** The meetings of the Board of Supervisors will be held at the registered address of the Bank.
5. ***Notice and meeting agenda:*** The Board of Supervisors meeting shall be convened after five (5) days from the date of sending notices to the members of the Board of Supervisors. The notice of the meeting of the Board of Supervisors shall be send via post, email or other methods as decided by the Head of Board of Supervisors or other member authorised by the Head of Board of Supervisors to convene the meeting and clearly state the agenda, time and venue and attached with necessary documents on matters to be discussed and voted at the meeting, and voting slips of the members of Board of Supervisors.
6. ***Quorum:*** A meeting of the Board of Supervisors shall be conducted at the presence of at least 2/3 (two-thirds) of the total members of the Board of Supervisors[192]. In case of not directly attending the meeting, Board of Supervisors's members may delegate their voting right to another member of Board of Supervisors or send written ballot to the meeting. In case of voting by written ballot, such ballot shall be kept in a sealed envelope and sent to the chairperson of the meeting at least one (01) hour prior to the opening hour of the meeting. The ballot shall be opened only in the presence of all participating members in the meeting.
7. ***Voting*:**
    a. Each member of the Board of Supervisors attending the meeting of the Board of Supervisors shall have one vote at the meeting. Any member who is unable to attend the meeting may authorize in writing to another member (who is eligible to vote) to vote on their behalf or send written ballot to the meeting.
    b. Any member of the Board of Supervisors whose interests are related to any issue to be submitted to the Board of Supervisors for determination shall not be permitted to vote on such issue and to be counted as the voting members in the meeting; nor to vote on such issue as a proxy of any other member of the Board of Supervisors
    c. If any doubt arises at a meeting in relation to the interests of members of the Board of Supervisors or to the voting rights of such members and cannot be resolved by voluntary waiver by such member of his/her voting right, such doubt shall be referred to the chairperson of the meeting. The decision of the chairperson shall be final, except where the nature or scope of the interest of the relevant member(s) of the Board of Supervisors has not been known well.

[191] Circular 20/2025/TT-NHNN.
[192] Clause 1 Article 289 Decree 155/2020/ND-CP; Clause 1 Article 14 Appendix IV Circular 116/2020/TT-BTC.

d. Any member of the Board of Supervisors who is related to any contract set out in Clause 1, Article 167 of Law on Enterprise or the similar contents in documents as heirs thereof and other guiding documents shall be considered to have material interests in such contract.

8. ***Disclosure of benefits:*** To their best knowledge, members of Board of Supervisors who find themselves related, whether directly or indirectly, to an existing contract, transaction or to a contract or transaction expected to be executed with the Bank shall disclose the nature and content of the interests related thereto in a meeting of Board of Directors and of Board of Supervisors where the Board of Directors and Board of Supervisors shall considers the feasibility of signing such contract or transaction for the first time, and in case such members of Board of Supervisors realizing of such interests happens after wards or in other circumstances, the disclosure must be made by that members at the nearest meeting of the Board of Directors and meeting of Board of Supervisors after they know that they have got such related benefit

9. ***Majority voting***: A decision of the Board of Supervisors shall be approved if it is approved by the majority of the members of Board of Supervisors having the right to vote and attending the meeting (including proxy votes and written ballots sent to the meeting). In case of the equal numbers of votes, the final decision shall be made in favor of the opinion supported by the Chief Supervisor or a member of Board of Supervisors who is authorized by Board of Supervisors to be the chairperson of the meeting (in case the Head of Board of Supervisors is absent).

10. In case the Board of Supervisors collects written opinions to pass any decision on any issue, such decision shall have the same effect as that of decision passed by the members of the Board of Supervisors at any meeting which is convened and conducted in normal manner, if:

    a. Such decision is passed by way of written opinions with the affirmative votes of the majority of members of the Board of Supervisors with voting rights ;

    b. The number of members of the Board of Supervisors having the right to vote must meet the conditions on the number of members required to conduct the Board of Supervisors meeting.

11. ***Meeting minutes:*** All meetings of the Board of Supervisors shall be fully recorded in the book of minutes. The minutes shall be made in Vietnamese and signed by person in charge of drafting the minutes and all members of the Board of Supervisors attending the meeting, and these parties shall be jointly liable for the accuracy and honesty of the minutes. The chairperson of the meeting has the responsibility to assign person in charge of drafting the minutes and send the minutes of the Board of Supervisors meeting to all members of the Board of Supervisors and such minutes shall be considered as conclusive evidence of the matters discussed in the meeting unless there is any complains on the matters of the minutes within ten (10) days of the sending.

    Meeting minutes of the Board of Supervisors shall be archived to determine the responsibility of each member of the Board of Supervisors[193].

Article 60. Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors [194]

1. Members of the Board of Supervisors shall earn salary, remuneration, bonuses and other benefits within the total salary, remuneration, bonuses and other benefits as approved by the General Meeting of Shareholders.

---

[193] Clause 1 Article 289 Decree 155/2020/ND-CP; Article 15 Appendix IV Circular 116/2020/TT-BTC.
[194] Article 41 Appendix I and Article 17 Appendix IV Circular 116/2020/TT-BTC.

2. The reasonable costs of accommodation, meals, travel, and independent consulting services of members of the Board of Supervisors shall be paid. The total remuneration and such costs shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders unless the General Meeting of Shareholders decides otherwise.
3. Salary and operating costs of the Board of Supervisors shall be included in the Bank's operating costs pursuant to the legal regulations on corporate income tax and other relevant laws and shall be stated as a separate item in the Bank's annual financial statement.

Chapter 13

RIGHT TO INSPECT BOOKS AND DOCUMENTS OF THE BANK

Article 61. Right to search books and documents [195]

1. Ordinary shareholders are entitled to research books and documents, specifically as follows:
   a. Ordinary shareholders are entitled to review, research and extract information about names and contact addresses in the list of shareholders having voting rights; request correction of their inaccurate information; review, research, extract or photocopy the Charter, minutes book of the General Meeting of Shareholders, and resolutions, decisions of the General Meeting of Shareholders;
   b. Shareholders or groups of shareholders owning at least 5% of the total number of common shares are entitled to review, research, and extract minute books and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that shall be approved by the Board of Directors and other documents, except documents related to commercial, trade secrets of the Bank.
2. A request to research books and documents from an authorized representative of a shareholder and group of shareholders shall be attached with a letter of authorization of the shareholder and group of shareholders to whom he/she represents or a notarized duplicate of such letter.
3. The members of Board of Directors, members of Board of Supervisors, the Chief Executive Officer and other members of the Board of Management have the right to check the General Ledger of the Bank, the list of shareholders and other documents of the Bank for the purposes related to their duties and powers, provided that they shall keep confidential such information
4. The Bank shall keep this Charter and its amendments and supplements, the Establishment and Operation License, the Enterprise Registration Certificate, the regulations, the documents proving the ownership on assets, audited financial statements by independent auditors, the minutes of the General Meeting of Shareholders and the Board of Directors meeting, reports of the Board of Supervisors, accounting books and other documents as prescribed by Law at the head office or another place within the business area of Head office, provided that the shareholders and the registration authority are informed about the location where these documents are stored.
5. Each shareholder has the right to receive a copy of this Charter on the basis of free of charges. This Charter will be published on the website of the Bank.

[195] Clauses 5 and 6 Article 61 Law on Credit Institutions 2024; Article 49, Appendix I Circular 116/2020/TT-BTC

Chapter 14

EMPLOYEES AND TRADE UNION

Article 62. Employees and trade union

The Chief Executive Officer shall develop regulations relating to the recruitment, hiring, dismissal, salary, social insurance, welfare, bonus and discipline applicable to the Bank's staff as well as relationship between the Bank and trade union to report to Board of Directors for consideration and submission to the General Meeting of Shareholders for approval.

Chapter 15

PROFIT DISTRIBUTION

Article 63. Dividend [196]

1. The Bank is only entitled to pay dividends to shareholders when it is profitable and have fulfilled their tax obligations and other financial obligations as prescribed by law.
2. According to the decision of the General Meeting of Shareholders and the provisions of law, dividends will be announced and paid from the remaining profit of the Bank but not exceed the amounts proposed by the Board of Directors on the basis of truthfulness after collecting the shareholders' opinions at the General Meeting of Shareholders. The dividends shall be paid in full within six (06) month from the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders to receive dividends, determine dividends to be paid for each class of shares, time and form of payment, at least thirty (30) days prior to each dividend payment. Notice of dividend payment must be publicly available to Shareholders no later than fifteen (15) days prior to the date of dividend payment. The notice must contain the following information:
   a. Name of the Bank and its head office address;
   b. Full name, contact address, nationality, number of legal papers of individual for individual shareholders;
   c. Name, enterprise code or number of legal papers of organization, address of the head office for institutional shareholder;
   d. Number of shares of each class of a shareholder, the dividend rate for each share and the total number of dividends that the shareholder is awarded;
   e. Time and method of dividend payment;
   f. Full name and signature of the Chairperson of the Board of Directors and of the legal representative of the Bank.
3. The Bank shall not pay interest on any dividends or any other sums payable in connection with a stock certificate.

[196] Article 135 Law on Enterprise 2020; Article 51 Appendix I Circular 116/2020/TT-BTC.

4. Any dividend or other cash payments related to a stock certificate shall be made in Vietnam Dong (VND) and may be paid by cheque or payment order to the registered address of the beneficial shareholder and the shareholder must bear the risk. In addition, any dividend or other cash payments related to a stock certificate can be made via bank transfer when the Bank has been provided with details of shareholder's bank account allowing the Bank to transfer of such sum of money directly to the Bank account of the shareholder. The Bank shall not be reclaimed for any sum paid via bank transfer, but not received by beneficiary shareholders if the Bank has made the transfer to the accurate information on bank account provided by such shareholders.
5. Based on the Enterprise Law, Securities Law, and related legal documents, the Board of Directors shall adopt a resolution or decision determining a specific date for closing the shareholder list. Based on that date, those registered as shareholders or owners of other securities shall be entitled to receive cash dividends or shares, receive notices, or other documents.
6. The payment of dividends for shares of the Bank listed on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
7. Other issues related to profit distribution shall be carried out in accordance with the law.

Chapter 16

INTERNAL AUDIT SYSTEM, INTERNAL CONTROL SYSTEM, RESERVE FUNDS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 64. Internal audit[197]

1. The Bank's internal audit shall be organized into a unified system by vertical organizational structure, and shall be the specialized unit responsible for conducting internal audit activities of the Bank and directly reporting to Board of Supervisors.
2. Internal audit shall conduct independent and objective reviews and assessments on the appropriateness and compliance with internal mechanisms, policies and procedures established by the Bank; make recommendations to improve the efficiency of systems, processes and regulations, contributing to ensuring safe, effective and lawfull operation of the Bank.
3. Internal audit results shall be reported to the Board of Supervisors and sent to the Board of Directors and Chief Executive Officer of the Bank.

Article 65. Internal control system[198]

1. The internal control system is a set of internal mechanisms, policies, procedures, regulations, and organizational structure of the Bank and implemented in order to ensure timely prevention, detection and handling of risks.
2. The Bank shall establish an internal control system to comply with the following requirements:
    a. Efficient and safe operations; protection, management, and safe and effective use of assets and resources;

[197] Article 58 Law on Credit Institutions.
[198] Article 57 Law on Credit Institutions.

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

c. Compliance with laws and internal mechanisms, policies, procedures and regulations.

3. The Bank shall hire an independent audit firm to evaluate part or all of the internal control system if required by the State Bank of Vietnam.

4. The establishment of the internal control system and technology applications in internal control shall comply with the regulations of the Governor of the State Bank of Vietnam.

Article 66. Financial regime [199]

1. The Bank shall comply with the financial regime as prescribed by the Government and the Ministry of Finance's guidance.

2. The annual finalization reports have to comply with the law, regulations of the State Bank and the State Securities Commission. Figures in the report shall ensure the truthfulness and objectivity of the Bank's operations until the reporting date.

Article 67. Purchase and investment in fixed assets [200]

The Bank is allowed to purchase and invest in fixed assets which use directly to the Bank's operation for the amount not exceeding 50% charter capital and supplemental capital reserve of the Bank.

Article 68. Reserve funds [201]

The Bank is allowed to make and maintain reserve funds from profit after tax as followings:

1. The supplemental capital reserve is made at rate of 10% of profit after tax, the maximum level of this fund must not exceed the charter capital of the Bank;

2. Financial reserve fund;

3. Other reserve funds as prescribed by law.

The Bank shall not use the above funds to pay dividends to shareholders or distribute profits to shareholders.

Article 69. Financial autonomy of the Bank[202]

The Bank is financially self-control, self-responsible for its business operations, fulfilling its obligations and commitments in accordance with the law.

Article 70. Accounting and Taxation[203]

1. The Bank shall implement the accounting and statistical regulations according to the law.

2. The Bank's financial year is from 01 January to 31 December of the calendar year. The first financial year begins on the date of issuance of the Registration Certificate and ends on 31 December of the same year.

---

[199] Article 151 Law on Credit Institutions.
[200] Clause 3 Article 144 Law on Credit Institutions.
[201] Clause 2 Article 148 Law on Credit Institutions.
[202] Article 151 Law on Credit Institutions.
[203] Article 149 and 150 Of the Law on Credit Institutions.

3. The bank must carry out accounting and bookkeeping in accordance with the provisions of accounting laws; take legal responsibility for the accuracy and truthfulness of revenues and expenditures; and comply with regulations on invoicing and accounting documents.
4. Bank shall set up accounting books in Vietnamese and make accounting books equivalent to the form of operation. These records are required to be accurate, up-to-date, systematic and sufficient to substantiate and explain transactions.
5. The Bank shall conduct the accounting in accordance with the accounting system as prescribed by the State Bank.

Chapter 17

FINANCIAL REPORTS, ANNUAL REPORTS AND NOTICE TO THE PUBLIC

Article 71. Financial statements and annual reports [204]

1. The Bank shall make financial statements in accordance with the law on accounting and statistics and shall prepare periodical professional reports in accordance with the State Bank's regulations and regulations of the State Securities Commission.
2. The annual financial statements shall include reports on business results reflecting in a truthful and objective manner about the situation of the Bank's profit/loss in the relevant financial year; financial status reports reflecting honestly and objectively the Bank's performance as of the date of preparation of the reports, statements of cash flows and the notes on the financial statements.
3. The Bank must prepare and publish the reviewed semi-annual financial statements and quarterly financial reports in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities and the business registration body in accordance with the provisions of the Enterprise Law.
4. The audited annual financial statements (including the auditors' opinions), the reviewed semi-annual financial statements and quarterly financial reports must be published on the Bank's website.
5. Any organizations and individuals who are conccerned are entitled to inspect or copy the audited annual financial statements, reviewed semi-annual financial statements and the quarterly financial reports during the working hours at the head office of the Bank and shall pay a reasonable fee for the copy.
6. Besides the periodic reports, the Bank shall promptly report to the State Bank when any of following cases occurs:
   a. There is an abnormal development in professional activities which may cause a serious adverse effect on the business status of the Bank;
   b. Changes in organization, management, operations, financial status of major shareholders and other changes that have a serious impact on the Bank's business activities; purchase, sale, transfer of shares, and capital contributions of major shareholders;

[204] Article 152 Law on Credit Institutions and Article 56 Appendix I Decree No. 116/2020/TT-BTC.

c. There is a change in name of a branch of the Bank; there is temporary cessation of transactions upto five (05) business days; listing of stocks on the domestic securities market.

7. Within ninety (90) days after the closing of a financial year, the Bank shall submit to the SBV its annual reports as prescribed by the laws.
8. The Bank shall prepare and publish annual reports in accordance with relevant laws.

Article 72. Information disclosure[205]

1. The annual financial statements and other supporting documents shall be submitted to the competent tax authorities and the State Bank, the State Securities Commission, the Stock Exchange and the business registration authorities. Also, these statements and documents shall be published within one hundred and twenty (120) days since the end of the financial year in accordance with the laws, unless when the Bank is under special control.
2. The Bank shall comply with the law on securities and securities market on information disclosure.

Chapter 18

INDEPENDENT AUDIT

Article 73. Independent audit[206]

1. Before the end of the fiscal year, the General Meeting of Shareholders decides to select an independent audit organization to audit the Bank's financial statements and provide assurance services for the preparation and presentation of financial statements by the internal control system for the next fiscal year. The Bank shall prepare and send the annual financial statements to the independent audit organization after the end of the fiscal year.
2. The Bank shall, within thirty (30) days from the date of its decision selecting an independent auditing organization, notify the SBV of such selected organization.
3. The Bank’s independent auditing organization shall check and certify the truthfulness and report on the basis of the Bank’s annual accounting reports for receipts and expenditure of the Bank and shall prepare Audit Reports and submit them to the Board of Directors within two (02) months prior from the end of each financial year
4. Auditors of the independent auditing organization will be allowed to attend any General Meeting of Shareholders and collect other notices and information related to any meeting which the Shareholders are entitled to receive and to express their opinions at the General Meeting of Shareholders on matters related to auditors.
5. The specific audit activities of the Bank shall be conducted in accordance with the provisions of the Law on Credit Institutions, regulations on independent auditor and the guideline documents of the SBV.

[205] Article 154 Law on Credit Institutions.
[206] Article 59 Law on Credit Institutions.

Chapter 19

SPECIAL CONTROL, REORGANIZATION, TERMINATION OF OPERATION AND LIQUIDATION

Article 74. Special Control [207]

1. Cases in which the Bank shall be placed under special control:
   a. The Bank subject to early intervention fails to submit a remedial plan to SBV or fails to adjust the remedial plan as required in writing by SBV;
   b. During the tenure for implementing the remedial plan, the Bank subject to early intervention is unable to implement the remedial plan;
   c. After the tenure for implementing the remedial plan, the Bank is unable to remedy the situation leading to early intervention;
   d. A bank run occurs which leads to the safety risk of the credit institutions system;
   e. The Bank's capital adequacy ratio is less than four percent (4%) for six (06) consecutive months.
   f. The Bank is dissolved and unable to fully pay its debts during the asset liquidation process.
2. Shareholders of the Bank shall report on the usage of shares; shall not transfer shares; shall not use shares as collateral from the date the Bank is under special control, except when required by a competent state agency.
3. The outstanding principal and interest of refinanced loans provided by the SBV to the Bank shall be converted into the outstanding principal, interest of the special loan and continue to comply with the loan refinancing mechanism of these refinanced loans from the date the Bank is under special control.

Article 75. Responsibilities of the Bank, Shareholders, Board of Directors, Board of Supervisors, Chief Executive Officer of the Bank placed under special control [208]

1. The Bank placed under special control and its shareholders have the following responsibilities:
   a. To develop a restructuring plan as requested by the Special Controlling Board.
   b. To implement the restructuring plan as approved by the competent authority;
   c. To implement the decisions and requests of SBV as prescribed in Article 163 of the Law on Credit Institutions;
   d. To implement decisions and requests of the Special Controlling Board as prescribed in Article 164 of the Law on Credit Institutions.
2. The Board of Directors, Board of Supervisors, and the Chief Executive Officer of the Bank under special control have the following responsibilities:
   a. To undertake the duties prescribed in Clause 1 of this Article;

[207] Article 162 Law on Credit Institutions.
[208] Article 165 Law on Credit Institutions.

b. To manage, control and executively operate the business activities of the Bank to ensure the safety of its assets.

c. The Board of Directors shall decide on issues within the authority of the General Meeting of Shareholders and approve the restructuring plan in accordance with the Law on Credit Institutions.

Article 76. Management, Executive Operation and Activities of the Bank Placed Under Special Control [209]

1. During the period of special control, the Bank shall not be required to comply with the limits on credit extension, capital contribution, and share purchasing, prudential ratios, and remaining fixed assets ratio as provided in this Charter and in Articles 136, 137, 138 and Clause 3, Article 144 of the Law on Credit Institutions. If the amount of required risk provisions is higher than the difference between gains and expenditures from the annual business results (excluding the amount of a risk provision temporarily established during the year), then the risk provision shall be equal to such difference.
2. The Bank is not required to have the compulsory reserve.
3. The Bank is exempted from paying monetary deposit insurance.
4. Holding meetings of the General Meeting of Shareholders and disclosure of information shall be implemented in accordance with requests from the State Bank, in conformity with the objective of ensuring the safety of the credit institution system.
5. The number of members of and the term of office of the Board of Directors and of the Board of Supervisors of the Bank shall be decided by the State Bank, in conformity with the actual operational status of the credit institution placed under special control.

   In cases where the Board of Directors, Board of Supervisors of the Bank placed under special control reaches the end of its term and the Bank has not elected or appointed a new Board of Directors, Board of Supervisors, then the current Board of Directors, Board of Supervisors shall continue to manage and control the Bank in accordance with law.

Article 77. Termination of special control[210]

The bank may terminate special control by the decision of the SBV in the following cases:

1. The Bank remedies the conditions leading to the imposition of special control and complies with the safety ratios stipulated in Article 13 of this Charter and Article 138 of the Law on Credit Institutions
2. The bank shall complete the recovery plan, the merger plan, the consolidation plan, the transfer of all shares, the compulsory transfer plan approved in accordance with Section 2, 3, 4, Chapter X of the Law on Credit Institutions;
3. The Bank is dissolved or merged, consolidated in accordance with Section 5 of Chapter X, Chapter XIII of the Law on Credit Institutions, and other relevant legal regulations
4. A judge appoints a trustee or an asset management enterprise to conduct bankruptcy proceedings for the Bank.

[209] Article 166 Law on Credit Institutions.
[210] Article 168 Law on Credit Institutions.

Article 78. Re-organization of the Bank [211]

1. The Bank may be reorganized by way of separation, demerger, consolidation, merger, acquisition or conversion of legal form after obtaining written approval from the State Bank.
2. Conditions, files, order and procedures for approval for reorganization of the Bank are in accordance with the State Bank's regulation.

Article 79. Bankruptcy[212]

1. After the State Bank issues a document terminating special control or a document terminating the application or a document of non-application of measures for recovery of solvency but the Bank still falls into the state of bankruptcy, the Bank is required to prepare a petition to request the Court to open the procedures for resolving a bankruptcy petition in accordance with the law on bankruptcy.
2. Bankruptcy of the Bank in accordance with the law on bankruptcy.
3. After a Judge appoints an Asset Management Officer or enterprise to manage or liquidate the assets of the Bank, the Establishment and Operational License of the Bank shall be revoked.

Article 80. Dissolution and termination of operations of the Bank[213]

The Bank is dissolved or ceases operations in the following cases:

1. Voluntary dissolution upon being able to fully repay debts and obtaining written approval from the State Bank of Vietnam (SBV)
2. The Bank does not request extension or requests extension but fails to obtain written approval from the SBV upon expiration of the term of operations.
3. Revocation of the establishment and operation license.
4. When another credit institution takes over all payment obligations of the Bank subject to early intervention or under special control.

Article 81. Liquidation of assets of the Bank in case of dissolution or termination of operations [214]

1. Upon dissolution and termination of operations according to Article 80 of this Charter, the Bank shall liquidate under the supervision of SBV and in accordance with the order and procedures of asset liquidation as prescribed by the SBV Governor.
2. The Bank shall terminate asset liquidation procedure and implement a bankruptcy plan according to the decision of SBV if the Bank is unable to pay all debts.
3. The establishment of the Liquidation Council and the liquidation of assets shall be carried out in accordance with relevant laws.
4. The Bank shall be responsible for settling all expenses related to the liquidation of assets.

---

[211] Article 201 Law on Credit Institutions.
[212] Article 203 Law on Credit Institutions.
[213] Article 202 Law on Credit Institutions.
[214] Article 204 Law on Credit Institutions; Circular No. 63/2024/TT-NHNN dated December 31, 2024, stipulating the documentation and procedures for license revocation and asset liquidation of credit institutions and branches of foreign banks; and the documentation and procedures for license revocation of representative offices in Vietnam of foreign credit institutions and other foreign organizations conducting banking activities.

Article 82. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiration of the term of operation so that the shareholders may vote on the extension of the Bank's operation at the request of the Board of Directors.
2. The operation duration is extended when 65% or more of the total number of votes of shareholders with voting rights who are present in person or through their authorized representatives at the meeting of the General Meeting of Shareholders so approve.

Chapter 20

BANK RUN, SPECIAL LOANS

Article 83. Handling when bank run occurs[215]

1. The Bank shall immediately report to SBV and take the following measures when bank run occurs:
   a. Not pay cash dividends; temporarily suspend or limit credit extension and other activities using the Bank's funds; implement other solutions to comply with the demand for payment of customer deposits;
   b. Take measures in the remedial plan of bank run as specified in Article 143 of the Law on Credit Institutions; to update and adjust the plan if necessary.
2. The Bank shall report to SBV on the bank run situation and review and evaluate the situation to prepare and adjust the remedial plan as prescribed in Articles 158 and 160 of the Law on Credit Institutions and implement the remedial plan that has been developed and adjusted in case the Bank is subject to early intervention and the bank run occurs.
3. The Bank may apply the following support measures when the bank run occurs:
   a. To sell valuable papers to SBV via open market operations with an interest rate of 0%;
   b. To conduct foreign exchange transactions with SBV to ensure liquidity in accordance with the regulations of the SBV Governor;
   c. To borrow special loans from SBV; from the deposit insurance organization in accordance with the laws on deposit insurance; from other credit institutions.

Article 84. Special loans, special loan handling [216]

1. The Bank may borrow special loans from the SBV and other credit institutions in the following cases:
   a. To pay deposits to depositors in accordance with Article 84 of this Charter;
   b. To implement the recovery plan, the compulsory transfer plan.
2. The Bank may borrow special loans from deposit insurance organizations in accordance with the laws on deposit insurance.
3. Such special loans shall be pay in priority of all other debts and financial obligations, including secured debts and financial obligations of the Bank.

[215] Article 191 Law on Credit Institutions.
[216] Clause 1, Clause 2 Article 192 and Clause 1 Article 194 Law on Credit Institutions.

Chapter 21

INTERNAL DISPUTE RESOLUTION

Article 85. Internal Dispute Resolution

1. Whenever a dispute or complaint relates to the work of the Bank or to the rights of Shareholders arising from this Charter or from any rights or obligations under the Law on Credit Institutions and current implementation guidelines and any other law or administrative regulations, between:

   a. Shareholders with the Bank; or

   b. Shareholder with Board of Directors, Board of Supervisors, Chief Executive Officer or other management officers of the Bank.

   The relevant parties shall attempt to resolve such dispute by way of negotiation and conciliation. Except where such dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over resolution of the dispute and shall require each party to present facts in relation to the dispute within twenty-one (21) business days from the date of the dispute arising. If the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, any party may request competent authorities to resolve.

2. If a decision on reconciliation is not made within 06 (six) weeks from the beginning of the reconciliation process or if the decision of the conciliator is not accepted by the parties, then any party may bring such dispute to the competent Court.

3. The parties shall bear their own costs relating to procedures for negotiation and conciliation. The Court or Arbitration shall decide which party is to bear the Court or Arbitration fees.

Chapter 22

INFORMATION AND CONFIDENTIALITY

Article 86. Information [217]

1. The Bank provides the account holder with information regarding transactions and balances on his/her account according to the agreement with him/her.

2. The Bank is responsible for reporting to the SBV information on business activities and is entitled to be provided by the SBV with information of customers having credit relationships with credit institutions and foreign bank branches according to regulations of the Governor of the SBV.

3. The Bank is allowed to exchange information on the Bank's operations with other credit institutions, foreign bank branches.

4. The Bank is allowed to provide information to competent state agencies, organizations and individuals in compliance with the law and regulations of the Bank.

Article 87. Obligations of confidentiality [218]

1. The Bank employees, the Bank Managements, and the Bank Executives shall not disclose customer information or business secrets of the Bank.

[217] Article 12 Law on Credit Institutions

[218] Article 13 Law on Credit Institutions.

2. The Bank shall ensure the confidentiality of customer information according to Government regulations, and shall not provide customer information to other organizations or individuals, except as required by the competent authorities in accordance with the law or as consented by the customer.

Chapter 23

EFFECTIVE DATE

Article 88. Effective Date

1. This Charter takes effect on March 3, 2026, after being approved by the General Meeting of Shareholders and shall replace all previous Charters, amendments, and supplements to the Charter issued before.
2. Copies or excerpts of this Charter comply with the Bank's regulations and relevant laws.
3. This Charter is the unique and official Charter of the Bank.
4. Amendments and supplements to this Charter must be approved by the General Meeting of Shareholders. Unless otherwise provided by law, in the event of any changes or new provisions of the law related to the Bank's activities, other than those specified in this Charter, the provisions of such law shall apply automatically, regulating the operations of the Bank.

Article 89. Transitional provisions

1. For contracts, other transactions, and agreements signed before the effective date of this Charter, the Bank and its customers may continue to perform according to the signed contracts, other transactions, and agreements until the end of the term of the contracts, other transactions, agreements. Amendments, supplements, and extensions of contracts, other transactions, and agreements may only be made if the amendment, supplement, or extension complies with the provisions of this Law, except cases of restructuring terms of the debt payment of contracts, other transactions, and credit agreements in accordance with the laws on banking.

   For contracts, other transactions, and indefinite-term agreements of which the provisions are inconsistent with the provisions of this Charter and Law on Credit Institutions signed before the effective date of this Charter, the Bank and its customers may continue to perform them until June 30, 2025. After this time, the Bank and its customers shall terminate or amend and supplement provisions of contracts, other transactions, and agreements in accordance with the provisions of the Law on Credit Institutions.
2. In case the Bank has contributed capital or purchased shares of other enterprises or credit institutions as specified in Point b Clause 7 Article 6 of this Charter, The Bank shall develop and implement a schedule to ensure the compliance with the provisions of the Law on Credit Institutions as prescribed by the SBV Governor.
3. The Bank Managements, the Bank Executives and other positions of the Bank elected and appointed before the effective date of this Charter not comply with the provisions of Article 35 of this Charter may continue to hold their title until the end of the term of election or appointment.

The Board of Directors of the Bank elected before the effective date of this Charter not comply with the requirements of Clauses 2 and 4, Article 44 of this Charter may continue to hold their title until the end of the term of the Board of Directors.

Until the effective date of this Charter, if the number of members of the Board of Supervisors of the Bank not comply with the requirements in Clause 1, Article 55 of this Charter, the Board of Supervisors may continue to maintain the number of its members as prescribed in Clause 2, Article 44 of Law on Credit Institutions No. 47/2010/QH12 amended and supplemented according to Law No. 17/2017/QH14 until the end of the term of the Board of Supervisors and its members, except cases in which the Bank elects, appoints additional or replaced members of the Board of Supervisors.

4. From the effective date of this Charter, Shareholders, shareholders, and their related persons who exceed the ratio of shares ownership specified in Article 16 of this Charter may continue to maintain their shares but shall not increase shares until compliance with regulations on shares ownership ratio as prescribed in Article 16 of this Charter, except in the case of receiving dividends in shares.

Ho Chi Minh City, March 3, 2026

FOR AND ON BEHALF OF

THE GENERAL MEETING OF SHAREHOLDERS

CHAIRPERSON OF BOARD OF DIRECTORS

(Signed and sealed)

KIM BYOUNGHO

TABLE OF CONTENTS