

No.: 14/2026/TTr - HDQT

Ha Noi, June 11, 2026

SUBMISSION

Re: Approval of the Regulations on Election of Members of the Board of Directors and the Supervisory Board for the 2026-2031 Term at the 2026 Annual General Meeting of Shareholders of Bao Viet Securities Joint Stock Company

To: 2026 Annual General Meeting of Shareholders of Bao Viet Securities JSC

Currently, the members of the Board of Directors (“**BOD**”) and the Supervisory Board (“**SB**”) have completed their term.

For the election of the BOD and SB members for the 2026-2031 term at the 2026 Annual General Meeting of Shareholders (“**AGM**”) of Bao Viet Securities Joint Stock Company, the Board of Directors respectfully submits the Regulations on their election for the AGM’s approval.

The Draft Regulations are attached to this Submission.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

With sincere appreciation!

Recipients:

- As above;
- Filed: Archives, Company Secretary.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN



Nguyen Hong Tuan

**REGULATIONS ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS
AND THE SUPERVISORY BOARD FOR THE 2026 - 2031 TERM
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
BAO VIET SECURITIES JOINT STOCK COMPANY**

*(Attached to Submission No. 14/2026/TTr-HDQT dated June 11, 2026 of the Board of Directors of
Bao Viet Securities Joint Stock Company)*

- Pursuant to Law on Enterprises No.: 59/2020/QH14 dated June 17, 2020;
- Pursuant to the 14th amendment of Bao Viet Securities Joint Stock Company's Charter;
- Pursuant to Bao Viet Securities Joint Stock Company's Internal Regulations on corporate governance,

The 2026 AGM of BVSC will conduct the election of the Board of Directors and Supervisory Board members for the 2026 - 2031 term according to the following contents:

Article 1. Criteria and Conditions for Board of Directors Membership; Eligibility for Candidacy, Nomination; Number of Members to be Elected

1. Criteria and conditions for Board of Directors membership

Based on Article 35 of the BVSC Charter and the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 ("*LoE 2020*"), the requirements for Board of Directors members are as follows:

1.1. Board of Directors members:

- a) *Must have full legal capacity for civil acts and not be subject to the prohibitions on establishing and managing enterprises as stipulated in the Law on Enterprises;*
- b) *Irrespective of being a shareholder of the Company, the individual must possess professional qualifications and experience in business management or in the securities, finance, and banking industries;*
- c) *A Board of Directors member shall not be an immediate family member of the Company's Chief Executive Officer ("*CEO*") and other Managers; or of Bao Viet Holdings' Managers and those authorized to appoint them;*
- d) *Must not be the Director/CEO, Member of the Board of Directors, or Member of the Members' Council of another Securities Company; and must not concurrently serve as a Member of the Board of Directors of more than five (05) other companies.*

1.2. Independent Member of the Board of Directors:

Pursuant to Article 38.2 of the Company Charter, independent members of the BOD must satisfy the following criteria and conditions, in addition to the general requirements for BOD members outlined above:

- a) *Must not be currently employed by the Company, its parent company, or its subsidiaries; and must not have been employed by the Company, Bao Viet Holdings, or its subsidiaries within the three consecutive years immediately prior.*
- b) *Must not currently receive salary or remuneration from the Company, except for allowances payable to Board of Directors members as regulated;*

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biological/adoptive child, biological sibling) who is a major shareholder of the Company; or who is a Manager of the Company or its subsidiaries;

d) Must not directly or indirectly beneficially own at least 1% of the Company's total outstanding voting shares;

e) Must not have held a position as a member of the BOD or the SB of the Company for at least the last five (05) consecutive years, unless reappointed for two (02) consecutive terms.

2. Eligibility for Candidacy and Nomination of BOD Members

Pursuant to Article 28 (Cumulative Voting) of the current BVSC Charter, the requirements for nominating and being nominated as a Board of Directors member are:

Shareholders or groups of shareholders may pool their voting rights to nominate Board of Directors candidates as stipulated below:

a) Shareholders or groups holding 10% to under 20% of total voting shares may nominate up to one (01) Board of Directors candidate;

b) Shareholders or groups holding 20% to under 30% of total voting shares may nominate up to two (02) Board of Directors candidates;

c) Shareholders or groups holding 30% to 40% of total voting shares may nominate up to three (03) Board of Directors candidates;

d) Shareholders or groups holding more than 40% to under 50% of total voting shares may nominate up to four (04) Board of Directors candidates;

e) Shareholders or groups holding 50% or more of total voting shares may nominate candidates for all Board of Directors positions.

Should the number of shareholder-nominated candidates be less than the required number for the Board of Directors, the Board of Directors will nominate the remaining candidates.

3. Number of Board of Directors Members to be Elected

The number of Board of Directors Members to be elected for the 2026 - 2031 term is: **05 members, including 01 Independent member.**

Article 2. Criteria and Conditions for Supervisory Board Membership; Eligibility for Candidacy, Nomination; Number of Members to be Elected

1. Criteria and conditions for Supervisory Board membership

Based on Article 48 of the BVSC Charter and the LoE 2020, the requirements for Supervisory Board members are as follows:

a) Must have full legal capacity for civil acts and not be subject to the prohibitions on establishing and managing enterprises as stipulated in the Law on Enterprises;

b) Must not hold an office of management in the Company; is not required to be a shareholder or employee of the Company;

c) Must not be an immediate family member of a member of the Board of Directors, the CEO, or other managers;

d) Must not have an immediate family member who is a Manager of the Company and Bao Viet Holdings, or who is a capital representative of enterprises, or a state capital representative at Bao Viet Holdings and the Company;

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- e) *The Head of the Supervisory Board must not hold the position of Supervisor or Manager in another Securities Company simultaneously;*
- f) *Possesses professional qualifications or knowledge of the securities and stock market;*
- g) *Must not be employed in the accounting or finance division of the Company;*
- h) *Must not be a member or employee of the independent audit firm that audited the Company's financial statements during the three (03) consecutive years immediately prior;*
- i) *Criteria and conditions for the Head of the Supervisory Board:*
- j) *The Supervisory Board elects its Head from its members; the election, dismissal, and removal require a majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business operations.*

2. Eligibility for Candidacy and Nomination of SB Members

Pursuant to Article 28 (Cumulative Voting) of the current BVSC Charter, the requirements for nominating and being nominated as a Supervisory Board member are:

Shareholders or groups of shareholders may pool their voting rights to nominate Supervisory Board candidates as stipulated below:

- a) *Shareholders or groups holding 10% to under 20% of total voting shares may nominate up to one (01) Supervisory Board candidate;*
- b) *Shareholders or groups holding 20% to under 30% of total voting shares may nominate up to two (02) Supervisory Board candidates;*
- c) *Shareholders or groups holding 30% to 40% of total voting shares may nominate up to three (03) Supervisory Board candidates;*
- d) *Shareholders or groups holding more than 40% to under 50% of total voting shares may nominate up to four (04) Supervisory Board candidates;*
- e) *Shareholders or groups holding 50% or more of total voting shares may nominate candidates for all Supervisory Board positions.*

Should the number of shareholder-nominated candidates be less than the required number for the Supervisory Board, the Supervisory Board will nominate the remaining candidates.

3. Number of Supervisory Board Members to be Elected

The number of Supervisory Board members to be elected for the 2026 - 2031 term: **03 members.**

Article 3. Voting Rights

Shareholders owning voting shares and proxies of shareholders owning voting shares according to the shareholder list finalized on May 18, 2026.

Article 4. Election Voting Principles and Method

1. The election of the Board of Directors and Supervisory Board members will utilize the method of secret ballot and cumulative voting.

2. Each shareholder or proxy receives one ballot for Board of Directors member elections and one ballot for Supervisory Board member elections, and these will include:

2.1. The total votes (rights) for electing BOD members is the number of owned and/or represented shares, multiplied by the number of BOD members to be elected;

2.2. The total votes (rights) for electing Supervisory Board members is the number of owned and/or represented shares, multiplied by the number of Supervisory Board members to be elected;

3. Shareholders or proxies shall elect Board of Directors and Supervisory Board members by allocating votes to each candidate, provided that the total votes cast for either board does not exceed the number of shares held and/or represented, multiplied by the number of members to be elected to that board. Should the total votes for Board of Directors/Supervisory Board candidates exceed the voting rights of the shareholder/proxy, the ballot will be invalid and not recorded.

4. Shareholders or proxies may allocate their total voting rights among all or some candidates, or concentrate all votes on a single candidate, or abstain from voting for any candidate (by entering 0 for all candidates).

5. If a ballot is incorrectly filled out, the shareholder should ask the Vote Counting Committee for a new ballot.

6. Shareholders or proxies are required to fill out the ballot themselves.

7. The Vote Counting Committee will inspect the ballot boxes with the attending shareholders as witnesses.

8. Voting begins at the Meeting Chair's command and ends when the last shareholder votes. Board of Directors and Supervisory Board member ballots are to be placed in the designated ballot box.

Article 5. Vote Counting

1. The vote counting must be conducted by the Vote Counting Committee immediately after the last shareholder has cast their ballot into the ballot box.

2. A valid ballot is a ballot that does not fall under the cases of invalidity as stipulated in Clause 3 of this Article.

3. The following ballots will be deemed invalid:

a. Ballots with additional content;

b. Ballots with a total number of votes for candidates exceeding the shareholder's/proxy's total allowed votes.

c. Ballots that do not follow the standard form and lack the official seal of Bao Viet Securities Joint Stock Company.

d. Ballots that are crossed out, corrected, or include names not on the list of candidates approved by the General Meeting of Shareholders prior to voting.

4. The vote counting will be supervised by shareholder representatives (if required).

5. After counting, the election ballots will be stored fully as required by law.

Article 6. Regulations on Election Outcomes, Vote Count Minutes, and Announcement of Results

1. Five (05) candidates will be elected to the BOD, and three (03) to the SB. Elected candidates for the Board of Directors and Supervisory Board are determined by the number of votes they receive, from highest to lowest, until the required number of members for each board is

met.

2. If two (02) or more candidates have the same number of votes for the final Board of Directors/Supervisory Board seat, a re-election will occur among those candidates to select the one (01) with the highest vote count.

3. If the re-election is inconclusive, the General Meeting of Shareholders may vote to keep the BOD and/or SB positions unfilled and elect replacements at the next General Meeting of Shareholders.

4. After the vote count, the Vote Counting Committee must prepare the Vote Counting Minutes. The Vote Counting Minutes will include: The total number of attending shareholders, the total number of voting shareholders, the percentage of voting rights of voting shareholders compared to attending shareholders (via cumulative voting), the number and percentage of valid ballots, invalid ballots, and abstentions; the votes and percentage of voting rights for each elected BOD and SB candidate.

Article 7. Complaints Regarding Elections and Vote Counting

1. Any complaints concerning the election and vote counting will be addressed by the Meeting's Chairman and noted in the minutes of the meeting.

2. The Regulations, containing 7 Articles, were publicly read to the General Meeting of Shareholders and take effect immediately upon approval by shareholder vote.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**



Nguyen Hong Tuan