



APPENDIX 03

COMPARISON TABLE BETWEEN THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS OF BVSC AND THE DRAFT OF THE 1ST AMENDED AND SUPPLEMENTED REGULATION ON OPERATION OF THE BOARD OF DIRECTORS OF BVSC

(Attached to Proposal No: 09/2026/TTr-HĐQT dated 27/05/2026 Re: Approval of the 15th amendment and supplement to the Charter, the 1st amendment and supplement to the Internal Regulations on Corporate Governance and the 1st amendment to the Regulation on Operation of the Board of Directors of Bao Viet Securities Company)

No.	REGULATION ON OPERATION OF THE BOARD OF DIRECTORS	1ST AMENDED AND SUPPLEMENTED REGULATION ON OPERATION OF THE BOARD OF DIRECTORS	REASON FOR AMENDMENT
1	<p>Article 3. Interpretation of terms</p> <p>3.1.5 “Dividend” means the net-profit paid for each share in cash or other assets</p>	<p>Article 3. Interpretation of terms</p> <p>3.1.5 “Dividend” means the after-tax profit paid for each share in cash or other assets</p>	<p>Amended to unify terminology according to Point a, Clause 1, Article 1 of the amended Law on Enterprises 2025 (“<i>Amended LOE 2025</i>”).</p>
2	<p>Article 5. Term and number of Members of the Board of Directors</p> <p>5.1. The number of Members of the Board of Directors is at least five (05) persons and at most nine (09) persons, including one (01) Chairperson, one (01) Vice Chairperson (if any) and Members; the specific number of members of the Board of Directors for a term shall be decided by the General Meeting of Shareholders. The structure of the Board of Directors must ensure a balance among Members with knowledge and experience in law, finance, and securities; it is necessary to ensure a balance between executive Members and non-executive Members, ensuring that at least one-third (1/3) of the total Members of the Board of Directors are non-</p>	<p>Article 5. Term and number of Members of the Board of Directors</p> <p>5.1. The number of Members of the Board of Directors is at least three (03) persons and at most nine (09) persons, including one (01) Chairperson, one (01) Vice Chairperson (if any) and Members; the specific number of Members of the Board of Directors for a term shall be decided by the General Meeting of Shareholders. The structure of the Board of Directors must ensure a balance among Members with knowledge and experience in law, finance, and securities; it is necessary to ensure a balance between executive Members and non-executive Members.</p>	<p>To amend the minimum number of members of the Board of Directors from five (05) to three (03) in order to ensure consistency with Clause 1, Article 154 of the Law on Enterprises 2020 and Clause 1, Article 276 of Decree No. 155/2020/NĐ-CP detailing the implementation of a number of articles of the Law on Securities: “<i>The number of members of the Board of</i></p>

	executive Members.		<i>Directors of a public company shall be at least three (03) and at most eleven (11)". Concurrently, this amendment aims to facilitate flexibility in alignment with the actual corporate governance situation of the Company.</i>
3	<p>Article 5. Term and number of Members of the Board of Directors</p> <p>5.2 The number of independent members of the Board of Directors must ensure the following regulations:</p> <p>5.2.1 Having at least one (01) independent Member in case the Company has five (05) Members of the Board of Directors;</p> <p>5.2.2 Having at least two (02) independent Members in case the Company has from six (06) to eight (08) Members of the Board of Directors;</p> <p>5.2.3 Having at least three (03) independent members in case the Company has nine (09) Members of the Board of Directors.</p>	<p>Article 5. Term and number of Members of the Board of Directors</p> <p>5.2 The number of non-executive members of the Board of Directors of the Company must ensure the following regulations:</p> <p>5.2.1 Having at least 01 non-executive Member in case the Company has from 03 to 05 members of the Board of Directors;</p> <p>5.2.2 Having at least 02 non-executive Members in case the Company has from 06 to 08 members of the Board of Directors;</p> <p>5.2.3 Having at least 03 non-executive Members in case the Company has 09 members of the Board of Directors.</p> <p>5.3 The number of independent Members of the Board of Directors must ensure the following regulations:</p> <p>5.3.1 Having at least one (01) independent Member in case the Company has five (05) members of the</p>	<p>Amended to clearly stipulate the specific number of non-executive BOD Members to ensure unification with Clause 79, Article 1 of Decree 245/2025/NĐ-CP.</p> <p><i>2. The number of non-executive members of the Board of Directors of a public company must ensure the following regulations:</i></p> <p><i>a) Having at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;</i></p> <p><i>b) Having at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;</i></p> <p><i>c) Having at least 03 non-executive members in case the company has from 09 to</i></p>

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		<p>Board of Directors;</p> <p>5.3.2 Having at least two (02) independent Members in case the Company has from six (06) to eight (08) members of the Board of Directors;</p> <p>5.3.3 Having at least three (03) independent Members in case the Company has nine (09) members of the Board of Directors.</p>	<p>11 members of the Board of Directors.</p>
4	<p>Article 6. Standards and conditions for being a Member of the Board of Directors</p> <p>6.4 Must not be the Director/General Director, Member of the Board of Directors, Member of the Board of Members of another Securities Company; must not simultaneously be a Member of the Board of Directors of more than five (05) other Companies.</p>	<p>Article 6. Standards and conditions for being a Member of the Board of Directors</p> <p>6.4 Must not be the Director/General Director, Member of the Board of Directors, Member of the Board of Members of another Securities Company; must not simultaneously be a Member of the Board of Directors/Board of Members of more than five (05) other Companies.</p>	<p>Amended to comply with Clause 78, Article 1 of Decree 245/2025/NĐ-CP regulating the Standards and conditions for being a BOD Member.</p> <p><i>“3. A member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.”</i></p>
5	<p>Article 11. Notice of election, dismissal, and removal of members of the Board of Directors</p> <p>11.1 Information about persons nominated to the Board of Directors must be disclosed before organizing cumulative voting at the General Meeting of Shareholders. In case candidates have been identified in advance, detailed information relating to these candidates shall be published at</p>	<p>Article 11. Notice of election, dismissal, and removal of members of the Board of Directors</p> <p>11.1 Information about persons nominated to the Board of Directors must be disclosed before organizing cumulative voting at the General Meeting of Shareholders. In case candidates have been identified in advance, detailed information relating to these candidates shall be published at</p>	<p>Amended to comply with Clause 78, Article 1 of Decree 245/2025/NĐ-CP regulating the Standards and conditions for being a BOD Member.</p> <p><i>“3. A member of the Board of Directors of a public company may only</i></p>

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	<p>least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can find out about these candidates before voting. Information relating to candidates for the Board of Directors to be published includes at least: Full name, date of birth; Professional qualifications; Working history; Other managerial positions (including BOD positions at other companies); interests related to the Company and related parties of the Company. Candidates for the Board of Directors must commit in writing to the truthfulness and accuracy of the published personal information and must commit to performing duties honestly, carefully, and for the highest interests of the company if elected as a member of the Board of Directors.</p>	<p>least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can find out about these candidates before voting. Information relating to candidates for the Board of Directors to be published includes at least: Full name, date of birth; Professional qualifications; Working history; Other managerial positions (including positions on the Board of Directors/Board of Members at other companies); interests related to the Company and related parties of the Company. Candidates for the Board of Directors must commit in writing to the truthfulness and accuracy of the published personal information and must commit to performing duties honestly, carefully, and for the highest interests of the company if elected as a member of the Board of Directors.</p>	<p><i>simultaneously be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies."</i></p>
6	<p>Article 12. Authority of the Board of Directors</p> <p><i>Not yet stipulated</i></p>	<p>Article 12. Authority of the Board of Directors</p> <p>12.2. Duties and powers of the Board of Directors</p> <p><i>12.2.26. Perform dividend payment to shareholders according to legal regulations after being approved by the Annual General Meeting of Shareholders;</i></p> <p><i>12.2.27 Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director),</i></p>	<p>Supplemented in accordance with Clause 81, Article 1 of Decree No. 245. Amending and supplementing a number of clauses of Article 278 on the Responsibilities and obligations of the Board of Directors under Decree No 155/2020/NĐ-CP guiding the Law on Securities as follows:</p>

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		<p><i>the person in charge of corporate governance, and other managers of the company.</i></p>	<p>a) Amending and supplementing Clause 8 Article 278 as follows: <i>“8. Organizing training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director), the person in charge of corporate governance, and other managers of the company.”</i></p> <p>b) Adding Clause 10 after Clause 9, Article 278 as follows: <i>“10. Executing dividend payments to shareholders in accordance with the law upon approval by the Annual General Meeting of Shareholders.”</i></p>
7	<p>Article 14. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders</p> <p>14.1.3 At the request of a shareholder or a group of shareholders specified in Clause 19.2, Article 19 of this Charter. The request to convene the General Meeting of Shareholders must be in writing and include the following contents: full name, contact address, nationality, legal document number of the individual for</p>	<p>Article 14. Responsibility of the Board of Directors in convening an extraordinary General Meeting of Shareholders</p> <p>14.1.3 At the request of a shareholder or a group of shareholders specified in Clause 19.2, Article 19 of this Charter. The request to convene the General Meeting of Shareholders must be in writing and include the following contents: full name, contact address, nationality, legal document number of the individual for</p>	<p>Adding the responsibility of the shareholder or group of shareholders to bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders, t</p>

<p>individual shareholders; name, enterprise code or legal document number of the organization, address of the head office for institutional shareholders; number of shares and date of share registration of each shareholder, total number of shares of the group of shareholders and ownership percentage in total shares of the company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request for convening the meeting must be accompanied by documents and evidence on violations of the Board of Directors, the severity of violations, or decisions beyond its authority</p>	<p>individual shareholders; name, enterprise code or legal document number of the organization, address of the head office for institutional shareholders; number of shares and date of share registration of each shareholder, total number of shares of the group of shareholders and ownership percentage in total shares of the company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request for convening the meeting must be accompanied by documents and evidence on violations of the Board of Directors, the severity of violations, or decisions beyond its authority. The shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.</p>	<p>unify with Clause 18, Article 1 of the amended LOE 2025</p>
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