BAOVIET SECURITIES JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS OF BAOVIET SECURITIES JOINT STOCK COMPANY

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CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1.1 Scope of Regulation: These Regulations on the Operation of the Board of Directors set forth the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, to ensure operations in accordance with the Law on Enterprises, the Company's Charter, and other relevant laws and regulations.

1.2 Subjects of Application: These Regulations shall apply to the Board of Directors and its members.

Article 2. Operating Principles of the Board of Directors

2.1 The Board of Directors shall operate on a collective basis. Members of the Board of Directors shall be individually responsible for their assigned tasks and shall be jointly responsible before the General Meeting of Shareholders and the Law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2.2 The Board of Directors shall assign responsibility to the General Director to organize and manage the implementation of its resolutions and decisions.

Article 3. Interpretation of Terms

3.1 Unless otherwise provided by the provisions or the context of these Regulations, the following terms in these Regulations shall have the meanings set forth below:

3.1.1 **"The Company"** means BaoViet Securities Joint Stock Company - a subsidiary of BaoViet Holdings, and a member of the BaoViet Finance - Insurance Group;

3.1.2 **"Shareholder"** means an individual or organization that owns at least one share of the Company;

3.1.3 **"Major Shareholder"** means a shareholder who owns five percent (5%) or more of the voting shares of the Company;

3.1.4 **"Share"** means the equal portions of capital that constitute the Charter Capital of the Company;

3.1.5 **"Dividend"** means the net profit paid for each share in cash or by other assets;

3.1.6 **"Charter"** means the Charter of the Company, its amended and supplemented versions, and any appendices attached hereto, which constitutes the commitment of all shareholders regarding the establishment, organization, management, and operation of the Company;

3.1.7 **"Article"** means an article of these Regulations;

3.1.8 **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any amending or supplementing documents *(if any)*;

3.1.9 **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any amending or supplementing documents *(if any)*;

3.1.10 **"Law"** means all legal normative documents provided in the Law on Promulgation of Legal Normative Documents passed by the National Assembly of the Socialist Republic of Vietnam;

3.1.11 **"Company Manager"** or **"Manager"** means the Chairperson of the Board of Directors, Members of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant;

3.1.12 **"Company Executive"** or **"Executive"** means the General Director, Deputy General Directors, and the Chief Accountant;

3.1.13 **"Related Person"** means an individual or organization having a relationship with each other as stipulated in Clause 46, Article 4 of the Law on Securities;

3.1.14 **"Family Relationship"** means individuals as defined in the Law on Enterprises;

3.1.15 **"Regulations"** means these Regulations on the Operation of the Board of Directors of the Company and any appendices attached hereto;

3.1.16 **"Corporate Governance"** means the system of rules, practices, and processes by which the Company is directed and controlled. The corporate governance structure specifies the distribution of rights and responsibilities among different participants in the Company - such as the Board of Directors, the Board of Management, shareholders, and other parties with related interests - and spells out the rules and procedures for making decisions;

3.1.17 **"Vietnam"** means the Socialist Republic of Vietnam;

3.1.18 **"Stock Exchange"** or **"SE"** means the Vietnam Stock Exchange and its subsidiaries.

3.2 In these Regulations, any reference to a provision or document shall include any amendments to or replacement documents for that provision or document.

3.3 The headings (Chapter, Article, Clause of these Regulations) are included for convenience of reference only and shall not affect the content of these Regulations.

3.4 Words or terms defined in the Law on Securities and the Law on Enterprises shall have the same meaning in these Regulations, unless they conflict with the subject matter or context.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and Obligations of Members of the Board of Directors

4.1 Rights of Members of the Board of Directors:

4.1.1 Right to be provided with information:

4.1.1.1 A Member of the Board of Directors has the right to request Members of the Board of Management and Company Managers to provide information and documents on the financial situation and business operations of the Company and its units;

4.1.1.2 The requested Company Manager shall provide information and documents promptly, fully, and accurately as requested by a Member of the Board of Directors.

4.1.2 Right to receive remuneration and other benefits: Members of the Board of Directors are entitled to remuneration, bonuses, and other benefits as stipulated in Article 19 of these Regulations;

4.1.3 Other rights as stipulated in these Regulations, the Company's Charter, the Internal Regulations on Corporate Governance, and by the Law.

4.2 Obligations of Members of the Board of Directors:

4.2.1 To perform their assigned duties and powers in strict accordance with the provisions of these Regulations, the Company's Charter, the Law, and the Resolutions of the General Meeting of Shareholders;

4.2.2 To perform their assigned duties and powers honestly and with due care in order to ensure the best lawful interests of the Company and its shareholders;

4.2.3 To be loyal to the interests of the Company and its shareholders; not to use information, know-how, or business opportunities of the Company or abuse their position, title, and assets of the Company for personal gain or to serve the interests of other organizations or individuals;

4.2.4 To attend all meetings of the Board of Directors and to provide clear opinions on the matters discussed at the meetings;

4.2.5 To promptly, fully, and accurately notify the Company of the content of declared related interests as stipulated in the Company's Charter. This notification shall be archived at the Head Office and Branches of the Company;

4.2.6 To promptly and fully report to the Board of Directors on any remuneration they receive from subsidiary companies, affiliated companies, and other organizations;

4.2.7 To report to the Board of Directors at its nearest meeting on any transactions between the Company, its subsidiaries, or any other company in which the Company holds more than fifty percent (50%) of the charter capital, and a Member of the Board of Directors or their Related Persons; and on any transactions between the Company and a company where a Member of the Board of Directors was a founding member or a business manager within three (03) years prior to the transaction date;

4.2.8 To carry out information disclosure when conducting transactions relating to the Company's shares in accordance with the provisions of the Law;

4.2.9 To perform other obligations as stipulated in these Regulations, the Company's Charter, and the Law.

Article 5. Term and Number of Members of the Board of Directors

5.1 The number of Members of the Board of Directors shall be at least five (05) and at most nine (09) people, including one (01) Chairperson, one (01) Vice Chairperson *(if any)*, and other Members; the specific number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders. The structure of the Board of Directors shall ensure a balance among Members with knowledge and experience in law, finance, and securities; and a balance between executive and non-executive members, ensuring that at least one-third (1/3) of the total members of the Board of Directors are non-executive members.

5.2 The number of independent members of the Board of Directors shall comply with the following regulations:

5.2.1 There shall be at least one (01) Independent Member if the Company's Board of Directors has five (05) Members;

5.2.2 There shall be at least two (02) Independent Members if the Company's Board of Directors has from six (06) to eight (08) Members;

5.2.3 There shall be at least three (03) Independent Members if the Company's Board of Directors has nine (09) Members.

5.3 The term of office of the Board of Directors is five (05) years, and the term of a Member of the Board of Directors shall not exceed five (05) years. A Member of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent Member of the Board of Directors of the Company for no more than two (02) consecutive terms. The term of a Member who is elected as an addition or replacement for a Member who has lost their membership status, been discharged, or removed during the term shall be the remaining term of the Board of Directors.

5.4 If the Board of Directors' term has expired and the General Meeting of Shareholders has not yet elected a new Board of Directors, the Board of Directors of the recently ended term shall continue to operate until a new Board of Directors is elected and takes over the duties.

Article 6. Standards and Conditions for Members of the Board of Directors

6.1 To have full civil act capacity and not be a person prohibited from establishing and managing enterprises under the Law on Enterprises;

6.2 To be a shareholder or not a shareholder of the Company, but have professional qualifications, experience in business management, or experience in the fields of securities, finance, or banking;

6.3 A Member of the Board of Directors shall not be a person having a family relationship with the General Director and other Managers of the Company, or with a Manager or a person with authority to appoint a Manager of the Parent Company;

6.4 Not to be the Director/General Director, a Member of the Board of Directors, or a Member of the Members' Council of another securities company; not to concurrently serve as a Member of the Board of Directors of more than five (05) other companies;

6.5 At the beginning of their term, all Members of the Board of Directors shall fully meet the conditions required by the Law, the Company's Charter, and the internal regulations of the Company. During their term, if there is any change, the Members of the Board of Directors shall notify the Chairperson of the Board of Directors. The standards and conditions stipulated in this Article also apply to Members of the Board of Directors who are elected as additions or replacements;

6.6 Other conditions and standards as stipulated in the Company's Charter and by the Law.

Article 7. Independent and Non-Executive Members of the Board of Directors

7.1 A non-executive Member of the Board of Directors is a Member of the Board of Directors who is not a Member of the Board of Management, the Chief Accountant, or another Executive as defined in the Company's Charter.

7.2 An Independent Member of the Board of Directors is a Member of the Board of Directors who meets the following standards and conditions:

7.2.1 Is not a person currently working for the Company, its parent company, or a subsidiary of the Company; is not a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least the three (03) preceding consecutive years;

7.2.2 Is not a person currently receiving a salary or remuneration from the Company, except for allowances that a member of the Board of Directors is entitled to according to regulations;

7.2.3 Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or biological sibling is a major shareholder of the

Company, or is a Manager of the Company or a subsidiary of the Company;

7.2.4 Is not a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the Company;

7.2.5 Is not a person who has served as a member of the Board of Directors or a Supervisor of the Company for at least the five (05) preceding consecutive years, unless appointed for two (02) consecutive terms.

7.3 An Independent Member of the Board of Directors shall notify the Board of Directors upon no longer meeting the standards and conditions stipulated in Clause 7.2 of this Article, and shall automatically cease to be an Independent Member of the Board of Directors from the date of failing to meet such standards and conditions. The Board of Directors shall announce the case where an Independent Member of the Board of Directors no longer meets the conditions at the nearest meeting of the General Meeting of Shareholders, or convene a meeting of the General Meeting of Shareholders to elect an additional Independent Member or replace that Independent Member of the Board of Directors within six (06) months from the date of receiving the notification from the relevant Independent Member of the Board of Directors.

7.4 The Independent Members of the Board of Directors of the Company shall prepare an assessment report on the activities of the Board of Directors; this assessment report shall be incorporated into the Operational Report of the Board of Directors to be reported at the annual meeting of the General Meeting of Shareholders.

Article 8. Chairperson and Vice Chairperson of the Board of Directors

8.1 The Chairperson and Vice Chairperson *(if any)* shall be elected, removed, or discharged by the Board of Directors from among its Members, unless otherwise decided by the General Meeting of Shareholders. The Chairperson of the Board of Directors may not concurrently hold the position of General Director

8.2 Powers and duties of the Chairperson of the Board of Directors:

8.2.1 To prepare the working program and plan of the Board of Directors;

8.2.2 To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

8.2.3 To organize the passing of Resolutions and Decisions of the Board of Directors;

8.2.4 To supervise the process of implementing the Resolutions and Decisions of the Board of Directors;

8.2.5 To chair meetings of the General Meeting of Shareholders and to sign on behalf of the General Meeting of Shareholders on Resolutions passed by the General Meeting of Shareholders;

8.2.6 To lead and ensure the effective operation of the Board of Directors;

8.2.7 To develop, implement, and review the procedures governing the activities of the Board of Directors;

8.2.8 To schedule meetings of the Board of Directors and its subordinate bodies;

8.2.9 To meet regularly with the General Director and to act as a liaison between the Board of Directors and the Board of Management;

8.2.10 To ensure the full, timely, accurate, and clear exchange of information between the Members of the Board of Directors and the Chairperson of the Board of Directors;

8.2.11 To ensure effective communication and liaison with shareholders;

8.2.12 To organize periodic evaluations of the performance of the Board of Directors, its subordinate bodies, and each Member of the Board of Directors;

8.2.13 To facilitate Independent Members of the Board of Directors to operate effectively, and to establish a constructive relationship between executive and non-executive Members of the Board of Directors.

8.2.14 To perform other duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors according to actual needs and circumstances;

8.2.15 Other rights and duties in accordance with the Company's Charter, other Company regulations, and the Law.

8.3 If the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing the Vice Chairperson of the Board of Directors *(if any)*, or another Member of the Board of Directors to perform the rights and duties of the Chairperson. If there is no authorized person, or if the Chairperson of the Board of Directors has died, is missing, is in temporary detention, is serving a prison sentence, is subject to administrative measures at a compulsory detoxification or education facility, has absconded from his/her place of residence, has limited or lost civil act capacity, has cognitive difficulties or difficulties in behavioral control, or is prohibited by a Court from holding certain positions or practicing certain professions or occupations, the remaining Members of the Board of Directors shall elect one (01) person among themselves to temporarily hold the position of Chairperson of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

8.4 If the Chairperson of the Board of Directors submits a letter of resignation or is removed or discharged, the Board of Directors shall elect a replacement within ten (10) days from the date of receiving the letter of resignation or from the date of removal or discharge.

Article 9. Discharge, Removal, Replacement, and Appointment of Additional Members of the Board of Directors

9.1 Cases for discharge and removal of Members of the Board of Directors:

9.1.1 The General Meeting of Shareholders shall discharge a Member of the Board of Directors in the following cases:

9.1.1.1 The Member of the Board of Directors no longer meets the standards and conditions as stipulated in Article 6 and Article 7 of these Regulations;

9.1.1.2 The Member of the Board of Directors has submitted a letter of resignation to the head office of the Company, and it has been approved;

9.1.1.3 Other cases as stipulated in the internal documents of the Company in accordance with the Company's Charter and the Law.

9.1.2 The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:

9.1.2.1 Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

9.1.2.2 Other cases as stipulated in the internal documents of the Company in accordance with the Company's Charter and the Law.

9.1.3 When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors, and to discharge or remove a member of the Board of Directors in cases other than those mentioned above.

9.2 The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:

9.2.1 The number of members of the Board of Directors has been reduced by more than one-third (1/3) of the number stipulated in these Regulations and the Company's Charter. In this case, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3);

9.2.2 The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as stipulated in Clause 5.2, Article 5 of these Regulations.

9.3 In addition to the cases stipulated in Article 9.2 above, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been discharged or removed at its nearest meeting.

Article 10. Procedures for the Election, Discharge, and Removal of Members of the Board of Directors

10.1 Procedures for the election of Members of the Board of Directors

10.1.1. Before and during the meeting of the General Meeting of Shareholders, shareholders have

the right to form groups to nominate and cumulate votes for their nominees.

10.1.2. The number of candidates that each group has the right to nominate depends on the number of candidates decided by the General Meeting of Shareholders and the share ownership ratio of each group, specifically as follows:

10.1.2.1. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate a maximum of one (01) candidate for the Board of Directors;

10.1.2.2. A shareholder or group of shareholders holding from twenty percent (20%) to less than thirty percent (30%) of the total voting shares may nominate a maximum of two (02) candidates for the Board of Directors;

10.1.2.3. A shareholder or group of shareholders holding from thirty percent (30%) to forty percent (40%) of the total voting shares may nominate a maximum of three (03) candidates for the Board of Directors;

10.1.2.4. A shareholder or group of shareholders holding from over forty percent (40%) to less than fifty percent (50%) of the total voting shares may nominate a maximum of four (04) candidates for the Board of Directors;

10.1.2.5. A shareholder or group of shareholders holding fifty percent (50%) or more of the total voting shares may nominate the full number of candidates for the Board of Directors;

10.1.3. If the number of candidates nominated by a shareholder or group of shareholders is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors.

10.1.4. The persons elected as Members of the Board of Directors shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of Members stipulated in these Regulations and the Company's Charter is reached. If two (02) or more candidates receive the same number of votes for the final position on the Board of Directors, the General Meeting of Shareholders will conduct a re-vote among the candidates with equal votes, or select based on the criteria of the election regulations or by a decision of the General Meeting of Shareholders at the time of election.

10.2 Procedures for the discharge and removal of Members of the Board of Directors:

In the event that a Member of the Board of Directors falls into one of the cases for discharge or removal as stipulated in Clause 9.1, Article 9 of these Regulations, the General Meeting of Shareholders shall proceed with the discharge or removal of that Member at its nearest meeting.

Article 11. Notification of the Election, Discharge, and Removal of Members of the Board of Directors

11.1. Information about individuals nominated for the Board of Directors shall be disclosed before the cumulative voting is held at the meeting of the General Meeting of Shareholders. If the candidates have been identified in advance, detailed information related to these candidates shall be disclosed at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The information related to candidates for the Board of Directors to be disclosed shall include, at a minimum: Full name, date of birth; professional qualifications; working history; other management positions (including Board of Directors positions at other companies); and interests related to the Company and its related parties.

11.2. A candidate for the Board of Directors shall provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and shall commit to performing their duties honestly, with due care and loyalty, and for the best interests of the company if elected as a member of the Board of Directors.

11.3. The notification of the results of the election, discharge, and removal of members of the Board of Directors shall be carried out in accordance with the regulations on information disclosure applicable to the change, new appointment, reappointment, or removal of insiders as stipulated by the laws and regulations on information disclosure on the securities market, and other relevant laws and regulations.

CHAPTER III

THE BOARD OF DIRECTORS

Article 12. Rights and Obligations of the Board of Directors

12.1. The Board of Directors is the management body of the Company and has full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company that are not within the authority of the General Meeting of Shareholders. The Board of Directors is responsible for ensuring that the Company's operations comply with the provisions of the Law, the Charter, and the internal regulations of the Company, for treating all Shareholders equally, and for respecting the interests of persons with rights related to the Company.

12.2. Duties and powers of the Board of Directors:

12.2.1. To decide on the strategy, medium-term development plan, and annual business plan of the Company;

12.2.2. To propose the types of shares and the total number of shares of each type entitled to be offered for sale;

12.2.3. To decide on the offering of new shares within the scope of the number of shares authorized to be offered for sale for each type; to decide on raising additional capital in other forms;

12.2.4. To decide on the offering price of the Company's shares and bonds;

12.2.5. To decide on the buyback of no more than ten percent (10%) of the total number of issued shares of each type within a twelve (12) month period; to decide on the plan for offering or distributing treasury shares as a bonus in ways that comply with the provisions of the Law;

12.2.6. To decide on investments not included in the business plan and budget that exceed ten percent (10%) of the value of the annual business plan and budget, and other limits as stipulated in the Company's Charter and by the Law;

12.2.7. To decide on solutions for market development, marketing, and technology;

12.2.8. To approve contracts for purchase, sale, borrowing, lending, mortgages, pledges, guarantees for third parties, and other contracts with a value equal to or greater than thirty-five percent (35%) of the total asset value of the Company as recorded in its most recent Financial Statements, except for contracts and transactions that fall under the decision-making authority of the General Meeting of Shareholders as stipulated in the Company's Charter;

12.2.9. To elect, discharge, and remove the Chairperson and Vice Chairperson of the Board of Directors; to appoint, discharge, sign contracts with, and terminate contracts with the General Director, Deputy General Directors, and the Chief Accountant; to decide on their salaries, remuneration, bonuses, and other benefits; to appoint authorized representatives to exercise the ownership rights of shares or contributed capital in other enterprises, and to decide on the remuneration and other benefits of such authorized representatives;

12.2.10. To supervise and direct the General Director and other Executives in the management of the daily business affairs;

12.2.11. To decide on the organizational structure, internal management regulations, the establishment of Subsidiary companies, Branches, Transaction Offices, and Representative Offices, and to contribute capital, purchase shares, and appoint representatives for the capital contribution in other enterprises within the limits stipulated in the Company's Charter, internal Company documents, and the Law;

12.2.12. To approve the program and content of documents for the meeting of the General Meeting of Shareholders, to convene the meeting of the General Meeting of Shareholders, or to obtain written opinions for the General Meeting of Shareholders to pass a decision;

12.2.13. To report to the General Meeting of Shareholders on the annual audited Financial

Statements and the Operational Report of the Board of Directors in accordance with the Law and the Company's Charter;

12.2.14. To propose dividend rates, and to decide on the timing and procedure for paying dividends or handling losses incurred during business operations;

12.2.15. To propose the reorganization, dissolution, or request for bankruptcy of the Company;

12.2.16. To establish departments or appoint persons to carry out internal audit and risk management to define the strategic risk management policy for the Company's operations and to inspect and evaluate the suitability and effectiveness of the established risk management system in the Company;

12.2.17. Resolution of Internal Conflicts: To prevent and resolve conflicts of interest that may arise between the Company and its shareholders. The Board of Directors may appoint officers to implement necessary systems or establish a specialized department to resolve conflicts within the Company or to serve this purpose;

12.2.18. To determine operational targets based on the strategic objectives approved by the General Meeting of Shareholders;

12.2.19. To propose the issuance of convertible bonds and warrants that allow the holder to purchase shares at a predetermined price;

12.2.20. To value non-cash assets contributed to the Company during the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how, and other non-cash assets;

12.2.21. To decide on the price for purchasing or redeeming the Company's shares, except for the purchase of odd-lot shares at the request of a client or the purchase to correct errors in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation and the Law;

12.2.22. To resolve the Company's complaints against its Executives and to decide on the selection of the Company's representative to resolve issues related to legal proceedings against such Executives;

12.2.23. To decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; to decide on the issuance of the Regulations on the Operation of the Audit Committee under the Board of Directors, and the Regulations on Information Disclosure of the Company;

12.2.24. To make decisions on business matters or transactions which the Board of Directors decides that these business matters or transactions require approval within its scope of authority and responsibility;

12.2.25. Other rights and obligations as stipulated in the Company's Charter, other internal documents of the Company, and the Law;

12.2.26. The Board of Directors shall pass a Decision by voting at a meeting or by obtaining written opinions. Each Member of the Board of Directors has one vote.

12.3. The Board of Directors may authorize the Chairperson of the Board of Directors to perform a portion of the powers and functions of the Board of Directors during periods when the Board of Directors does not hold a meeting. The content of the authorization shall be clearly and specifically defined. For critical issues related to the vital interests of the Company, the authority to decide shall not be delegated to the Chairperson of the Board of Directors.

12.4. In exercising their functions and duties, the Board of Directors shall strictly comply with the provisions of the Law, the Company Charter, and the Resolutions of the General Meeting of Shareholders. In the event that a Resolution or Decision passed by the Board of Directors is contrary to the provisions of the Law, the Company Charter, or a Resolution of the General Meeting of Shareholders and causes damage to the Company, the Members of the Board of Directors who approved such Resolution or Decision shall be jointly and severally liable and shall compensate for the damages to the Company *(if any)*. Any member who opposed the passing of the said Decision shall be exempt from liability. In this case, the company's shareholders have the right to request a Court to suspend the implementation of or annul such Resolution or Decision.

Article 13. Duties and Powers of the Board of Directors in Approving and Executing Contracts and Transactions between the Company and Related Persons

13.1. The Board of Directors shall approve contracts and transactions as stipulated in Clause 52.2, Article 52 of the Company's Charter; and contracts and transactions for borrowing, lending, or selling assets with a value less than or equal to ten percent (10%) of the total asset value of the Company as recorded in its most recent financial statements, between the Company and a shareholder who owns fifty-one percent (51%) or more of the total voting shares, or a Related Person of that shareholder.

13.2. The Company representative signing the contract or transaction shall notify the Members of the Board of Directors and Supervisors of the related parties to that contract or transaction, and attach a draft of the contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the notice; a member of the Board of Directors who has a related interest to the parties to the contract or transaction does not have the right to vote.

Article 14. Responsibilities of the Board of Directors in Convening an Extraordinary Meeting of the General Meeting of Shareholders

14.1. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

14.1.1. The Board of Directors deems it necessary for the benefit of the Company;

14.1.2. The number of remaining Members of the Board of Directors or Supervisors is less than the minimum number required by the Law;

14.1.3. At the request of a shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of the Company's Charter. The request to convene a meeting of the General Meeting of Shareholders shall be made in writing and shall include the following content: full name, contact address, nationality, number of the legal identification document for an individual shareholder; name, enterprise code or number of the legal document of the organization, head office address for an institutional shareholder; the number of shares and the time of registration of the shares of each shareholder, the total number of shares of the group of shareholders and their ownership percentage of the total shares of the company, and the basis and reason for requesting to convene the meeting of the General Meeting of Shareholders. The request to convene the meeting shall be accompanied by documents and evidence of the violations of the Board of Directors, the extent of the violation, or the decision that exceeds its authority.

14.1.4. At the request of the Supervisory Board;

14.2. Convening the meeting of the General Meeting of Shareholders:

The Board of Directors shall convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of remaining Members of the Board of Directors or Supervisors falls into the case stipulated in point 14.1.2, or upon receiving a request as stipulated in points 14.1.3 and 14.1.4 of this Article.

14.3. The convener of the General Meeting of Shareholders shall perform the following tasks:

14.3.1. Prepare a list of shareholders eligible to attend and vote at the meeting of the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of the meeting of the General Meeting of Shareholders;

14.3.2. Prepare the agenda and content of the meeting;

14.3.3. Prepare documents for the meeting;

14.3.4. Draft resolutions of the General Meeting of Shareholders based on the proposed content of the meeting;

14.3.5. Determine the time and location of the meeting;

14.3.6. Notify and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend in accordance with Clause 25.3, Article 25 of the Company's Charter;

14.3.7. Other tasks to serve the meeting.

Article 15. Committees Supporting the Activities of the Board of Directors

15.1. The Board of Directors may establish Committees to support its activities, including: a Corporate Governance, Appointment, and Remuneration Committee; a Risk Management and ALCO Committee; an Audit Committee, and other Committees. The number of members of a Committee shall be decided by the Board of Directors and shall be at least three (03) members. Independent members/non-executive members of the Board of Directors shall constitute a majority on the Committees as decided by the Board of Directors.

15.2. Based on the functions and duties of the Committees, the Board of Directors shall specify the details of the establishment, responsibilities, and operating regulations, as well as the standards, conditions, and responsibilities for each Member of these Committees, ensuring compliance with the Company Charter and the provisions of the Law. Members of a Committee may include one or more Members of the Board of Directors and one or more external members, as decided by the Board of Directors.

15.3. Operating principles of the Committees:

15.3.1. The Board of Directors may delegate its powers to its subordinate Committees. In exercising delegated powers, the Committees shall comply with the regulations set forth by the Board of Directors.

15.3.2. The Committees shall pass resolutions and decisions by voting at meetings or by obtaining written opinions.

15.3.3. The attendance and voting of Committee members at Committee meetings shall be conducted in a manner similar to that of Members of the Board of Directors attending and voting at Board of Directors meetings, as stipulated from Clause 16.10 to Clause 16.12, Article 16 of these Regulations. A resolution or decision of a Committee is valid only if it is approved by a majority of the members attending and voting at the Committee meeting; if the votes for and against are tied, the resolution or decision is passed in favor of the side supported by the Chairperson of the Committee. A Committee member who has interests related to the parties in a contract or transaction shall not be allowed to vote on such contract or transaction.

15.3.4. A resolution or decision in the form of obtaining a written opinion is passed based on the approval of a majority of the Committee members entitled to vote; if the votes for and against are tied, the resolution or decision is passed in favor of the side supported by the Chairperson of the Committee.

15.4. The implementation of Resolutions and Decisions of the Board of Directors, or of the Committees under the Board of Directors, shall be in accordance with the provisions of the applicable Law and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

16.1. The Board of Directors may hold regular or extraordinary meetings. Meetings of the Board of Directors are convened by the Chairperson of the Board of Directors whenever necessary, but at least one (01) meeting shall be held each quarter.

16.2. If the Board of Directors elects a Chairperson for a new term, the Chairperson shall be elected at the first meeting of the Board of Directors in the new term within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there is more than one (01) Member with the highest number of votes or the highest percentage of votes, the Members shall elect by majority vote to choose one (01) person among them to convene the meeting of the Board of Directors.

16.3. The Chairperson of the Board of Directors is responsible for assigning tasks to the Members of the Board of Directors immediately during or after the first meeting of the Board of Directors.

16.4. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days in the following cases:

16.4.1. Upon receiving a proposal from the Supervisory Board or an Independent Member of the Board of Directors;

16.4.2. Upon receiving a proposal from the General Director or at least five (05) other Managers;

16.4.3. Upon receiving a proposal from at least two (02) Members of the Board of Directors;

16.4.4. Other cases *(if any).*

16.4.5. A proposal for a meeting as stipulated in this Article shall be made in writing, clearly stating the purpose and matters to be discussed and decided upon that fall within the authority of the Board of Directors.

16.5. If the Chairperson of the Board of Directors does not convene a meeting as proposed in Clause 16.4 above, he/she shall be responsible for any damages incurred by the Company *(if any)*, and the proposer has the right to convene a meeting of the Board of Directors in place of the Chairperson.

16.6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors shall send a notice of invitation to the meeting at least five (05) working days before the meeting date to the Members of the Board of Directors, Supervisors, and the General Director. The meeting invitation notice shall specify the time and location of the

meeting, the agenda, the matters for discussion and decision, and be accompanied by the documents to be used at the meeting and ballots for the Members.

16.7. The meeting invitation notice of the Board of Directors' meeting may be sent by one of the following methods: invitation letter, telephone, fax, electronic means, or other means, but shall ensure it reaches the address of each Member of the Board of Directors registered with the Company or is delivered directly to the Members.

16.8. Supervisors and the General Director who are not Members of the Board of Directors have the right to attend meetings of the Board of Directors, and have the right to discuss but not to vote.

16.9. A meeting of the Board of Directors convened for the first time shall be conducted when at least three-quarters (3/4) of the total Members of the Board of Directors are present in person or through a representative (an authorized person) if approved by a majority of the Members of the Board of Directors. If a meeting convened for the first time does not have a sufficient number of attending Members as required, a second meeting may be convened within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than one-half (1/2) of the Members of the Board of Directors attend.

16.10. A Member of the Board of Directors is considered having attended and voted at a meeting in the following cases:

16.10.1. Attending and voting in person at the meeting;

16.10.2. Authorizing another person to attend and vote at the meeting, if approved by a majority of the members of the Board of Directors;

16.10.3. Attending and voting via online conference, electronic voting, or other electronic forms;

16.10.4. Sending the ballot to the meeting by mail, fax, or email;

16.10.5. Sending the ballot by other means as stipulated by the Board of Directors.

16.11. If the ballot is sent to the meeting by mail, it shall be in a sealed envelope and shall be delivered to the Chairperson of the Board of Directors at least one (01) hour before the opening of the meeting. The ballot shall only be opened in the presence of all attending persons.

16.12. Voting:

16.12.1. A Resolution or Decision of the Board of Directors is passed if it is approved by a majority of the attending Members of the Board of Directors. If the votes are tied, the final decision shall be in favor of the side supported by the Chairperson of the Board of Directors;

16.12.2. Except as provided in point 16.12.3 of this clause, each Member of the Board of Directors or their authorized representative who is directly and personally present at a meeting of the

Board of Directors shall have one vote;

16.12.3. A Member of the Board of Directors who has interest related to the parties in a contract or transaction shall not be allowed to vote on such contract or transaction as stipulated in Article 13 of these Regulations;

16.12.4. Meetings of the Board of Directors may be held in the form of an online conference among the Members of the Board of Directors when all or some Members are in different locations, provided that each participating Member can:

a. Hear every other participating Member of the Board of Directors speak during the meeting;

b. Speak to all other participating Members simultaneously.

c. The discussion among the Members of the Board of Directors may be conducted directly by telephone or by other means of communication, or a combination of all these methods. For the purposes of these Regulations, a Member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of a meeting held under this provision shall be the location where the majority of Members are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting via telephone, which is properly organized and conducted, are effective immediately upon the conclusion of the meeting but shall be subsequently confirmed by the signatures of all participating Members on the Minutes of that meeting.

d. A Resolution in the form of obtaining written opinions is passed based on the approval of a majority of the Members of the Board of Directors entitled to vote; if the votes for and against are tied, the resolution is passed in favor of the side supported by the Chairperson of the Board of Directors. This Resolution has the same effect and value as a Resolution passed by the Members of the Board of Directors at a meeting.

Article 17. Minutes of the Meeting of the Board of Directors

17.1. Meetings of the Board of Directors shall be recorded in minutes and may be audio-recorded, or recorded and stored in other electronic forms. The minutes of a meeting of the Board of Directors shall contain the following main content:

17.1.1. Name, head office address, enterprise code;

17.1.2. Purpose, agenda, and content of the meeting;

17.1.3. Time and location of the meeting;

17.1.4. Full name of each attending member or person authorized to attend the meeting and their method of attendance; full names of non-attending members and the reasons;

17.1.5. Matters discussed and voted on at the meeting;

17.1.6. A summary of the opinions of each attending member in the order of the meeting's

proceedings;

17.1.7. The results of the voting, clearly stating which members approved, did not approve, and had no opinion;

17.1.8. The matters that have been passed and the corresponding approval voting percentage;

17.1.9. Full names and signatures of the chairperson and the person taking the minutes. Suppose the chairperson or the person taking the minutes refuses to sign the minutes. In that case, the minutes shall still be valid in case it is signed by all other attending members of the Board of Directors and contain all the main content as required from point 17.1.1 to point 17.1.8 of this Article.

17.1.10. The chairperson, the person taking the minutes, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

17.2. The minutes of Board of Directors meetings and the documents used in the meetings shall be archived at the head office of the Company.

17.3. The minutes of a Board of Directors meeting shall be prepared in Vietnamese and may also be in a foreign language with equal validity. In case of any discrepancy in content between the Vietnamese and the foreign language versions of the minutes, the content of the Vietnamese version shall prevail.

17.4. The Chairperson of the Board of Directors is responsible for delivering the Minutes of the Board of Directors meetings to the Members, and such Minutes shall serve as conclusive evidence of the work conducted at those meetings.

CHAPTER V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of Annual Reports

18.1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

18.1.1. The Company's business results report;

18.1.2. The annual audited Financial Statements;

18.1.3. The annual business plan of the Company;

18.1.4. The report of the Board of Directors on the governance and performance of the Board of Directors and of each of its Members.

18.2. At the end of the fiscal year, the Supervisory Board shall submit a report to the General Meeting of Shareholders on the following matters: The business results of the Company, the performance of the Board of Directors and the Board of Management; and the self-assessment of the performance of the Supervisory Board and of each Supervisor.

Article 19. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

19.1 The Company has the right to pay remuneration, salaries, and other benefits to Members of the Board of Directors based on the results and efficiency of business management. The remuneration, salaries, bonuses, and other benefits of Members of the Board of Directors shall be paid in accordance with the Company's regulations. The Board of Directors shall determine the level of remuneration for each member by unanimous agreement. The total amount of remuneration and bonuses for the Members of the Board of Directors shall be decided by the General Meeting of Shareholders.

19.2 A Member of the Board of Directors who holds an executive position including the position of Chairperson, or Vice Chairperson (if any), or a Member of the Board of Directors working in Sub-committees/Committees/Councils (hereinafter referred to as "**Committees**") of the Board of Directors, or performing other work which, in the opinion of the Board of Directors, is outside the scope of the ordinary duties of a Member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment, salary, commission, a percentage of profits, or in another form as determined by the Board of Directors.

19.3 A Member of the Board of Directors has the right to be reimbursed by the Company for all travel, accommodation, and other reasonable expenses incurred while performing their responsibilities as a Member of the Board of Directors, including expenses arising from attending meetings of the Board of Directors, its Committees, or the General Meeting of Shareholders.

19.4 The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws and regulations on corporate income tax and shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

19.5 Members of the Board of Directors may be covered by liability insurance purchased by the Company upon the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Members of the Board of Directors related to violations of the Law and the Company's Charter.

Article 20. Disclosure of Related Interests

20.1 The Company shall compile and update a list of the Company's Related Persons as defined in point 3.1.13, Clause 3.1, Article 3 of these Regulations and their corresponding transactions with the Company;

20.2 Members of the Board of Directors shall declare their related interests with the Company, including:

20.2.1 The name, enterprise code, head office address, and business lines of any enterprise in which they own a capital contribution or shares; the ratio and time of owning such capital contribution or shares;

20.2.2 The name, enterprise code, head office address, and business lines of any enterprise in which their Related Persons jointly or separately own a capital contribution or shares of more than ten percent (10%) of the charter capital.

20.3 The declaration stipulated in Clause 20.2 of this Article shall be made within seven (07) working days from the date the related interest arises; any amendments or supplements shall be notified to the Company within seven (07) working days from the date of the corresponding amendments or supplements.

20.4 The disclosure, inspection, extraction, and copying of the list of Related Persons and their declared related interests as stipulated in Clause 20.1 and Clause 20.2 of this Article shall be carried out as follows:

20.4.1 The Company shall announce the list of Related Persons and their related interests to the General Meeting of Shareholders at the annual meeting;

20.4.2 The list of Related Persons and their related interests shall be archived at the head office of the Company; if necessary, part or all of the content of the said list may be archived at the Company's Branches;

20.4.3 Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisors, the General Director, and other Managers have the right to inspect, extract, and copy part or all of the declared content during working hours;

20.4.4 The Company shall facilitate the persons specified in point 20.4.3 of this clause to access, view, extract, and copy the list of the Company's Related Persons and other content in the quickest and most convenient manner; and shall not obstruct or create difficulties for them in exercising this right. The order and procedures for inspecting, extracting, and copying the content of the declared Related Persons and related interests shall be carried out in accordance with these Regulations and the Company's Charter.

20.5 A member of the Board of Directors who acts in a personal capacity or on behalf of another person to carry out work in any form within the scope of the Company's business shall explain the nature and content of that work to the Board of Directors and the Supervisory Board and may only carry it out with the approval of a majority of the remaining members of the Board of Directors. If such work is carried out without declaration or without the approval of the Board of Directors, all income derived from that work shall belong to the Company.

CHAPTER VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship among Members of the Board of Directors

21.1. The relationship among Members of the Board of Directors is one of coordination. Members are responsible for informing each other of relevant matters in the course of handling their assigned tasks.

21.2. In the course of handling tasks, the Member of the Board of Directors who is primarily assigned shall take the lead in coordinating the process if the matter relates to the areas of responsibility of other Members of the Board of Directors. In the event of differing opinions among Members of the Board of Directors, the primarily responsible Member shall report to the Chairperson of the Board of Directors for a decision within their authority or to organize a meeting or obtain written opinions from the Members of the Board of Directors in accordance with the Law, the Company's Charter, and these Regulations.

21.3. In the event of a reassignment of duties among Members of the Board of Directors, the Members shall hand over all related work, records, and documents.

Article 22. Relationship with the Board of Management

In its governance role, the Board of Directors shall issue Resolutions and Decisions for the General Director and Members of the Board of Management to implement. The Board of Directors shall concurrently inspect and supervise the implementation of these Resolutions and Decisions.

Article 23. Relationship with the Supervisory Board

23.1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. The working relationship between the Board of Directors and the Supervisory Board shall be based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.

23.2. Upon receiving inspection minutes or summary reports from the Supervisory Board, the Board of Directors is responsible for reviewing and directing relevant departments to develop and implement timely corrective action plans.

CHAPTER VII

IMPLEMENTATION PROVISIONS

Article 24. Effective Date

24.1. These Regulations on the Operation of the Board of Directors, comprising seven (07) Chapters and twenty-four (24) Articles, shall take effect from April 20, 2021.

24.2. Any supplement or amendment to these Regulations must be approved by the General Meeting of Shareholders of BaoViet Securities Joint Stock Company.

24.3. In cases where there are provisions of the Law or the Company's Charter related to the activities of the Board of Directors that have not been mentioned in these Regulations, or there are new provisions of the Law or the Company's Charter that are different from or conflict with the articles in these Regulations, such new provisions of the Law and the Company's Charter shall be automatically applied to govern the operations of the Board of Directors of the Company.

ON BEHALF OF

THE BOARD OF DIRECTORS

CHAIRPERSON

(Signed)

NGUYEN HONG TUAN