

No: 09/2026/TTr-HĐQT

Hanoi, May 27, 2026

PROPOSAL

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 Regulation on Operation of the Board of Directors of Bao Viet Securities Joint Stock Company

To: The General Meeting of Shareholders of Bao Viet Securities Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises 2025 (the “LOE”);
- Pursuant to Decree No. 245/2025/NĐ-CP amending and supplementing Decree No. 155/2020/ND-CP guiding the implementation of the Law on Securities (“Decree No. 245/2025/NĐ-CP”).

In order to ensure that the current Charter, Internal Regulations on Corporate Governance, and Regulation on Operation of the Board of Directors (“BOD”) of the Company are consistent and compliant with the new regulations on corporate governance applicable to listed companies under the amended Law on Enterprises 2025 and Decree No. 245/2025/NĐ-CP amending and supplementing Decree No. 155/2020/ND-CP guiding the implementation of the Law on Securities, the BOD has directed the Company to review, amend, and supplement these 03 governance documents. The BOD respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements, specifically as follows:

1. Amendments and supplements to the Company’s Charter

The BOD proposes to amend and supplement the Company’s Charter with the following contents:

- *Amending Point 2.4.1 of Article 2 Company Address:* to unify the Company’s current address information after the rearrangement of administrative units, accordingly, removing the district-level information and amending the ward-level information.
- *Amending Point 24.2.3 of Article 24:* adding the responsibility of a shareholder or a group of shareholders to take full legal responsibility for the accuracy and truthfulness of documents and evidence provided to competent authorities when requesting the convening of a General Meeting of Shareholders, to be consistent with Clause 18, Article 1 of the amended LOE 2025.
- *Supplementing Point 33.2.25 of Article 33:* adding the Authority of the BOD in organizing training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the Company, to be consistent with Clause 80, Article 1 of Decree No. 245/2025/NĐ-CP.

- *Amending Clause 34.1 of Article 34:* accordingly, amending the minimum number of BOD members from 05 persons to 03 persons to be consistent with Clause 1, Article 154 of the Law on Enterprises 2020 and Clause 1, Article 276 of Decree No. 155/2020/NĐ-CP guiding the Law on Securities.

- *Amending Point 59.1.1 of Article 59:* specifically regulating the maximum allocation to the Investment and Development Fund with an allocation level not exceeding 50% of profit after corporate income tax. This amendment is developed on the basis of reference to Clause 2, Article 25 on the distribution of profit after tax of state-owned enterprises in the Law on Management and Investment of Capital at Enterprises 2025, which states: “*The remaining profit after tax, after processing the contents stipulated in Clause 1 of this Article, shall be distributed according to the principle: allocating not exceeding 50% to the Investment and Development Fund to serve the purposes of expanding production and business investments and supplementing charter capital.*” In addition, in the context that BVSC’s total assets are still limited and the capital increase process is slow due to both objective and subjective reasons, diminishing its competitive advantage in recent times, maintaining the allocation rate to the Investment and Development Fund within the range of 30-50% of annual profit after tax is necessary. This policy will help BVSC gradually accumulate stable capital sources, improve financial capacity, thereby meeting development needs, and concurrently supporting the realization of revenue and profit growth targets in the long term.

- In addition to the basic amendments mentioned above, the Company’s Charter is also subject to some technical adjustments to ensure consistency in terminology and compliance with legal regulations relating to public companies under the amended LOE 2025 and Decree No. 245/2025/ND-CP.

Details of the amendments are stated in the Comparison Table between the 14th amended and supplemented Charter and the Draft of the 15th amended and supplemented Charter of BVSC stated in Appendix 01 attached to this Submission; published on the website of BVSC at the link: <https://www.bvsc.com.vn>, section Investor Relations/General Meeting of Shareholders.

2. Amendments and supplements to the Internal Regulations on Corporate Governance

The amendments and supplements to the Internal Regulations on Corporate Governance are basically the same as the amendments to the Company’s Charter. *Details of the amendments and supplements are stated in the Comparison Table between the Internal Regulations on Corporate Governance and the Draft of the 1st amended and supplemented Internal Regulations on Corporate Governance stated in Appendix 02 attached to the Submission; published on the website of BVSC at the link: <https://www.bvsc.com.vn>, section Investor Relations/General Meeting of Shareholders.*

3. Amendments and supplements to the Regulation on Operation of the BOD

The amendments and supplements to the Regulation on Operation of the BOD are basically the same as the amendments to the Company’s Charter. *Details of the amendments and supplements are stated in the Comparison Table between the Regulation on Operation of the BOD and the Draft of the 1st amended and supplemented Regulation on Operation of the BOD stated in Appendix 03 attached to this Submission; published on the website of BVSC at the link: <https://www.bvsc.com.vn>, section Investor Relations/General Meeting of Shareholders.*



The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

We sincerely thank you./.

Recipients::

- *As above, Supervisory Board;*
- *Archived: Admin, Company Sec.*

ON BEHALF OF THE BOD

CHAIRMAN



Nguyen Hong Tuan

