

**BAOVIET SECURITIES JOINT  
STOCK COMPANY**

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**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom - Happiness**

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**NIỀM TIN VỮNG CHẮC, CAM KẾT VỮNG BỀN**

**CHARTER OF BAOVIET  
SECURITIES JOINT STOCK COMPANY**  
*(The fourteenth amendment and supplement version)*

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**HANOI, JANUARY 2024**

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## PREAMBLE

This Charter serves as the legal basis for the organization and operation of BaoViet Securities Joint Stock Company, established under Decision No. 4640/QD-UB issued by the People's Committee of Hanoi City on October 1, 1999.

This Charter was approved on January 18, 2024.

## CHAPTER I. GENERAL PROVISIONS

### Article 1. Interpretation of terms

- 1.1. Unless otherwise provided by the provisions or the context of this Charter, the following terms in this Charter shall have the meanings set forth below:
  - 1.1.1. “**The Company**” means BaoViet Securities Joint Stock Company – a subsidiary of BaoViet Holdings, and a member of the BaoViet Finance – Insurance Group;
  - 1.1.2. “**Business Area**” means the geographical scope within which the Company is permitted to establish business locations in accordance with the Law;
  - 1.1.3. “**Charter**” means this 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;
  - 1.1.4. “**Article**” means an article of this Charter;
  - 1.1.5. “**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)*;
  - 1.1.6. “**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)*;
  - 1.1.7. “**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;
  - 1.1.8. “**Charter Capital**” means the total par value of issued shares that have been fully paid for by the shareholders and is specified in Article 10 of this Charter;
  - 1.1.9. “**Shareholder**” means an individual or organization that owns at least one share of the Company;
  - 1.1.10. “**Major Shareholder**” means a shareholder who owns five percent (5%) or more of the voting shares of the Company;
  - 1.1.11. “**Share**” means the equal portions of capital that constitute the Charter Capital of the Company;
  - 1.1.12. “**Dividend**” means the net profit paid for each share in cash or by other assets;
  - 1.1.13. “**Date of Establishment**” means the date on which the Company is issued with its initial

License for Establishment and Operation;

- 1.1.14. “**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;
- 1.1.15. “**Company Executive**” or “**Executive**” means the General Director, Deputy General Directors, and the Chief Accountant;
- 1.1.16. “**Term of Operation**” means the duration of the Company’s operation stated in Clause 2.6 of Article 2 of this Charter;
- 1.1.17. “**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;
- 1.1.18. “**Covered Warrant**” means a type of securities with an underlying asset issued by a securities company that gives the holder the right to buy (a call warrant) from or the right to sell (a put warrant) the underlying securities to the issuing organization at a predetermined price, at or before a specified time, or to receive the cash difference between the exercise price and the underlying securities’ price at the time of exercise;
- 1.1.19. “**Vietnam**” means the Socialist Republic of Vietnam;
- 1.1.20. “**SSC**” means the State Securities Commission;
- 1.1.21. “**Stock Exchange**” or “**SE**” means the Vietnam Stock Exchange and its subsidiaries.
- 1.2. In this Charter, any reference to a provision or document shall include any amendments to or replacement documents for that provision or document.
- 1.3. The headings (Chapter, Article, Clause of this Charter) are included for convenience of reference only and shall not affect the content of this Charter.
- 1.4. Words or terms defined in the Law on Securities and the Law on Enterprises shall have the same meaning in this Charter, unless they conflict with the subject matter or context.

## **Article 2. Form, Name, Head Office, Branches, Representative Offices, Transaction Offices and Term of Operation of the Company**

### 2.1. Form of the Company:

The Company is a joint stock company, duly incorporated and validly existing under the Law of Vietnam, and has legal entity status.

### 2.2. Name of the Company:

Official trading name: **Công ty Cổ phần Chứng khoán Bảo Việt.**

Abbreviated trading name: **Công ty Chứng khoán Bảo Việt.**

English trading name: **BaoViet Securities Joint Stock Company.**

Abbreviated English name: **BaoViet Securities Company or  
BaoViet Securities.**

Abbreviation: **BVSC.**

2.3. Logo of the Company:

The Company's logo is presented as follows:



**NIỀM TIN VỮNG CHẮC, CAM KẾT VỮNG BỀN**

2.4. Head Office of the Company:

2.4.1. The registered Head Office of the Company is:

Address: No. 8 Le Thai To Street, Hang Trong Ward, Hoan Kiem District, Hanoi City, Vietnam.

Telephone: (+84-24) 39288080

Fax: (+84-24) 39289888

Email: [info@bvsc.com.vn](mailto:info@bvsc.com.vn)

Website: <http://www.bvsc.com.vn>

2.4.2. Any change of the Head Office location shall be decided by the General Meeting of Shareholders and shall be approved by the SSC.

2.5. Network of Operations: The Company conducts its business at its Head Office, a branch in Ho Chi Minh City, and various Transaction Offices within the Company's Business Area.

2.6. Term of Operation of the Company

2.6.1. The term of operation of the Company is indefinite (perpetual) from the Date of Establishment.

2.6.2. The termination of operations or dissolution of the Company shall be decided by the General Meeting of Shareholders in accordance with this Charter and the provisions of the Law.

2.7. Branches and Representative Offices

The Company may establish or terminate the operation of Branches, Representative Offices, and Transaction Offices within its operating or business area by a decision of the Board of Directors, following written approval from the SSC.

### **Article 3. The Legal Representative of the Company**

3.1. The Legal Representative of the Company is the individual who represents the Company to exercise the rights and perform the obligations arising from the Company's transactions; represents the Company as a petitioner in civil matters, a plaintiff, a defendant, or a person with related interests and obligations before arbitration bodies and

courts, and to exercise other rights and perform other obligations in accordance with the Law. The Company shall have only one (01) Legal Representative, the General Director shall be the Legal Representative of the Company.

3.2. Authorization by the Legal Representative:

3.2.1. The Legal Representative of the Company as stipulated in this Charter shall reside in Vietnam. In case of departure from Vietnam, he/she shall authorize in writing another person in accordance with the Law to exercise the rights and perform the obligations of the Legal Representative of the Company. In such cases, the Legal Representative shall remain responsible for actions taken under such authorization.

3.2.2. If, upon the expiration of the authorization period, the Legal Representative has not returned to Vietnam and has not made another authorization, the authorized person (as stipulated in Point 3.2.1 of this Clause) shall continue to exercise the rights and perform the obligations of the Legal Representative within the scope of the authorization until the Legal Representative returns to work at the Company; or until the Board of Directors decides to appoint another person to the position of the Legal Representative.

3.2.3. In the event the Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise his/her rights and perform his/her obligations; or has died, is missing, is being prosecuted for criminal charges, is in temporary detention, is serving a prison sentence, is subject to administrative measures at a compulsory detoxification or education facility, 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 Board of Directors shall appoint another person to the position of the Legal Representative of the Company.

## **CHAPTER II. OBJECTIVES, SCOPE OF OPERATIONS, PRINCIPLES OF GOVERNANCE AND MANAGEMENT, THE COMPANY SEAL, RIGHTS, OBLIGATIONS, AND RESTRICTIONS**

### **Article 4. Objectives of the Company**

4.1. BaoViet Securities Joint Stock Company is established to focus on business in the securities sector in accordance with the Law, with the following objectives: 1) To maximize Shareholder's interest; 2) To fully fulfill obligations to the State Budget; 3) To improve working conditions and increase income for employees; 4) To always maintain integrity with clients, and not to infringe upon the assets, rights, and legitimate interests of clients and 5) To develop the Company to be increasingly strong and sustainable.

4.2. If any of the objectives stated in Clause 4.1 of this Article require approval, the Company may only pursue that objective after obtaining approval from the competent State authorities.

### **Article 5. Scope of Business Operations**

5.1. The Company's business operations:

- 5.1.1. Securities brokerage;
- 5.1.2. Securities proprietary trading;
- 5.1.3. Securities underwriting;
- 5.1.4. Securities investment advisory;
- 5.1.5. Derivatives brokerage;
- 5.1.6. Derivatives proprietary trading;
- 5.1.7. Derivatives investment advisory;
- 5.1.8. Providing clearing and settlement services for derivatives transactions;
- 5.1.9. Acting as a market maker for the derivatives market;
- 5.1.10. Issuing, offering, and listing Covered Warrants;
- 5.1.11. Market making for Covered Warrants;
- 5.1.12. Trading for the purpose of hedging risks for Covered Warrants;
- 5.1.13. Brokerage and investment advisory for Covered Warrants.
- 5.2. In addition to the business operations stipulated in Clause 5.1 of this Article, the Company may provide the following services:
  - 5.2.1. Accepting entrustment to manage securities trading accounts for individual investors; providing securities distribution services or acting as a distribution agent; managing securities trading accounts; providing services to manage the list of securities holders for other enterprises.
  - 5.2.2. Providing online securities trading services; providing or coordinating with credit institutions to provide services for clients to borrow money to purchase securities or providing securities lending services; providing or coordinating with credit institutions to provide services of advancing proceeds from selling securities; securities depository; clearing and settlement of securities; services in the derivatives market, and services in the covered warrants market.
  - 5.2.3. Investing, contributing capital, issuing, and offering financial products.
  - 5.2.4. Providing advisory services on securities offering dossiers, carrying out procedures prior to a securities offering; acting as an agent for depository, settlement, and transfer of securities; providing advisory on restructuring, consolidation, merger, reorganization, and acquisition of enterprises; providing advisory on corporate governance and corporate strategy; providing advisory on the offering, listing, and registration for trading of securities; providing advisory on the equitization of enterprises.
  - 5.2.5. Other financial services and other services as stipulated by the Ministry of Finance and the Law;
- 5.3. The Company may add or remove one or more business operations stipulated in Clauses

5.1 and 5.2 of this Article by a decision of the General Meeting of Shareholders, following approval from the SSC.

## **Article 6. Principles of Governance, Management, and Professional Activities of the Company**

6.1. Principles of governance and management of the Company:

6.1.1. The Company shall comply with the provisions of the Law on Securities, the Law on Enterprises, the Company's Charter, and other relevant laws and regulations on corporate governance;

6.1.2. The Company shall clearly delineate responsibilities among the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Board of Management in accordance with the Law on Securities, the Law on Enterprises, and other relevant laws and regulations;

6.1.3. The Company shall establish a communication system with shareholders to ensure the provision of complete information and fair treatment among shareholders, ensuring their legitimate rights and interests;

6.1.4. The Company shall establish an internal control system, a risk management system and supervise, prevent conflicts of interest within the Company and in transactions with related persons;

6.1.5. The Company shall ensure that employees working in professional departments must hold securities practice certificates appropriate to the professional activities they perform, as required by the laws and regulations on securities and the securities market;

6.2. When carrying out its professional activities, the Company shall ensure the following principles:

6.2.1. The Company shall issue operational procedures for its professional activities;

6.2.2. The Company shall issue a code of professional ethics;

6.2.3. The Company and its employees are not permitted to make investments on behalf of clients, except in the case of accepting entrustment to manage securities trading accounts for individual investors as permitted by the Law;

6.2.4. The Company has a responsibility to be honest with its clients and shall not infringe upon their assets or other legitimate rights and interests; it shall manage the assets of each client separately and keep client assets separate from the Company's own assets;

6.2.5. The Company has a responsibility to sign contracts with clients when providing services; it shall provide complete and truthful information to clients;

6.2.6. Unless otherwise provided by the laws and regulations, when providing services to clients, the Company shall not, directly or indirectly, engage in the following acts:

6.2.6.1. Making investment decisions on securities on behalf of clients;

- 6.2.6.2. Agreeing with clients to share profits or losses;
- 6.2.6.3. Advertising or declaring that the content, effectiveness, or methods of its securities analysis are superior to those of other securities companies;
- 6.2.6.4. Providing false information to entice or invite clients to buy or sell a particular type of securities;
- 6.2.6.5. Providing false, fraudulent, or misleading information to clients;
- 6.2.6.6. Other acts contrary to the provisions of the Law.
- 6.2.7. The Company shall implement accounting, auditing, statistical, and financial obligations in accordance with the Law;
- 6.2.8. The Company shall make information disclosures and reports promptly, completely, and accurately in accordance with the Law;
- 6.2.9. The Company shall build an information technology system and a backup database to ensure safe and continuous operations;
- 6.2.10. The Company shall carry out supervision of securities trading in accordance with the Law.
- 6.2.11. The Company shall establish a dedicated department responsible for communication with clients and resolving their inquiries and complaints;
- 6.2.12. The Company shall perform other obligations in accordance with the laws and regulations on securities and other relevant laws and regulations.

#### **Article 7. The Company Seal**

- 7.1. The Company's seal includes a seal made at a seal-engraving establishment or a seal in the form of a digital signature in accordance with the laws and regulations on electronic transactions.
- 7.2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and its representative offices (if any).
- 7.3. The Board of Directors and the General Director shall use and manage the seal in accordance with the applicable Law.
- 7.4. The General Director shall decide on the type, quantity, form, and content of the seals of the Transaction Offices, subordinate departments, and individuals within the Company.

#### **Article 8. Rights and Obligations of the Company**

- 8.1. Rights of the Company
  - 8.1.1. Right to conduct business autonomously:
    - 8.1.1.1. To sign contracts with clients regarding securities trading, registration and depository of securities, margin trading, securities underwriting, investment advisory, financial advisory, and other services in compliance with the Law;

- 8.1.1.2. To collect fees and charges at rates stipulated by the Ministry of Finance;
- 8.1.1.3. The Company has the right to manage and use the capital contributed by shareholders to achieve its business objectives and tasks as set out in the Charter and Resolutions of the General Meeting of Shareholders and the Board of Directors;
- 8.1.1.4. To organize its management and personnel structure and its business organization in a manner suitable for the purposes and content of the Company's operations, in accordance with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- 8.1.1.5. To be proactive in all registered business activities;
- 8.1.1.6. To innovate technology and equipment in line with the development requirements and business efficiency of the Company;
- 8.1.1.7. To decide on the opening, merger, or closure of Branches, Transaction Offices, and Representative Offices of the Company in accordance with the provisions of the Law;
- 8.1.1.8. To give priority to using domestic labor, to ensure the rights and interests of employees in accordance with the laws and regulations on labor, and to respect the right to organize a Trade Union in accordance with the Law;
- 8.1.2. Right to financial management of the Company:
  - 8.1.2.1. To use the capital and funds of the Company to serve business needs based on the principles of safety and profit optimization;
  - 8.1.2.2. To use foreign currency earned in accordance with the laws and regulations on foreign exchange management;
  - 8.1.2.3. To have the right to request clients to provide information on their financial situation and business operations when establishing a transactional relationship, and to have the right to refuse such relationships if they are deemed to be contrary to the Law, ineffective, or unfeasible;
  - 8.1.2.4. To decide on the use of profits and distributions of profits to Shareholders after fulfilling all obligations to the State and the establishment and use of funds in accordance with State regulations and Resolutions of the General Meeting of Shareholders;
- 8.1.3. Other rights as stipulated in this Charter and by the Law.
- 8.2. Obligations of the Company
  - 8.2.1. General obligations in business management of the Company:
    - 8.2.1.1. To fully perform all obligations stipulated by the Law on Enterprises;
    - 8.2.1.2. To comply with financial safety regulations as stipulated by the Ministry of Finance;
    - 8.2.1.3. To purchase professional liability insurance (if any) for its securities business activities or to establish an investor protection fund to compensate investors for damages caused by technical incidents or employee negligence;

- 8.2.1.4. To maintain complete records and documents that reflect in detail and accurately the transactions of clients and of the Company;
- 8.2.1.5. To conduct the sale or allow clients to sell securities they do not own and to lend securities to clients for sale in accordance with the regulations of the Ministry of Finance;
- 8.2.1.6. To comply with the regulations of the Ministry of Finance on the implementation of securities business operations;
- 8.2.1.7. To carry out information disclosure, reporting, and archiving in accordance with the Law on Enterprises, the Law on Securities, and their guiding documents;
- 8.2.1.8. Other obligations as stipulated by the Law.
- 8.2.2. Obligations in financial management of the Company:
  - 8.2.2.1. To be financially autonomous, self-sufficient in expenses, and solely responsible for its business results, growth, and capital preservation;
  - 8.2.2.2. To implement accounting, auditing, statistical, and financial obligations in accordance with the Law;
  - 8.2.2.3. To contribute to the settlement support fund in accordance with the Regulations on registration, depository, clearing, and settlement of securities;
  - 8.2.2.4. To register for tax, declare taxes, pay taxes, and perform other obligations to the State in accordance with the Law;
  - 8.2.2.5. To comply with regulations on maintaining capital adequacy ratios as stipulated by the Ministry of Finance.
- 8.2.3. Obligations towards shareholders:

The Company shall not engage in the following acts:

  - a. Committing to income or profits for shareholders (except in the case of shareholders holding preference shares with fixed dividends);
  - b. Illegally holding the interests or income from the shares of shareholders;
  - c. Providing financing or guarantees to shareholders, either directly or indirectly; providing loans in any form to Major Shareholders, Supervisors, Members of the Board of Directors, Members of the Board of Management, the Chief Accountant, other officers appointed by the Board of Directors, and the Related Persons of any of the foregoing;
  - d. Generating income for shareholders by buying back their shares in forms inconsistent with the provisions of the Law;
  - e. Infringing upon the rights of shareholders, such as the right of ownership, option rights, the right to fair dealing, the right to be provided with information, and other legitimate rights and interests.
- 8.2.4. Obligations towards clients:

- 8.2.4.1. To provide only suitable advice to clients based on efforts to collect information about the clients: To collect and understand information about the clients' financial situation, investment objectives, risk tolerance, and expected returns, and to update this information in accordance with the Law. To ensure that the Company's investment recommendations and advice are suitable for each client;
- 8.2.4.2. To be responsible for the reliability of the information disclosed to clients. To ensure that clients make investment decisions based on the fact that they have been provided with all the information the Company possesses, including the content and risks of the products and services provided. All acts of fraud and disclosure of false information are strictly prohibited;
- 8.2.4.3. To be prudent and not create conflicts of interest with clients. In cases where conflicts are unavoidable, the Company shall inform the client in advance and take necessary measures to ensure fair treatment of the client;
- 8.2.4.4. To prioritize the execution of client orders before the Company's own orders;
- 8.2.4.5. To fulfill its obligations to clients in the best possible manner;
- 8.2.4.6. Confidentiality of client information:
  - a. The Company is responsible for maintaining the confidentiality of information related to the securities and money of its clients, and for refusing any investigation, freezing, seizure, or transfer of client assets without the client's consent.
  - b. The provision in sub-point (a) above does not apply in the following cases:
    - (i) When an auditor is conducting an audit of the Company's Financial Statements;
    - (ii) When providing information at the request of a competent State authority.
- 8.2.5. Other obligations as stipulated in this Charter and by the Law.

## **Article 9. Prohibitions and Restrictions**

- 9.1. Restrictions on the Company
  - 9.1.1. Giving opinions on the increase or decrease of securities prices without basis to entice clients to trade;
  - 9.1.2. Shall not agree to or offer specific interest rates or share profits or losses with clients to induce them to trade;
  - 9.1.3. Shall not, directly or indirectly, establish fixed locations outside the transaction points approved by the State Securities Commission to sign agreements on opening securities trading account with clients, receive orders, execute securities trading orders, or settle securities transactions with clients, except in the case of online securities trading;
  - 9.1.4. Shall not accept orders or settle transactions with any person other than the account holder without the written authorization of the account holder;
  - 9.1.5. Shall not use the name or account of a client to register for or trade securities;

- 9.1.6. Shall not disclose the content of a client's trading orders or other confidential information obtained while conducting transactions for the client, except for the purpose of information disclosure or as required for inspection or examination in accordance with the Law;
- 9.1.7. Agreement on opening securities trading account shall not contain agreements aimed at evading the legal obligations of the Company without just cause; agreements that limit the scope of the securities company's compensation without just cause or transfer risk from the securities company to the client; agreements that compel the client to perform unfair compensation obligations, and other agreements that unfairly disadvantage the client;
- 9.2. Regulations for securities practitioners of the Company;
  - 9.2.1. May only practice the securities profession as a representative of the Company;
  - 9.2.2. A securities practitioner shall not perform the following acts:
    - 9.2.2.1. Simultaneously work for another securities company or fund management company;
    - 9.2.2.2. May only open a securities trading account for themselves at the Company;
    - 9.2.2.3. Shall not perform acts that exceed the scope of authorization from the Company;
  - 9.2.3. Securities practitioners shall participate in training courses on the laws and regulations on securities and the securities market, trading systems, and new types of securities organized by the State Securities Commission, the Vietnam Stock Exchange and its subsidiaries, and the Vietnam Securities Depository and Clearing Corporation;
- 9.3. Regulations for Members of the Board of Directors, the Head of the Supervisory Board, and Members of the Board of Management:
  - 9.3.1. A Member of the Board of Directors of the Company may not concurrently be a Member of the Board of Directors, a Member of the Members' Council, or the Director/General Director of another securities company;
  - 9.3.2. The Head of the Supervisory Board may not concurrently be a Supervisor or a manager of another securities company;
  - 9.3.3. The General Director and Deputy General Directors may not concurrently work for another securities company, fund management company, or other enterprise. The General Director may not be a Member of the Board of Directors or a Member of the Members' Council of another securities company;
- 9.4. Other prohibitions and restrictions as stipulated in this Charter and by the Law.

### **CHAPTER III. CHARTER CAPITAL, SHARES AND SHAREHOLDERS**

#### **Article 10. Charter Capital**

- 10.1. As of the date of adoption of this Charter, the charter capital of the Company is: Seven hundred twenty-two billion, three hundred thirty-nine million, three hundred seventy

thousand Vietnamese Dong (*VND 722,339,370,000*).

- 10.2. The charter capital of the Company is divided into: *Seventy-two million, two hundred thirty-three thousand, nine hundred thirty-seven shares (72,233,937 shares)* with a par value of: Ten thousand Vietnamese Dong per share (*VND 10,000/share*).

#### **Article 11. Methods of Increasing and Decreasing Charter Capital**

- 11.1. The increase or decrease of the Company's charter capital shall be carried out in accordance with the provisions of the Law.
- 11.2. Methods of increasing the Company's charter capital
- 11.2.1. Issuing new shares to increase charter capital shall be implemented in accordance with relevant laws and regulations, including the conversion of debt into equity by agreement between the creditor and the Company;
- 11.2.2. Converting issued bonds into shares in accordance with the Law;
- 11.2.3. Transferring share premium, retained earnings, and other eligible sources to supplement and increase charter capital. The Company may use the share premium arising from the difference between the selling price and the cost of treasury shares to increase charter capital after all treasury shares have been sold. The Company may use the share premium from the difference between the selling price and the par value of issued shares to increase charter capital one year after the end of the issuance.
- 11.3. Methods of decreasing the Company's charter capital
- 11.3.1. The Company may buy back shares from shareholders to decrease charter capital in strict accordance with the provisions of this Charter and the Law;
- 11.3.2. The decrease of charter capital shall be decided by the General Meeting of Shareholders but shall still ensure the minimum charter capital requirements and financial safety ratios after the reduction, as stipulated by the laws and regulations;
- 11.4. After completing the increase of charter capital or the buyback of shares to decrease charter capital, the Company shall carry out the procedures to amend its License for Establishment and Operation in accordance with this Charter and the Law.

#### **Article 12. Shares and Other Securities of the Company**

- 12.1. Shares
- 12.1.1. All shares issued by the Company are ordinary shares. Holders of ordinary shares are ordinary shareholders. Each ordinary share carries one (01) vote.
- 12.1.2. The Company may issue other types of preference shares upon the approval of the General Meeting of Shareholders and in accordance with the provisions of the Law.
- 12.1.3. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares by a resolution of the General Meeting of Shareholders. The method and conversion ratio shall be approved by the General Meeting of

Shareholders in accordance with the provisions of the Law.

- 12.1.4. The offering of ordinary shares shall be prioritized to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be dealt with by a decision of the Board of Directors. The Board of Directors may distribute such shares to other shareholders and individuals on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
- 12.2. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of this Charter and the Law.

### **Article 13. Share Certificates and Certificates of Other Securities**

#### **13.1. Share Certificates**

- 13.1.1. Shareholders of the Company shall be issued a share certificate corresponding to the number and type of shares owned. Share certificates issued by the Company may be in the form of book entries or electronic data confirming the ownership of one or more shares of the Company;

A share certificate is a type of securities that certifies the lawful rights and interests of its holder with respect to a portion of the share capital of the Company. The share certificate shall contain all the content as stipulated in Clause 1, Article 121 of the Law on Enterprises.

- 13.1.2. In the event of an error in the content or form of a share certificate issued by the Company, the rights and interests of the holder of that share certificate shall not be affected.
- 13.1.3. In the event a share certificate is lost, damaged, or otherwise destroyed, the shareholder is entitled to be re-issued a share certificate by the Company upon his/her request. The shareholder's request shall include the following details:
  - 13.1.3.1. Information about the share certificate that was lost, damaged, or otherwise destroyed;
  - 13.1.3.2. An undertaking to be liable for any disputes arising from the re-issuance of the new share certificate.

- 13.2. Certificates of Other Securities: Certificates for bonds or other certificates of securities issued by the Company shall bear the seal and the signature of the Legal Representative and the seal of the Company, unless otherwise specified in the terms and conditions of issuance.

### **Article 14. Transfer of Company Shares**

- 14.1. All shares are freely transferable unless otherwise provided by the Law. Shares listed on the Stock Exchange shall be transferred in accordance with the laws and regulations on securities and the securities market.
- 14.2. Shares that have not been fully paid for may not be transferred and are not entitled to

related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity sources, the right to purchase newly offered shares, and other rights as provided by the Law.

- 14.3. In the event an individual Shareholder dies, the heir under a will or by law of that Shareholder shall become a Shareholder of the Company.
- 14.4. In the event the shares of a deceased individual Shareholder have no heir, the heir renounces the inheritance, or is disinherited, such shares shall be dealt with in accordance with the civil laws and regulations.
- 14.5. A Shareholder has the right to gift part or all of his/her shares in the Company to other individuals or organizations; or to use shares to settle debts. In such cases, the individual or organization receiving the gift or debt settlement in shares shall become a Shareholder of the Company.
- 14.6. Except where the Company's shares are listed or registered for trading on a Stock Exchange, the recipient of shares in the cases specified in this clause shall only become a shareholder of the Company from the time their information as prescribed in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the shareholder register.

#### **Article 15. Share Buyback**

- 15.1. The Company may only buy back its shares when it fully meets the conditions and buyback ratio as stipulated by the Law.
- 15.2. Buyback at the request of a shareholder:
  - 15.2.1. A shareholder has the right to demand that the Company buy back all or part of his/her shares if the shareholder has voted against a resolution of the General Meeting of Shareholders on matters concerning: a change in the rights and obligations of shareholders as stipulated in the Company's Charter, or the reorganization of the Company;
  - 15.2.2. A request to buy back shares shall be made in writing, stating the name and address of the shareholder, the number of each type of share held, the proposed selling price, and the reason for requesting the buyback. This request shall be sent to the Company within ten (10) days from the date the General Meeting of Shareholders passes the resolution on the aforesaid matters;
  - 15.2.3. The Board of Directors shall determine the buyback price in accordance with the Law on Enterprises. If an agreement on the price cannot be reached, the shareholder may sell the shares to another person, or the parties may request a professional valuation organization to determine the price. The Company shall introduce at least three (03) professional valuation organizations for the shareholder to choose from. The decision of the valuation organization that complies with the provisions of the Law shall be final;
  - 15.2.4. The time limit for the share buyback shall be implemented in accordance with the Law on Enterprises.

- 15.3. Share Buyback pursuant to decision of the Company
- 15.3.1. The Company has the right to buy back no more than thirty percent (30%) of the total number of ordinary shares sold, and part or all of the dividend preference shares sold, in accordance with the following provisions:
- 15.3.2. The Board of Directors has the right to decide to buy back no more than ten percent (10%) of the total number of shares of each type sold within a period of twelve (12) months. In other cases, the buyback of shares shall be decided by the General Meeting of Shareholders in accordance with the Law;
- 15.3.3. The Board of Directors shall decide the buyback price. For ordinary shares, the buyback price shall not be higher than the market price at the time of the buyback, except where the Company buys back shares from each shareholder in proportion to their shareholding in the Company. For other types of shares, if this Charter does not stipulate otherwise or if the Company and the relevant shareholders have no other agreement, the buyback price shall not be lower than the market price;
- 15.4. The procedures and dossier for the share buyback shall be carried out in accordance with this Charter and the Law.

#### **Article 16. Issuance of Bonds**

- 16.1. The Company has the right to issue bonds, convertible bonds, warrant-linked bonds, and other types of bonds in accordance with the provisions of the Law.
- 16.2. The General Meeting of Shareholders shall decide on the type, total value, and time of offering for convertible bonds and warrant-linked bonds. In this case, the voting to pass the resolution on the bond offering of the Company shall be conducted in accordance with Article 30 of this Charter.
- 16.3. Except as provided in Clause 16.2 above, the Board of Directors has the right to decide on the type of bond, the total value of the bonds, and the time of offering, provided that the Board of Directors shall report to the General Meeting of Shareholders at its nearest meeting. The report shall be accompanied by the documents and dossier of the bond offering.
- 16.4. The procedures and dossier for the bond offering shall be carried out in accordance with this Charter and the Law.
- 16.5. The Company recognizes the rights of transfer and inheritance of its bondholders. The transfer and inheritance shall comply with the provisions of the Law.

#### **Article 17. Business of Covered Warrants**

- 17.1. The Company has the right to conduct business in Covered Warrants.
- 17.2. The issuance of Covered Warrants shall be carried out by the Company in strict accordance with the procedures for offering Covered Warrants as stipulated by the Law and this Charter.

- 17.3. Holders of Covered Warrants have the following rights:
- 17.3.1. The right to receive payment in cash or in the form of the underlying securities according to the conditions and payment methods specified by the Company in the prospectus for each issuance and in accordance with relevant laws and regulations;
- 17.3.2. The right to be paid in cash if the Covered Warrant is delisted in accordance with the Law;
- 17.3.3. The right to transfer, gift, bequeath, or pledge for loans in civil relations in accordance with the Law;
- 17.3.4. To be a secured creditor of the Company; to be given priority by the Company in the payment of assets before unsecured creditors, ordinary shareholders, and preference shareholders in the event the Company is dissolved or becomes bankrupt, in accordance with relevant laws and regulations;
- 17.3.5. Other rights as stipulated by the Law.

#### **Article 18. Shareholders of the Company**

- 18.1. The ownership of shares and all lawful rights of shareholders are protected by the Law.
- 18.2. The founding shareholder of the Company is BaoViet Holdings. At the time of the adoption of this Charter, the number of shares of the Company held by BaoViet Holdings is: Forty-three million, two hundred eighty-one thousand, one hundred ninety-three shares (**43,281,193 shares**), corresponding to Fifty-nine point nine two percent (59.92%) of the Charter Capital of the Company.
- 18.3. After the legal transfer of ownership or inheritance of shares is completed and the procedures under the provisions of the Law are fulfilled, the holder of such transferred shares shall be recognized as an official shareholder of the Company.
- 18.4. The inability to pay debts, commission of a crime, or death or cessation of operations of any Shareholder shall not affect the operations of the Company.
- 18.5. The total number of shares held by foreign shareholders in the Company shall not exceed the foreign ownership limit as stipulated by the Law.

#### **Article 19. Rights of Shareholders**

- 19.1. Ordinary shareholders have the following rights:
- 19.1.1. To attend and speak at meetings of the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other forms provided for by the Company's Charter and the Law. Each ordinary share has one vote;
- 19.1.2. To receive dividends at a rate decided by the General Meeting of Shareholders;
- 19.1.3. The pre-emptive right to purchase new shares in proportion to the holding of ordinary shares of each shareholder in the Company;
- 19.1.4. To freely transfer their shares to others, except where otherwise provided by relevant laws

- and regulations;
- 19.1.5. To inspect, look up, and extract information on the names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information;
  - 19.1.6. To inspect, look up, extract, or make copies of the Company's Charter, minutes of the meeting of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - 19.1.7. Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to the proportion of shares owned in the Company;
  - 19.1.8. To request the Company to buy back shares in the cases specified in Clause 15.2, Article 15 of this Charter.
  - 19.1.9. To be treated equally. Each share of the same type grants the owning shareholder equal rights, obligations, and benefits. Where the Company has different types of preference shares, the rights and obligations attached to such preference shares shall be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - 19.1.10. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the Law;
  - 19.1.11. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - 19.1.12. Other rights as provided by the Law and this Charter.
  - 19.2. A shareholder or a group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the following rights:
    - 19.2.1. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in cases where the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes a decision beyond its delegated authority;
    - 19.2.2. To inspect, look up, and extract the minutes and resolutions/decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the trade secrets or business secrets of the Company;
    - 19.2.3. To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request shall be in writing and shall include the following content: full name, contact address, nationality, number of the legal identification document of the individual for an individual shareholder; name, enterprise code or number of the legal document of the organization, address of the head office 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; the issue to be inspected, and the purpose of the inspection;
- 19.2.4. To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal shall be in writing and sent to the Company at least three (03) working days before the opening date. The proposal shall clearly state the shareholder's name, the number of each type of share held by the shareholder, and the matter proposed for inclusion in the agenda;
- 19.2.5. Other rights as provided by the Law and this Charter.
- 19.3. A shareholder or a group of shareholders holding ten percent (10%) or more of the total number of ordinary shares has the right to nominate candidates for the Board of Directors and the Supervisory Board in accordance with Article 28 of this Charter.
- 19.4. A shareholder or a group of shareholders holding at least one percent (01%) of the total number of ordinary shares has the right, on their own behalf or on behalf of the Company, to initiate legal action for individual or joint liability against a Member of the Board of Directors or the General Director to demand disgorgement of interests or compensation for damages to the Company or others in the following cases:
- 19.4.1. Violation of the obligations of a Company Manager as stipulated in this Charter and the Law;
- 19.4.2. Failure to properly exercise assigned rights and obligations; failure to implement, incompletely implementing, or not timely implementing resolutions of the Board of Directors;
- 19.4.3. Exercising assigned rights and obligations contrary to the provisions of the Law, this Charter, or resolutions of the General Meeting of Shareholders;
- 19.4.4. Using information, know-how, or business opportunities of the Company for personal gain or for the benefit of other organizations or individuals;
- 19.4.5. Using one's position, title, and assets of the Company for personal gain or for the benefit of other organizations or individuals;
- 19.4.6. Other cases as provided by the Law and the internal regulations of the Company;
- 19.4.7. The order and procedures for initiating a lawsuit shall be carried out in accordance with the laws and regulations on civil procedures. The costs of the lawsuit, in cases where a shareholder or group of shareholders sues on behalf of the Company, shall be included in the Company's expenses, unless the claim is dismissed;
- 19.4.8. The shareholder or group of shareholders specified in this clause has the right to inspect, look up, and extract necessary information as decided by a Court or an Arbitration body before or during the legal proceedings.
- 19.5. Rights of shareholders holding voting preference shares:

- 19.5.1. To vote on matters within the authority of the General Meeting of Shareholders with the number of votes stipulated for voting preference shares;
- 19.5.2. To have other rights as an ordinary shareholder, except as provided in point 19.5.3 below;
- 19.5.3. A shareholder holding voting preference shares may not transfer those shares to another person, except in the case of transfer pursuant to a legally effective court judgment or decision, or by inheritance.
- 19.6. Rights of shareholders holding dividend preference shares:
  - 19.6.1. To receive dividends at the rate applicable to dividend preference shares;
  - 19.6.2. In the event the Company is dissolved or becomes bankrupt, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid all its debts and redeemed its redeemable preference shares;
  - 19.6.3. To have other rights as an ordinary shareholder, except as provided in point 19.6.4 below;
  - 19.6.4. A shareholder holding dividend preference shares does not have the right to vote, the right to attend meetings of the General Meeting of Shareholders, or the right to nominate candidates for the Board of Directors and the Supervisory Board, except in the case provided for in Clause 30.4, Article 30 of this Charter.
- 19.7. Rights of shareholders holding redeemable preference shares:
  - 19.7.1. To have their contributed capital redeemed by the Company in accordance with the provisions applicable to redeemable preference shares;
  - 19.7.2. In the event the Company is dissolved or becomes bankrupt, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company, after the Company has paid all its debts;
  - 19.7.3. To have other rights as an ordinary shareholder, except as provided in point 19.7.4 below;
  - 19.7.4. A shareholder holding redeemable preference shares does not have the right to vote, the right to attend meetings of the General Meeting of Shareholders, or the right to nominate candidates for the Board of Directors and the Supervisory Board, except in the case provided for in Clause 30.4, Article 30 of this Charter.

## **Article 20. Obligations of Shareholders**

- 20.1. To pay for the number of subscribed shares in full and on time and to be responsible for the debts and other property obligations of the Company to the extent of the capital they have contributed to the Company. Shareholders are not allowed to withdraw their contributed capital from the Company in any form, except where their shares are bought back by the Company or by another person in accordance with the Law. In the event a shareholder withdraws part or all of their contributed share capital contrary to this provision, that shareholder and any related person within the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and for any resulting damages.

- 20.2. To comply with the Company's Charter and Internal Management Regulations of the Company.
- 20.3. To abide by the Resolutions of the General Meeting of Shareholders and the Board of Directors.
- 20.4. A shareholder holding ten percent (10%) or more of the Company's charter capital and his/her Related Persons may not own more than five percent (5%) of the shares or contributed capital of another securities company. Such a shareholder shall not abuse his/her advantage to cause harm to the rights and interests of the Company and other shareholders.
- 20.5. A shareholder holding ten percent (10%) or more of the Company's charter capital shall fully notify the Company within twenty-four (24) hours upon receiving information regarding the following cases:
  - 20.5.1. The number of shares being frozen, pledged, or dealt with by a court decision;
  - 20.5.2. The institutional shareholder decides to change its name or undergoes a merger, division and separation, dissolution, or bankruptcy.
- 20.6. Other obligations:
  - 20.6.1. To provide an accurate residential address or head office address when registering to purchase shares and to perform other obligations as stipulated by this Charter and the Law. In the event a shareholder changes their residential address or head office address, they shall promptly notify the Company or notify through a securities company or depository bank to update the address in the shareholder register. The Company shall not be responsible for the failure to contact a shareholder due to not being notified of a change of address;
  - 20.6.2. Major Shareholders shall fully and timely notify the Company and perform their information disclosure obligations in accordance with the laws and regulations on securities;
  - 20.6.3. To protect the assets and reputation of the Company, and to maintain the confidentiality of the Company's business operations.
  - 20.6.4. To bear personal responsibility when acting in the name of the Company in any form to perform the following acts:
    - 20.6.4.1. Violating the Law;
    - 20.6.4.2. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
    - 20.6.4.3. Paying debts that are not yet due ahead of financial risks to the Company.
  - 20.6.5. To attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:
    - 20.6.5.1. Attending and voting in person at the meeting;

- 20.6.5.2. Authorizing another individual or organization to attend and vote at the meeting;
- 20.6.5.3. Attending and voting via online conference, electronic voting, or other electronic forms;
- 20.6.5.4. Sending a voting card to the meeting by mail, fax, or email;
- 20.6.5.5. Sending a voting card by other means as specified in this Charter.
- 20.7. To maintain the confidentiality of information provided by the Company in accordance with this Charter and the Law; to only use the provided information to exercise and protect their legitimate rights and interests; it is strictly prohibited from disseminating or copying, or sending information provided by the Company to other organizations or individuals.
- 20.8. Other obligations as stipulated in this Charter and by the Law.

#### **CHAPTER IV. THE GENERAL MEETING OF SHAREHOLDERS**

##### **Article 21. Organizational, Governance, and Control Structure**

The organizational structure of management, governance, and control of the Company includes:

- 21.1. The General Meeting of Shareholders;
- 21.2. The Board of Directors;
- 21.3. The Supervisory Board;
- 21.4. The Board of Management.

##### **Article 22. Authority of the General Meeting of Shareholders**

- 22.1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.
- 22.2. Rights and duties of the General Meeting of Shareholders:
  - 22.2.1. To pass the development orientation of the Company;
  - 22.2.2. To decide on the types of shares and the total number of shares of each type to be offered for sale, based on the proposal of the Board of Directors;
  - 22.2.3. To decide on the annual dividend rate for each type of shares in accordance with the Law on Enterprises and the rights attached to that type of shares. This dividend rate shall not be higher than the rate proposed by the Board of Directors after consulting the opinions of shareholders at the General Meeting of Shareholders;
  - 22.2.4. To decide on the number of Members, and to elect, discharge, remove, and replace Members of the Board of Directors and Supervisors;
  - 22.2.5. To decide on an investment or sale of the Company assets 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;

- 22.2.6. To decide on the increase or decrease of the Company's charter capital, except for the adjustment of charter capital due to the sale of additional new shares within the number of shares authorized to be offered for sale as provided in this Charter;
- 22.2.7. To decide on amendments and supplements to the Company's Charter;
- 22.2.8. To decide on the buyback of more than ten percent (10%) of the total number of issued shares of each type;
- 22.2.9. To approve the annual audited Financial Statements;
- 22.2.10. To approve the report of the Board of Directors on the governance and performance of the Board of Directors and of each of its Members;
- 22.2.11. To approve the report of the Supervisory Board on the business results of the Company, and on the performance of the Board of Directors and the Board of Management;
- 22.2.12. To approve the self-assessment report on the performance of the Supervisory Board and of each Supervisor;
- 22.2.13. To approve the list of approved audit firms; to decide on the approved audit firm to conduct audits of the Company's activities, and to dismiss an approved auditor when deemed necessary;
- 22.2.14. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board, and the Report on the remuneration of the Board of Directors and the Supervisory Board;
- 22.2.15. To consider and handle violations of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- 22.2.16. To decide on the reorganization and dissolution of the Company and to appoint a liquidator;
- 22.2.17. To decide on the division, separation, consolidation, merger, or conversion of the Company;
- 22.2.18. To approve the Internal Regulations on Corporate Governance; the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board;
- 22.2.19. To approve the Company or its branches to enter into contracts and transactions as stipulated in Clause 52.1 and Clause 52.3, Article 52 of this Charter;
- 22.2.20. To approve transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of a number of articles of the Law on Securities;
- 22.2.21. To consider and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;

22.2.22. Annually, to approve the allocation rate for the Company's Development Investment Fund based on the proposal of the Board of Directors; to authorize the Board of Directors to approve the annual plan and method for using the Development Investment Fund.

22.3. Other rights and duties as stipulated in this Charter, other internal documents of the Company, and the Law.

### **Article 23. Authorized Representatives**

23.1. Authorized representative of a shareholder:

All shareholders, whether organizations or individuals, have the right to appoint an authorized representative to exercise their shareholder rights in accordance with the Law.

23.1.1. Authorization by an institutional shareholder:

23.1.1.1. An institutional shareholder has the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with the Law. If more than one (01) authorized representative is appointed, the specific number of shares for each authorized representative shall be determined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares will be divided equally among all authorized representatives. The appointment, termination, or change of an authorized representative shall be notified in writing to the Company within the prescribed period. This written notice is only valid for the company from the date the company receives the notice and within the specified period.

23.1.1.2. The written appointment of an authorized representative shall contain the following main content:

- a. The name, enterprise code, and head office address of the shareholder;
- b. The number of authorized representatives and the corresponding number of shares for each authorized representative;
- c. The full name, permanent address, nationality, Citizen Identity Card number, ID card number, Passport number, or other lawful personal identification number of each authorized representative;
- d. The corresponding term of authorization for each authorized representative, clearly stating the starting date of the authorization;
- e. The full name and signature of the legal representative of the shareholder and of the authorized representative.

23.1.1.3. An authorized representative shall meet the following standards and conditions:

- a. Having full civil act capacity;
- b. Not be a person prohibited from establishing and managing enterprises under the Law on Enterprises;

- c. A member or shareholder that is a state-owned enterprise as defined in point b, Clause 1, Article 88 of the Law on Enterprises may not appoint a person who has a family relationship with a Company Manager or with the person having authority to appoint the Company Managers to be a representative at another company;
  - d. Other conditions as stipulated in the Charter and by the Law.
- 23.1.2. An individual shareholder has the right to authorize another individual to act as their authorized representative to exercise their shareholder rights. The authorization by an individual shareholder shall be made in writing in accordance with the Law. The written authorization shall include the content as stipulated in point 23.1.1.2 of this Article. The appointment, termination, or change of an authorized representative shall be notified in writing to the Company as soon as possible and shall comply with the provisions of points 23.1.1.2 and 23.1.1.3 of this Article.
- 23.2. A shareholder, or the authorized representative of an institutional shareholder, may attend the meeting in person or authorize one or more individuals or other organizations to attend the meeting, or attend through one of the forms stipulated in Clause 26.4, Article 26 of this Charter. If more than one authorized representative attends the meeting, the number of shares and votes authorized for each representative shall be specified.
- 23.2.1. The authorization for an individual or organization to attend a meeting of the General Meeting of Shareholders as stipulated in Clause 23.2 above shall be made in writing according to the Company's form and shall be signed as follows:
- a. In the case of an individual shareholder being the authorizer, the letter of authorization shall be signed by that shareholder and the individual authorized to attend the meeting/the legal representative of the organization authorized to attend the meeting;
  - b. In the case of an institutional shareholder being the authorizer, the letter of authorization shall be signed by the legal representative and/or the authorized representative of the institutional shareholder and the individual authorized to attend the meeting;
  - c. In other cases, the letter of authorization shall be signed by the legal representative of the shareholder and the person authorized to attend the meeting.
- 23.2.2. If the letter of authorization is not made according to the Company's form, the letter of authorization shall be prepared in accordance with the civil laws and regulations and shall clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party. The Company has the right to apply necessary measures and requirements to verify the authenticity of this authorization.
- 23.2.3. The person authorized to attend the meeting of the General Meeting of Shareholders shall submit the letter of authorization upon registration for attendance. In the case of re-authorization, the person attending the meeting shall also present the original letter of

authorization from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

23.2.4. The vote of a person authorized to attend a meeting within the scope of their authorization remains valid if one of the following events occurs:

23.2.4.1. The authorizer has died, has limited civil act capacity, or has lost civil act capacity;

23.2.4.2. The authorizer has revoked the appointment of authorization;

23.2.4.3. The authorizer has revoked the authority of the person who executed the authorization;

23.2.4.4. This provision does not apply if the Company receives notice of any of the above events before the opening of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 24. Convening the Meeting of the General Meeting of Shareholders**

24.1. Number, time, method, and location of meetings

24.1.1. The General Meeting of Shareholders shall convene an annual meeting at least once (01) a year or may convene extraordinary meetings. The location of the meeting of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and shall be within the territory of Vietnam.

24.1.2. The annual meeting of the General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. Upon the request of the Board of Directors, the Company may request the SSC to extend the time for holding the annual meeting of the General Meeting of Shareholders, but not more than six (06) months from the end of the fiscal year.

24.1.3. The Board of Directors shall convene the annual meeting of the General Meeting of Shareholders and select a suitable location. The annual General Meeting of Shareholders shall decide on matters as stipulated by the Law and this Charter, and shall in particular approve the annual audited financial statements. In cases where the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company shall invite a representative of the approved audit firm that audited the financial statements of the Company to attend the annual meeting of the General Meeting of Shareholders, and the representative of said approved audit firm is responsible for attending the Company's annual meeting of the General Meeting of Shareholders.

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

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

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

- 24.2.3. At the request of a shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of this Charter. The request to convene a meeting of the General Meeting of Shareholders shall be in writing and shall include the following content: full name, contact address, nationality, number of the legal identification document of the individual for an individual shareholder; name, enterprise code or number of the legal document of the organization, address of the head office 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;
- 24.2.4. At the request of the Supervisory Board;
- 24.2.5. Other cases as specified by the Company in accordance with this Charter and the Law.
- 24.3. Convening an extraordinary meeting of the General Meeting of Shareholders:
- 24.3.1. 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 24.2.2, or upon receiving a request as stipulated in points 24.2.3 and 24.2.4 of this Article.
- 24.3.2. If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in point 24.3.1, Clause 24.3 of this Article, within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the meeting of the General Meeting of Shareholders. If the Supervisory Board fails to convene the meeting as stipulated, the Supervisory Board shall compensate for any damages incurred by the Company (if any).
- 24.3.3. If the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as stipulated in point 24.3.2, Clause 24.3 of this Article, the shareholder or group of shareholders as stipulated in point 24.2.3, Clause 24.2 of this Article has the right to request a representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with this Charter and the Law.

In this case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the procedures for convening and conducting the meeting and for passing resolutions. All costs for convening and conducting the meeting of the General Meeting of Shareholders will be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the meeting of the General Meeting of Shareholders, including accommodation and travel expenses.

## **Article 25. Agenda and Content of the Meeting of the General Meeting of Shareholders**

- 25.1. The annual General Meeting of Shareholders shall discuss and approve the following matters:
  - 25.1.1. The annual audited Financial Statements;
  - 25.1.2. The annual business plan of the Company;
  - 25.1.3. The report of the Board of Directors on the governance and performance of the Board of Directors and of each of its Members;
  - 25.1.4. The report of the Supervisory Board on the business results of the Company, and on the performance of the Board of Directors and the Board of Management;
  - 25.1.5. The self-assessment report on the performance of the Supervisory Board and of each Supervisor;
  - 25.1.6. The dividend rate for each type of shares;
  - 25.1.7. The total remuneration paid to the Board of Directors and the Supervisory Board;
  - 25.1.8. Other matters falling under the decision-making authority of the General Meeting of Shareholders as stipulated in this Charter and by the Law.
- 25.2. The convener of the General Meeting of Shareholders shall perform the following tasks:
  - 25.2.1. Prepare a list of shareholders eligible to participate 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. The Company shall disclose information about the preparation of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least twenty (20) days before the final registration date;
  - 25.2.2. Prepare the agenda and content of the meeting;
  - 25.2.3. Prepare documents for the meeting;
  - 25.2.4. Draft resolutions of the General Meeting of Shareholders based on the proposed content of the meeting;
  - 25.2.5. Determine the time and location of the meeting;
  - 25.2.6. Notify and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
  - 25.2.7. Other tasks to serve the meeting.
- 25.3. The notice of the meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, and shall be simultaneously published on the Company's website. The convener of the meeting shall send the notice to all shareholders on the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda and

documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. If documents are not sent with the meeting notice, the notice shall specify the link to all meeting documents so that shareholders can access them, including:

- 25.3.1. The meeting agenda and documents to be used in the meeting;
- 25.3.2. A list and detailed information of candidates in the case of an election of members of the Board of Directors or Supervisors (if the candidates have been identified in advance);
- 25.3.3. Voting cards;
- 25.3.4. A form for appointing authorized representatives to attend the meeting;
- 25.3.5. Draft resolutions for each issue on the agenda.
- 25.4. A shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of this Charter has the right to propose matters to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal shall be in writing and sent to the Company at least three (03) working days before the opening date of the meeting. The proposal shall clearly state the shareholder's name, the number of each type of share held, and the matter proposed for inclusion in the agenda.
- 25.5. If the convener of the meeting of the General Meeting of Shareholders rejects these proposals, a written reply stating the reasons shall be provided at least two (02) working days before the opening date of the meeting of the General Meeting of Shareholders. The convener of the meeting may reject a proposal in the following cases:
  - 25.5.1. The proposal is not sent in accordance with Clause 25.4 of this Article;
  - 25.5.2. At the time of the proposal, the shareholder or group of shareholders did not hold five percent (5%) or more of the total number of ordinary shares;
  - 25.5.3. The proposed matter is not within the authority of the General Meeting of Shareholders;
  - 25.5.4. Other cases in accordance with this Charter and by the Law.
  - 25.5.5. The convener of the meeting of General Meeting of Shareholders shall accept and include the proposal stipulated in Clause 25.4 of this Article in the proposed agenda and content of the meeting, except for the cases stipulated in Clause 25.5 of this Article. The proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 26. Conditions for Conducting the Meeting of the General Meeting of Shareholders**

- 26.1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares.
- 26.2. If the first meeting does not meet the conditions for being conducted as stipulated in Clause 26.1 of this Article, a notice for a second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second meeting of the General

Meeting of Shareholders shall be conducted when the number of attending shareholders represents thirty-three percent (33%) or more of the total voting shares.

- 26.3. If the second meeting does not meet the conditions for being conducted as stipulated in Clause 26.2 of this Article, a notice for a third meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total number of voting shares of the attending shareholders.
- 26.4. A shareholder may attend the meeting of the General Meeting of Shareholders in one of the following forms:
- 26.4.1. Attending the meeting of the General Meeting of Shareholders in person;
- 26.4.2. Sending a voting card by registered mail, fax, or email to the Board of Directors before the opening of the meeting of the General Meeting of Shareholders;
- 26.4.3. Authorizing another individual or organization to attend the meeting of the General Meeting of Shareholders. If an institutional shareholder does not have an authorized representative as stipulated in Article 23 of this Charter, it is permitted to authorize another person to attend the meeting of the General Meeting of Shareholders;
- 26.4.4. Attending and voting via online conference, electronic voting, or other electronic forms;
- 26.4.5. Attending the meeting of the General Meeting of Shareholders or sending a voting card by other means as decided by the Board of Directors of the Company.

**Article 27. Procedures for Conducting the Meeting of the General Meeting of Shareholders**

- 27.1. Before the opening of the meeting, the Company shall carry out the shareholders registration procedures and shall continue such registration until all shareholders entitled to attend the meeting who are present have completed their registration in the following sequence:
- 27.1.1. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, which records the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders shall elect a vote-counting committee to be responsible for counting votes or supervising the vote counting, upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.
- 27.2. The election of the chairperson, secretary, and vote-counting committee shall be regulated as follows:
- 27.2.1. The Chairperson of the Board of Directors shall act as the chairperson or shall authorize another member of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of

- Directors shall elect one among themselves to chair the meeting by a majority vote. If a chairperson cannot be elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson among the attendees, and the person with the highest number of votes shall be the chairperson of the meeting;
- 27.2.2. Except for the case provided in point 27.2.1 of this clause, the person who signed the notice to convene the meeting of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall be the chairperson of the meeting;
- 27.2.3. The chairperson shall appoint one or more persons to act as a secretary of the meeting;
- 27.2.4. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the chairperson of the meeting.
- 27.3. The agenda and content of the meeting shall be approved by the General Meeting of Shareholders in the opening session. The agenda shall specify the time allotted for all matters in the meeting's agenda.
- 27.4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees:
- 27.4.1. Arranging the seats at the meeting location of the General Meeting of Shareholders;
- 27.4.2. Ensuring the safety of everyone present at the meeting locations;
- 27.4.3. Facilitating the shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full discretion to change the above measures and to apply all necessary measures. The measures applied may include issuing admission tickets or using other selection methods.
- 27.5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by collecting/counting voting cards or slips marked "approve", then collecting/counting voting cards or slips marked "do not approve", and finally collecting/counting voting cards or slips marked "no opinion"; after that, the total number of "approve", "do not approve", and "no opinion" votes is aggregated. The results of the vote count shall be announced by the Chairperson before the closing of the meeting.
- 27.6. A shareholder or authorized person who arrives after the meeting has commenced may register to attend and has the right to vote immediately after registration is complete. The chairperson is not obliged to halt the meeting for attendees who arrive late to register. In this case, the validity of votes already conducted shall not be affected.
- 27.7. The convener or the chairperson of the meeting of the General Meeting of Shareholders has the following rights:
- 27.7.1. To require all attendees to undergo a security check or to comply with other security measures;

- 27.7.2. To request the competent authorities to maintain order at the meeting; to expel from the meeting of the General Meeting of Shareholders people who do not comply with the chairperson's authority, who intentionally cause disorder, who obstruct the normal progress of the meeting, or who fail to comply with security check requirements.
- 27.8. The chairperson has the right to adjourn a meeting of the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum period of three (03) working days from the intended opening date, and may only adjourn the meeting or change the meeting location in the following cases:
- 27.8.1. The meeting location does not have adequate and convenient seating for all attendees;
- 27.8.2. The communication facilities at the meeting location do not ensure that attending shareholders can participate, discuss, and vote;
- 27.8.3. An attendee is obstructing or causing disorder, threatening to prevent the meeting from being conducted in a fair and lawful manner.
- 27.9. If the chairperson adjourns or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 27.8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson to preside over the meeting until its conclusion; all resolutions passed at that meeting shall be valid and enforceable.

#### **Article 28. Cumulative Voting**

- 28.1. Before and during the General Meeting of Shareholders, shareholders have the right to form groups to nominate and cumulate votes for their nominees.
- 28.2. 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:
- 28.2.1. 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 and one (01) candidate for the Supervisory Board;
- 28.2.2. 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 and two (02) candidates for the Supervisory Board;
- 28.2.3. 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 and three (03) candidates for the Supervisory Board;
- 28.2.4. 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 and four (04) candidates for the Supervisory Board;

- 28.2.5. 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 and the Supervisory Board;
- 28.3. 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 or the Supervisory Board.
- 28.4. The persons elected as Members of the Board of Directors or Supervisors 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 this Charter is reached. If two (02) or more candidates receive the same number of votes for the final position on the Board of Directors or the Supervisory Board, 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.

**Article 29. Authority and Procedures for Obtaining Written Opinions of Shareholders to Pass a Resolution of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions of shareholders to pass a Resolution of the General Meeting of Shareholders shall be implemented as follows:

- 29.1. The Board of Directors has the right to obtain written opinions of shareholders to pass a Resolution of the General Meeting of Shareholders instead of voting at a meeting for any matter if deemed necessary for the interests of the Company, except for holding the annual meeting of the General Meeting of Shareholders, including the following decisions:
- 29.1.1. Amending and supplementing the content of the Company's Charter;
- 29.1.2. Changing business lines and sectors;
- 29.1.3. Changing the organizational management structure of the Company;
- 29.1.4. Reorganizing or dissolving the Company;
- 29.1.5. Deciding on an investment or sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent Financial Statements;
- 29.1.6. The types of shares and the total number of shares of each type;
- 29.1.7. The issuance of convertible bonds and warrants that allow the holder to purchase shares at a predetermined price;
- 29.1.8. The issuance of any other securities which is subject to the approval of the General Meeting of Shareholders in accordance with the Law;
- 29.1.9. The development orientation of the Company;
- 29.1.10. Electing, discharging, or removing members of the Board of Directors and the Supervisory Board;

- 29.2. The Board of Directors shall prepare the written opinion form, the draft Resolution of the General Meeting of Shareholders, and the explanatory documents for the draft Resolution and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the written opinion form. The preparation of the list of shareholders to receive the written opinion form shall be carried out in accordance with point 25.2.1, Clause 25.2, Article 25 of this Charter. The requirements and method for sending the written opinion form and accompanying documents shall be carried out in accordance with Clause 25.3, Article 25 of this Charter.
- 29.3. The written opinion form shall contain the following main content:
- 29.3.1. Name, head office address, enterprise code;
- 29.3.2. The purpose of obtaining opinions;
- 29.3.3. 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, or full name, contact address, nationality, number of the legal identification document of the representative of an institutional shareholder; the number of shares of each type and the number of votes of the shareholder;
- 29.3.4. The issue on which opinions are sought for approval;
- 29.3.5. Voting options including: “Approve”, “Do not approve”, and “No opinion” for each issue on which opinions are being sought;
- 29.3.6. The deadline by which the completed written opinion form shall be returned to the Company;
- 29.3.7. Full name and signature of the Chairperson of the Board of Directors.
- 29.4. A completed written opinion form shall be signed by the individual shareholder, or by the authorized representative, or the Legal Representative of an institutional shareholder or individual, or the legal representative of an authorized organization.
- 29.5. Shareholders may send the completed written opinion form to the Company by mail, fax, or email as follows:
- 29.5.1. If sent by mail, the completed written opinion form shall be signed by the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The written opinion form sent to the company shall be enclosed in a sealed envelope and no one is permitted to open it before the vote count;
- 29.5.2. If sent by fax or email, the written opinion form sent to the Company shall be kept confidential until the time of the vote count;
- 29.5.3. Written opinion forms returned to the Company after the deadline specified in the form, or that have been opened if sent by mail, or disclosed if sent by fax or email, are invalid. Forms that are not returned are considered as abstentions from voting;

- 29.6. The Board of Directors shall organize the vote counting and prepare the Vote Counting Minutes under the witness of the Supervisory Board or of a shareholder who does not hold a management position in the Company. The Vote Counting Minutes shall include the following main content:
- 29.6.1. Name, head office address, enterprise code;
  - 29.6.2. The purpose and issues on which opinions were sought to pass the Resolution;
  - 29.6.3. The number of shareholders with the total number of votes who participated in the voting, distinguishing between valid votes, invalid votes, and the method of submission, accompanied by an appendix listing the shareholders participating in the voting;
  - 29.6.4. The total number of approve, do not approve, and no opinion votes for each issue;
  - 29.6.5. The matters that have been passed and the corresponding approval voting percentage;
  - 29.6.6. Full names and signatures of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote counter;
  - 29.6.7. The Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Minutes; and jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.
- 29.7. The Vote Counting Minutes and the resolution shall be sent to the shareholders within fifteen (15) days from the end of the vote count. The sending of the Vote Counting Minutes and resolution may be replaced by publishing them on the Company's website within twenty-four (24) hours from the end of the vote count;
- 29.8. The completed written opinion forms, the Vote Counting Minutes, the passed Resolution, and related documents sent with the written opinion form shall all be archived at the Head Office of the Company;
- 29.9. A resolution is passed by obtaining written opinions of shareholders if it is approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote, and it has the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

### **Article 30. Passing Resolutions of the General Meeting of Shareholders**

- 30.1. A resolution on the following matters shall be passed if it is approved by a number of shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending and voting at the meeting:
- 30.1.1. The types of shares and the total number of shares of each type;
  - 30.1.2. Changes in business lines and sectors;
  - 30.1.3. Changes in the company's organizational management structure;

- 30.1.4. An investment project or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the Company's most recent Financial Statements.
- 30.1.5. Reorganization or dissolution of the company;
- 30.1.6. Contracts and transactions requiring approval as stipulated in Clause 52.3, Article 52 of this Charter.
- 30.2. Other Resolutions shall be passed when approved by a number of shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except for the cases stipulated in Clause 30.1, Clause 30.3, and Clause 30.4 of this Article, and Clause 29.9, Article 29 of this Charter.
- 30.3. The election of Members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method as stipulated in Article 28 of this Charter, whereby each shareholder has a total number of votes corresponding to the total number of shares they own multiplied by the number of Members to be elected to the Board of Directors or the Supervisory Board. A shareholder has the right to cast all of their votes for one or more candidates.
- 30.4. A resolution of the General Meeting of Shareholders on a matter that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if it is approved by the attending preference shareholders of the same type who hold seventy-five percent (75%) or more of the total preference shares of that type; or is approved by preference shareholders of the same type holding seventy-five percent (75%) or more of the total preference shares of that type in the case of passing a resolution by obtaining written opinions.
- 30.5. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total voting shares are lawful and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and this Charter.

### **Article 31. Minutes of the Meeting of the General Meeting of Shareholders**

- 31.1. The meeting of the General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be in a foreign language. The minutes shall contain the following main content:
- 31.1.1. Name, head office address, enterprise code;
- 31.1.2. The time and location of the meeting of the General Meeting of Shareholders;
- 31.1.3. The agenda and content of the meeting;
- 31.1.4. Full names of the Chairperson and the Secretary;
- 31.1.5. A summary of the proceedings of the meeting and the opinions expressed at the meeting of the General Meeting of Shareholders on each matter on the agenda;

- 31.1.6. The number of shareholders and the total number of votes of the attending shareholders, with an appendix listing the registered shareholders and shareholders' representatives attending the meeting with their corresponding number of shares and votes;
- 31.1.7. The total number of votes for each matter to be voted, clearly stating the voting method, the total number of valid and invalid votes, the number of approve, do not approve, and no opinion votes; and the corresponding percentage of the total votes of the attending shareholders;
- 31.1.8. The matters that have been passed and the corresponding approval voting percentage;
- 31.1.9. Full names and signatures of the Chairperson and the Secretary.
- 31.2. The minutes of the meeting of the General Meeting of Shareholders shall be completed and approved before the end of the meeting.
- 31.3. The Chairperson and the Secretary of the meeting, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the content of the Minutes of the General Meeting of Shareholders' meeting. If the Chairperson or Secretary refuses to sign the minutes, the minutes shall still be valid if they are signed by all other members of the Board of Directors who attended the meeting and contain all the required content as stipulated in this Article. The minutes shall clearly state that the Chairperson or Secretary refused to sign.
- 31.4. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions of the minutes, the content of the Vietnamese version shall prevail.
- 31.5. The minutes and the resolutions passed at the meeting of the General Meeting of Shareholders shall be sent to all shareholders within fifteen (15) days from the closing date of the meeting. The sending of the minutes and resolutions may be replaced by publishing them on the Company's website within twenty-four (24) hours from the closing of the meeting;
- 31.6. The minutes of the meeting of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting, the passed resolutions, the written authorizations for attending the meeting, all documents attached to the minutes (if any), and related documents sent with the meeting notice shall be disclosed in accordance with the laws and regulations on information disclosure on the securities market and shall be archived at the head office of the Company.

#### **Article 32. Validity of Resolutions of the General Meeting of Shareholders**

- 32.1. A resolution of the General Meeting of Shareholders shall take effect from the date it is passed or from the effective date specified in the Resolution.
- 32.2. In the event a passed Resolution of the General Meeting of Shareholders is challenged in a lawsuit by a shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of this Charter, this Resolution shall continue to be implemented until a competent

Court in Vietnam makes a different decision, unless an interim injunctive measure is applied by a decision of a competent authority.

- 32.3. Within ninety (90) days from the date of receiving the Minutes of the meeting of the General Meeting of Shareholders or the Minutes of the Vote count for written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of this Charter has the right to request a competent Court in Vietnam to review and annul a decision of the General Meeting of Shareholders in the following cases:
- 32.4. The procedures for convening the meeting or for obtaining written opinions and for making decisions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and this Charter, except for the case stipulated in Clause 30.5, Article 30 of this Charter;
- 32.5. The content of the Resolution violates the Law or the Company's Charter.

## **CHAPTER V. THE BOARD OF DIRECTORS, RISK MANAGEMENT DEPARTMENT, AND INTERNAL AUDIT DEPARTMENT**

### **Article 33. Authority of the Board of Directors**

- 33.1. 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.
- 33.2. Duties and powers of the Board of Directors:
- 33.2.1. To decide on the strategy, medium-term development plan, and annual business plan of the Company;
- 33.2.2. To propose the types of shares and the total number of shares of each type entitled to be offered for sale;
- 33.2.3. 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;
- 33.2.4. To decide on the offering price of the Company's shares and bonds;
- 33.2.5. 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;
- 33.2.6. 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 this Charter and by the Law;
- 33.2.7. To decide on solutions for market development, marketing, and technology;
  - 33.2.8. 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 this Charter;
  - 33.2.9. 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, the Chief Accountant, and other Executives; 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;
  - 33.2.10. To supervise and direct the General Director and other Executives in the management of the daily business affairs;
  - 33.2.11. 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 this Charter, internal Company documents, and the Law;
  - 33.2.12. 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;
  - 33.2.13. 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 this Charter;
  - 33.2.14. To propose dividend rates, and to decide on the timing and procedure for paying dividends or handling losses incurred during business operations;
  - 33.2.15. To propose the reorganization, dissolution, or request for bankruptcy of the Company;
  - 33.2.16. 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;
  - 33.2.17. 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;

- 33.2.18. To determine operational targets based on the strategic objectives approved by the General Meeting of Shareholders;
- 33.2.19. To propose the issuance of convertible bonds and warrants that allow the holder to purchase shares at a predetermined price;
- 33.2.20. 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;
- 33.2.21. 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;
- 33.2.22. 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;
- 33.2.23. 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; to decide on the issuance of the Regulations on Information Disclosure of the Company;
- 33.2.24. 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;
- 33.2.25. Other rights and obligations as stipulated in this Charter, other internal documents of the Company, and the Law.
- 33.3. 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.
- 33.4. 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 authorized to the Chairperson of the Board of Directors.
- 33.5. Unless otherwise provided by the Law, the Board of Directors may assign, delegate, or authorize the General Director and other Managers to represent the Company in signing documents and to organize the implementation of tasks that fall under the decision-making and approval authority of the Board of Directors as stipulated in this Charter. The assignment, delegation, or authorization by the Board of Directors to the General Director and other Managers shall be specifically regulated in an internal document issued by the Board of Directors, in conformity with the Company Charter and in compliance with

relevant laws and regulations.

33.6. 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. In the course of performing their duties, Members of the Board of Directors have the following rights and obligations:

33.6.1. Rights of Members of the Board of Directors:

33.6.1.1. Right to be provided with information:

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

33.6.1.2. Right to receive remuneration and other benefits: 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, 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.

33.6.1.3. 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.

33.6.1.4. A Member of the Board of Directors has the right to be reimbursed 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.

33.6.1.5. 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.

33.6.1.6. 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.

33.6.1.7. Other rights as stipulated in this Charter and by the Law.

33.6.2. Obligations of Members of the Board of Directors:

33.6.2.1. To perform their assigned duties and powers in strict accordance with the provisions of this Charter, the Law, and the Resolutions of the General Meeting of Shareholders;

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

33.6.2.3. 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;

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

33.6.2.5. To promptly, fully and accurately notify the Company of the content stipulated in Clause 50.2, Article 50 of this Charter. This notification shall be archived at the Head Office and Branches of the Company;

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

33.6.2.7. 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;

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

33.6.2.9. To perform other obligations as stipulated in this Charter and the Law.

**Article 34. Composition, Term, and Number of Members of the Board of Directors**

- 34.1. 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.
- 34.2. The number of independent members of the Board of Directors shall comply with the following regulations:
- 34.2.1. There shall be at least one (01) Independent Member if the Company's Board of Directors has five (05) Members;
- 34.2.2. There shall be at least two (02) Independent Members if the Company's Board of Directors has from six (06) to eight (08) Members;
- 34.2.3. There shall be at least three (03) Independent Members if the Company's Board of Directors has nine (09) Members.
- 34.3. 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.
- 34.4. 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. 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, carefully, and for the highest interests of the company if elected as a member of the Board of Directors.
- 34.5. 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 35. Standards and Conditions for Members of the Board of Directors**

- 35.1. To have full civil act capacity and not be a person prohibited from establishing and managing enterprises under the Law on Enterprises;
- 35.2. 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;
- 35.3. 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 BaoViet Holdings;
- 35.4. 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.
- 35.5. At the beginning of their term, all Members of the Board of Directors shall fully meet the conditions required by the Law, this 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.
- 35.6. Other conditions and standards as stipulated in this Charter and by the Law.

### **Article 36. Meetings of the Board of Directors and Meeting Minutes**

- 36.1. 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.
- 36.2. 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 Board of Directors.
- 36.3. 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.
- 36.4. 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:
  - 36.4.1. Upon receiving a proposal from the Supervisory Board or an Independent Member of the

- Board of Directors;
- 36.4.2. Upon receiving a proposal from the General Director or at least five (05) other Managers;
- 36.4.3. Upon receiving a proposal from at least two (02) Members of the Board of Directors;
- 36.4.4. A proposal for a meeting as stipulated in this clause 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.
- 36.5. If the Chairperson of the Board of Directors does not convene a meeting as proposed in Clause 36.4 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.
- 36.6. 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 to the Members of the Board of Directors, Supervisors, and the General Director at least five (05) working days before the meeting date. 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 voting cards for the Members.
- 36.7. 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.
- 36.8. 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.
- 36.9. 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.
- 36.10. A Member of the Board of Directors is considered having attended and voted at a meeting in the following cases:
- 36.10.1. Attending and voting in person at the meeting;
- 36.10.2. Authorizing another person to attend and vote at the meeting, if approved by a majority of the members of the Board of Directors;
- 36.10.3. Attending and voting via online conference, electronic voting, or other electronic forms;
- 36.10.4. Sending a voting card to the meeting by mail, fax, or email;

- 36.10.5. Sending a voting card by other means as stipulated by the Board of Directors.
- 36.11. If a voting card 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 voting card shall only be opened in the presence of all attending persons.
- 36.12. Voting
- 36.12.1. 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;
- 36.12.2. Except as provided in point 36.12.3 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;
- 36.12.3. 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 Clause 52.2 of Article 52 of this Charter.
- 36.13. 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:
- 36.13.1. Hear every other participating Member of the Board of Directors speak during the meeting;
- 36.13.2. Speak to all other participating Members simultaneously.
- 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 this Charter, 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.
- 36.14. 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.
- 36.15. 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.
- 36.16. 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.
- 36.17. Operating principles of the Committees:
- 36.17.1. 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.
- 36.17.2. The Committees shall pass resolutions and decisions by voting at meetings or by obtaining written opinions.
- 36.17.3. 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 36.10 to Clause 36.12 of this Article. 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.
- 36.17.4. A resolution or decision in the form of obtaining 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. A Committee member who has interest related to the parties in a contract or transaction shall not be allowed to vote on such contract or transaction.
- 36.18. Minutes of the meeting of the Board of Directors
- 36.18.1. 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:
- 36.18.1.1. Name, head office address, enterprise code;
- 36.18.1.2. Purpose, agenda, and content of the meeting;
- 36.18.1.3. Time and location of the meeting;
- 36.18.1.4. 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;

- 36.18.1.5. Matters discussed and voted on at the meeting;
- 36.18.1.6. A summary of the opinions of each attending member in the order of the meeting's proceedings;
- 36.18.1.7. The results of the voting, clearly stating which members approved, did not approve, and had no opinion;
- 36.18.1.8. The matters that have been passed and the corresponding approval voting percentage;
- 36.18.1.9. Full names and signatures of the chairperson and the person taking the minutes. If the chairperson or the person taking the minutes refuses to sign the minutes, the minutes shall still be valid in case it is signed by all other attending members of the Board of Directors and contains all the main content as required from item 36.18.1.1 to item 36.18.1.8, point 36.18.1, Clause 36.18. The minutes shall clearly state the refusal of the chairperson or the person taking the minutes to sign the minutes. The persons signing the minutes are jointly responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairperson and the person taking the minutes are personally liable for any damages to the enterprise resulting from their refusal to sign the minutes, in accordance with this Charter and relevant laws and regulations;
- 36.18.1.10. 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.
- 36.18.2. The minutes of Board of Directors meetings and the documents used in the meetings shall be archived at the head office of the Company.
- 36.18.3. 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.
- 36.18.4. 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.
- 36.19. Annually, the Board of Directors shall request the Independent Members of the Board of Directors to prepare a report evaluating the activities of the Board of Directors; this evaluation 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 37. Discharge, Removal, and Appointment of Additional Members of the Board of Directors**

- 37.1. Cases for discharge and removal of Members of the Board of Directors:
- 37.1.1. The General Meeting of Shareholders shall discharge a Member of the Board of Directors in the following cases:

- 37.1.1.1. The Member of the Board of Directors no longer meets the standards and conditions as stipulated in Article 35 of this Charter;
- 37.1.1.2. 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;
- 37.1.1.3. Other cases as stipulated in the internal documents of the Company in accordance with this Charter and the Law.
- 37.1.2. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:
  - 37.1.2.1. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - 37.1.2.2. Other cases as stipulated in the internal documents of the Company in accordance with this Charter and the Law.
- 37.1.3. 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.
- 37.2. 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:
  - 37.2.1. The number of members of the Board of Directors has been reduced by more than one-third (1/3) of the number stipulated in this Charter. In this case, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3);
  - 37.2.2. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as stipulated in Clause 34.2, Article 34 of this Charter;
  - 37.2.3. In addition to the cases stipulated in Clause 37.2 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 38. Independent and Non-Executive Members of the Board of Directors**

- 38.1. 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 this Charter.
- 38.2. An Independent Member of the Board of Directors is a Member of the Board of Directors who meets the following standards and conditions:
  - 38.2.1. 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, BaoViet Holdings, or a subsidiary of the Company for at least the three (03) preceding consecutive years.
  - 38.2.2. 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;
- 38.2.3. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling is a major shareholder of the Company; or is a Manager of the Company or a subsidiary of the Company;
- 38.2.4. Is not a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the Company;
- 38.2.5. 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.
- 38.3. 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 38.2 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.

#### **Article 39. The Chairperson and Vice Chairperson of the Board of Directors**

- 39.1. The Chairperson and Vice Chairperson (if any) shall be elected, removed, or discharged by the Board of Directors 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.
- 39.2. Powers and duties of the Chairperson of the Board of Directors:
- 39.2.1. To prepare the working program and plan of the Board of Directors;
- 39.2.2. To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- 39.2.3. To organize the passing of Resolutions and Decisions of the Board of Directors;
- 39.2.4. To supervise the process of implementing the Resolutions and Decisions of the Board of Directors;
- 39.2.5. 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;
- 39.2.6. To lead and ensure the effective operation of the Board of Directors;
- 39.2.7. To develop, implement, and review the procedures governing the activities of the Board of Directors;

- 39.2.8. To schedule meetings of the Board of Directors and its subordinate bodies;
  - 39.2.9. To meet regularly with the General Director and to act as a liaison between the Board of Directors and the Board of Management;
  - 39.2.10. 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;
  - 39.2.11. To ensure effective communication and liaison with shareholders;
  - 39.2.12. To organize periodic evaluations of the performance of the Board of Directors, its subordinate bodies, and each Member of the Board of Directors;
  - 39.2.13. 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;
  - 39.2.14. 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;
  - 39.2.15. Other rights and duties in accordance with this Charter, Company regulations, and the Law.
- 39.3. 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 Director.
- 39.4. 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 40. Risk Management**

- 40.1. The Board of Directors shall build a risk management system based on the following principles:
  - 40.1.1. The organizational structure for risk management shall, at a minimum, regulate the following content:
    - 40.1.1.1. The responsibility of the Board of Directors in risk management;
    - 40.1.1.2. The responsibility of the General Director, the Supervisory Board, Internal Audit, and the

- internal control system in risk management;
- 40.1.1.3. The responsibility of the Risk Management Department and the heads of the Company's professional departments in risk management;
- 40.1.1.4. A clear and transparent risk management strategy, expressed through a long-term risk policy and risk policy for each specific period, approved by the Board of Directors;
- 40.1.1.5. An implementation plan through comprehensive policies and procedures;
- 40.1.1.6. Regular management, inspection, and review by the General Director;
- 40.1.1.7. The issuance and full implementation of risk management policies, procedures, and risk limits, and the establishment of a suitable risk management information system.
- 40.1.2. The established risk management system shall ensure the Company is capable of identifying, measuring, monitoring, reporting, and effectively handling material risks, while fully meeting its compliance obligations at all times;
- 40.1.3. The risk management system shall be built to ensure that risk management duty is conducted independently, objectively, honestly, and consistently;
- 40.1.4. The established risk management system shall ensure that operational departments and the risk management department are organized separately and independently of each other; and the heads of professional departments may not concurrently be in charge of the risk management department, and vice versa.
- 40.2. The internal procedures and regulations on risk management within the Company shall ensure the following principles:
  - 40.2.1. The risk management system in the Company shall operate based on written internal procedures and regulations;
  - 40.2.2. The internal procedures and regulations shall be presented clearly so that all relevant individuals understand their duties and responsibilities and can describe the relevant risk management process in detail. The Company shall regularly review and update these internal procedures and regulations;
  - 40.2.3. The internal procedures and regulations shall ensure that State management agencies, Internal Audit, Internal Control, and the Supervisory Board understand the Company's risk management activities;
  - 40.2.4. The internal procedures and regulations on risk management shall contain at least the following content:
    - 40.2.4.1. Organizational structure and description of functions, duties, mechanism for delegating decision-making authority, and responsibilities;
    - 40.2.4.2. Risk policies, risk limits, procedures for identifying, measuring, monitoring risk, and reporting risk information, and for handling risks;
    - 40.2.4.3. Rules that ensure the obligation to comply with the provisions of the Law.

40.3. The Company shall build a system of risk management procedures including the following content: risk identification, risk measurement, risk monitoring, risk supervision, and risk handling.

40.4. Contingency Planning:

40.4.1. The Company shall develop a contingency plan for the occurrence of emergency situations to ensure business continuity of the Company;

40.4.2. The General Director is responsible for developing and regularly reviewing the contingency plan. The contingency plan shall be approved by the Board of Directors.

#### **Article 41. Internal Audit Department**

41.1. The Company shall establish an Internal Audit Department under the Board of Directors. The specific functions and duties of the Internal Audit Department are as follows:

41.1.1. To independently assess the appropriateness and compliance with legal policies, the Charter, Resolutions of the General Meeting of Shareholders, and Resolutions and Decisions of the Board of Directors;

41.1.2. To inspect, review, and evaluate the adequacy, effectiveness, and efficiency of the internal control system under the Board of Management in order to improve this system;

41.1.3. To evaluate the compliance of business operations with internal policies and procedures;

41.1.4. To advise on the establishment of internal policies and procedures;

41.1.5. To evaluate compliance with the laws and regulations and to control measures for ensuring the safety of assets;

41.1.6. To evaluate the internal audit through financial information and through the business process;

41.1.7. To evaluate the process of identifying, assessing, and managing business risks;

41.1.8. To evaluate the effectiveness of operations;

41.1.9. To evaluate the compliance with commitments in contracts;

41.1.10. To perform controls of the information technology system;

41.1.11. To investigate internal violations within the Company;

41.1.12. To perform internal audits of the Company and its Subsidiaries;

41.1.13. Other functions as stipulated in this Charter, Company regulations, and the Law.

41.2. Internal audit activities shall ensure the following principles:

41.2.1. Independence: The Internal Audit Department is independent of other departments of the Company, including the Board of Management; the internal audit activities are independent of the Company's operational and business activities; personnel performing internal audit duty are not permitted to undertake tasks that are the subject of internal audit, nor to hold concurrent positions in business departments such as brokerage,

- proprietary trading, analysis, investment advisory, underwriting, or risk management;
- 41.2.2. Objectivity: The Internal Audit Department and its personnel shall ensure objectivity, fairness, and impartiality in the performance of their duties. The Company shall ensure that internal audit is not subject to any interference when properly performing its duties; Internal audit personnel shall demonstrate objectivity in collecting, evaluating, and communicating information about the activities or processes and systems that have been or are being audited. Internal auditors shall provide a fair assessment of all relevant matters and not be influenced by their own interests or by any other person when making their comments and assessments;
- 41.2.3. Integrity: Internal auditors shall perform their work honestly, diligently, and responsibly; they shall comply with the Law and perform their duties publicly in accordance with the provisions of the Law and professional standards;
- 41.2.4. Confidentiality: Personnel of the Internal Audit Department shall respect the value and ownership of the information they receive and shall not disclose information without proper authorization, unless there is an obligation to disclose such information in accordance with the provisions of the Law and internal regulations of the Company.
- 41.3. Personnel requirements for the Internal Audit Department:
- 41.3.1. Shall not be a person who has been sanctioned with a fine or a more severe penalty for violations in the fields of securities, banking, or insurance within the last five (05) years prior to the year of appointment;
- 41.3.2. The Head of the Internal Audit Department shall have professional qualifications in law, accounting, or auditing; and shall have sufficient experience, credibility, and authority to effectively carry out their assigned duties;
- 41.3.3. Shall not be a related person of the heads of professional departments, professional practitioners, the General Director, Deputy General Directors, or Branch Directors within the Company;
- 41.3.4. Shall possess a Certificate in the Fundamentals of Securities and the Securities Market or a Securities Practice Certificate, and a Certificate in the laws and regulations on Securities and the Securities Market;
- 41.3.5. Shall not hold other concurrent positions within the Company.

## **CHAPTER VI. THE BOARD OF MANAGEMENT, INTERNAL CONTROL DEPARTMENT, AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

### **Article 42. Composition, Obligations, and Powers of the Board of Management**

- 42.1. The composition of the Company's Board of Management includes: the General Director, Deputy General Directors, and other management positions based on the proposal of the General Director and with the approval of the Board of Directors. Members of the Board of Management shall possess the necessary diligence for the Company's activities and organization to achieve its set objectives.

- 42.2. Members of the Board of Management are hired or appointed by the Board of Directors. The term of office for the General Director and other Members of the Board of Management is no more than five (05) years and they may be re-appointed for an unlimited number of terms.
- 42.3. The Board of Management shall establish and maintain a risk management execution system, including processes, mechanisms, and personnel, to ensure the prevention of risks that could affect the interests of the Company and its clients. The Board of Management shall establish and maintain an internal control system, including an organizational structure, independent and dedicated personnel, and internal processes and regulations applicable to all positions, units, departments, and activities of the Company, in order to ensure objectives are met in accordance with the Law.
- 42.4. The Board of Management shall develop working regulations for approval by the Board of Directors, which shall contain at least the following basic content:
- 42.4.1. The specific responsibilities and duties of each Member of the Board of Management;
- 42.4.2. Regulations on the procedures for organizing and participating in meetings;
- 42.4.3. The reporting responsibilities of the Board of Management to the Board of Directors and the Supervisory Board.
- 42.5. Obligations of Members of the Board of Management:
- 42.5.1. To exercise their assigned powers and duties in strict accordance with this Charter, the Resolutions of the General Meeting of Shareholders and the Board of Directors, and the Law;
- 42.5.2. To exercise their assigned powers and duties honestly and carefully to ensure the maximum legitimate interests of the Company and its Shareholders;
- 42.5.3. 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;
- 42.5.4. To promptly and fully notify the Company of the content stipulated in Clause 50.2, Article 50 of this Charter; this notification shall be archived at the Head Office and Branches of the Company;
- 42.5.5. Other obligations as stipulated in this Charter and by the Law.
- 42.6. Benefits of Members of the Board of Management:
- 42.6.1. Members of the Board of Management are entitled to receive remuneration, salaries, and bonuses based on business results and efficiency. The salary of Members of the Board of Management shall be decided by the Board of Directors;
- 42.6.2. The remuneration and salary of each Member of the Board of Management shall be recorded as a business expense of the Company in accordance with the Law and shall be

presented as a separate item in the Company's annual Financial Statements, and shall be reported at the annual meeting of General Meeting of Shareholders.

**Article 43. Duties, Powers, Standards, Conditions, and Discharge of the General Director**

43.1. Duties and powers of the General Director:

The General Director is the person who manages the daily business affairs of the Company, is supervised by the Board of Directors, and is responsible to the Board of Directors and before the Law for the performance of their assigned duties. The specific duties and powers of the General Director are as follows:

- 43.1.1. To decide on matters related to the daily business affairs of the Company that are not under the authority of the Board of Directors;
- 43.1.2. To organize the implementation of Resolutions and Decisions of the Board of Directors and the General Meeting of Shareholders;
- 43.1.3. To organize the implementation of the business plan and investment plan of the Company;
- 43.1.4. To propose the organizational structure, and to propose or issue internal management regulations of the Company;
- 43.1.5. To propose measures to improve the operations and management of the Company;
- 43.1.6. To appoint, discharge, and dismiss management positions within the Company, except for positions under the approval authority of the Board of Directors;
- 43.1.7. To recruit labor;
- 43.1.8. To decide on salaries and other benefits for employees of the Company, including Managers under the appointment authority of the General Director;
- 43.1.9. To propose the number and types of management personnel under the appointment authority of the Board of Directors for the Board of Directors to appoint or discharge in order to carry out good management activities as required by the Board of Directors, and to advise the Board of Directors on deciding the salary and other terms of the employment contracts for these managers;
- 43.1.10. To have full authority to decide on the signing and execution of contracts for purchase, sale, borrowing, lending, mortgages, pledges, guarantees for third parties, bond repo transactions, and other contracts not under the decision-making authority of the Board of Directors with a value of less than thirty-five percent (35%) of the total asset value of the Company as recorded in its most recent Financial Statements, excluding contracts and transactions of the Company with Related Persons as stipulated in Clauses 52.1 and 52.3, Article 52 of this Charter;
- 43.1.11. Investment and Use of Capital: The General Director shall decide on investments and the use of capital as delegated and authorized by the Board of Directors in accordance with the Company's Investment Regulations;

- 43.1.12. To submit quarterly reports on business results and extraordinary reports on business activities when requested by the Board of Directors;
- 43.1.13. To submit the annual Financial Statements to the Board of Directors;
- 43.1.14. To propose plans for the use of profit, payment of dividends, or handling of business losses;
- 43.1.15. The General Director shall submit to the Board of Directors a detailed business plan for the next fiscal year based on meeting the requirements of a suitable budget, as well as a five (05)-year development strategy;
- 43.1.16. Other rights and duties in accordance with this Charter, the provisions of the employment contract (if any) signed by the General Director with the Company under a Resolution or Decision of the Board of Directors, other regulations of the Company, and the Law.
- 43.2. Standards and conditions for the General Director:
  - 43.2.1. To have full legal capacity and civil act capacity, and not be a person prohibited from managing an enterprise under the Law on Enterprises;
  - 43.2.2. To have professional qualifications, practical experience in business administration, and work experience in the fields of finance, securities, or banking as stipulated by the company's Board of Directors;
  - 43.2.3. Not to be a person with a family relationship with a Manager or Supervisor of the Company and of BaoViet Holdings; not to be a person with a family relationship with the representative of state capital or the representative of enterprise capital at the Company and at BaoViet Holdings;
  - 43.2.4. To possess a professional certificate in financial analysis or a professional certificate in fund management;
  - 43.2.5. To have at least ten (10) years of work experience in the fields of finance, securities, or banking insurance;
  - 43.2.6. Not to concurrently work for another securities company, fund management company, or other enterprise, except for managing subsidiary companies under the control of the Company; not to be a member of the board of directors or a member of the members' council of another securities company;
  - 43.2.7. Not to be a person currently being prosecuted for criminal charges, serving a prison sentence, or prohibited from practicing the securities profession under the Law;
  - 43.2.8. Not to have been subject to administrative sanctions for violations in the field of securities and the securities market within the last six (06) months prior to the time of submitting the application dossier.
- 43.3. Resignation, removal, and automatic loss of status:
  - 43.3.1. A General Director wishing to resign shall submit a letter to the Board of Directors for consideration and decision. The General Director's letter of request shall be sent at least

forty-five (45) days before the intended date of resignation;

- 43.3.2. The General Director may automatically lose his/her status according to the regulations of the SSC. The Board of Directors shall immediately appoint a person who meets the conditions stipulated in Clause 43.2 of this Article to take over the duties of the General Director;
- 43.3.3. The Board of Directors may remove the General Director when a majority of the Members of the Board of Directors vote in favor (in this case, the vote of the General Director, if he/she is a Member of the Board of Directors, shall not be counted) and appoint a new General Director to replace him/her;
- 43.3.4. Other cases as stipulated in this Charter and by the Law.

#### **Article 44. Internal Control**

- 44.1. The Company shall establish an Internal Control Department under the Board of Management. The internal control system shall include independent and dedicated processes, machinery, and personnel.
- 44.2. The Internal Control Department, which is a subordinate of the Board of Management, is tasked with controlling compliance with the following content:
  - 44.2.1. Inspecting and supervising compliance with the provisions of the Law, the Company Charter, Resolutions of the General Meeting of Shareholders, Resolutions and Decisions of the Board of Directors, the professional regulations and procedures, risk management procedures of the Company, of related departments, and of securities practitioners within the Company;
  - 44.2.2. Supervising the implementation of internal regulations and activities with potential conflicts of interest within the Company, especially with regard to the Company's own business activities and the personal transactions of Company employees; supervising the performance of responsibilities by officials and employees within the Company, and the performance of responsibilities by partners for authorized activities;
  - 44.2.3. Inspecting the content and supervising the implementation of rules on professional ethics;
  - 44.2.4. Supervising the calculation of and compliance with regulations ensuring financial safety;
  - 44.2.5. The separation of client assets;
  - 44.2.6. The safeguarding and preservation of client assets;
  - 44.2.7. Controlling compliance with the laws and regulations on anti-money laundering;
  - 44.2.8. Other matters as assigned by the Board of Management.
- 44.3. The Company's internal control system shall include an organizational structure and internal processes and regulations applicable to all positions, units, departments, and activities of the Company to ensure the following objectives:
  - 44.3.1. The Company's operations comply with the provisions of the Law on Securities and

- related documents;
- 44.3.2. Client interests are protected;
- 44.3.3. The Company's operations are safe and effective; assets and resources are protected, managed, and used safely and effectively;
- 44.3.4. The financial and management information system is truthful, reasonable, complete, and timely; there is integrity in the preparation of the Company's Financial Statements.
- 44.4. Personnel requirements for the Internal Control Department:
  - 44.4.1. To arrange for at least one (01) employee to work in compliance control;
  - 44.4.2. The head of the internal control department shall have professional qualifications in law, accounting, or auditing; and shall have sufficient experience, credibility, and authority to effectively carry out their assigned duties;
  - 44.4.3. Shall not be a related person of the heads of professional departments, professional practitioners, the General Director, Deputy General Directors, or Branch Directors within the Company;
  - 44.4.4. Shall possess a Securities Practice Certificate or a Certificate in the Fundamentals of Securities and the Securities Market and a Certificate in the laws and regulations on Securities and the Securities Market;
  - 44.4.5. Shall not hold other concurrent positions within the Company.

#### **Article 45. The Person in Charge of Corporate Governance**

- 45.1. The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance to support the effective conduct of corporate governance activities. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary.
- 45.2. The Person in Charge of Corporate Governance shall meet the following standards:
  - 45.2.1. To have knowledge of the Law;
  - 45.2.2. Shall not concurrently work for the approved independent audit firm that is conducting the audit of the Company's financial statements;
  - 45.2.3. Other standards as stipulated by the Law, the Company Charter, and decisions of the Board of Directors from time to time.
- 45.3. The Board of Directors may discharge the Person in Charge of Corporate Governance when necessary, provided it is not contrary to current labor laws and regulations.
- 45.4. The Person in Charge of Corporate Governance has the following rights and obligations:
  - 45.4.1. To advise the Board of Directors on organizing the meeting of the General Meeting of Shareholders in accordance with regulations and on matters related to the Company and its shareholders;

- 45.4.2. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- 45.4.3. To advise on the procedures for meetings;
- 45.4.4. To attend meetings;
- 45.4.5. To advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal provisions;
- 45.4.6. To provide financial information, copies of the minutes of Board of Directors meetings, and other information to Members of the Board of Directors and Supervisors;
- 45.4.7. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- 45.4.8. To serve as the main liaison with parties with related interests;
- 45.4.9. The Person in Charge of Corporate Governance is responsible for maintaining the confidentiality of information in accordance with the provisions of the Law and the Company Charter;
- 45.4.10. Other rights and obligations in accordance with the Law and the Company Charter;
- 45.4.11. The Person in Charge of Corporate Governance is entitled to receive remuneration, salary, and other benefits in accordance with the Charter, internal Company documents, and provisions of the Law.

## **CHAPTER VII. THE SUPERVISORY BOARD**

### **Article 46. Duties and Powers of the Supervisory Board**

- 46.1. Duties of the Supervisory Board
  - 46.1.1. The Supervisory Board shall supervise the Board of Directors and the Board of Management in the management and operation of the Company;
  - 46.1.2. To inspect the reasonableness, legality, integrity, and prudence in the management and operation of the business; the systematic nature, consistency, and appropriateness of the accounting, statistical work, and preparation of Financial Statements;
  - 46.1.3. To appraise the completeness, legality, and integrity of the business performance report, the annual and semi-annual Financial Statements of the Company, and the report on the evaluation of management activities of the Board of Directors; to submit an appraisal report to the General Meeting of Shareholders at the annual meeting; to review contracts and transactions with related persons that fall 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 the approval of the Board of Directors or the General Meeting of Shareholders;
  - 46.1.4. To review, inspect, and evaluate the validity and effectiveness of the Company's internal control, internal audit, risk management, and early warning systems;

- 46.1.5. To review the accounting books, accounting records, and other documents of the Company, and the management and operational activities of the Company whenever deemed necessary or by a decision of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of this Charter;
- 46.1.6. Upon receiving a request for inspection from a shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the end of the inspection, the Supervisory Board shall report on the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board as stipulated in this clause shall not obstruct the normal activities of the Board of Directors or interrupt the business operations of the Company;
- 46.1.7. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing and operating the Company's business;
- 46.1.8. Upon discovering that a Member of the Board of Directors or a Member of the Board of Management has violated the responsibilities of a Company Manager as stipulated in the Law on Enterprises and the Company Charter, the Supervisory Board shall immediately notify the Board of Directors in writing within forty-eight (48) hours and request the violator to cease the infringing act and to implement measures to remedy the consequences;
- 46.1.9. In case of discovering that a Member of the Board of Directors or a Member of the Board of Management of the Company has violated the Law or the Company Charter, leading to an infringement of the rights and interests of the Company, shareholders, or clients, the Supervisory Board is responsible for requesting the violator to provide an explanation within a certain period or proposing to convene the General Meeting of Shareholders to resolve the matter. For violations of the Law, the Supervisory Board shall report to the SSC in writing within seven (07) working days from the date of discovering the violation;
- 46.1.10. To propose and recommend that the General Meeting of Shareholders approves the list of approved audit organizations to conduct the audit of the company's Financial Statements; to decide on the approved audit organization to conduct inspections of the company's activities, and to discharge an approved auditor when deemed necessary;
- 46.1.11. To develop the Regulations on the Operation of the Supervisory Board for approval by the General Meeting of Shareholders;
- 46.1.12. To supervise the financial situation of the company and the legal compliance in the activities of members of the Board of Directors, the General Director, and other Managers;
- 46.1.13. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;

- 46.1.14. To report on the activities of the Supervisory Board at the annual General Meeting of Shareholders;
- 46.1.15. Other duties as stipulated in this Charter, Company regulations, and the Law.
- 46.2. Powers of the Supervisory Board
  - 46.2.1. To use independent consultants and the company's internal audit department to perform its assigned duties when deemed necessary;
  - 46.2.2. To have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company;
  - 46.2.3. To consult the Board of Directors: The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and proposals to the General Meeting of Shareholders;
  - 46.2.4. To be fully provided with information:
    - 46.2.4.1. Meeting notices, written opinion forms of Members of the Board of Directors, and accompanying documents shall be sent to the Supervisors at the same time and in the same manner as to the Members of the Board of Directors;
    - 46.2.4.2. Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors shall be sent to the Supervisors at the same time and in the same manner as shareholders and Members of the Board of Directors;
    - 46.2.4.3. Reports submitted by the General Director to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as to the Members of the Board of Directors;
    - 46.2.4.4. Supervisors have the right to access the records and documents of the Company archived at the Head Office, Branches, and other locations; have the right to access the workplaces of Managers and employees of the company during working hours;
    - 46.2.4.5. The Board of Directors, Members of the Board of Directors, the General Director, and other Managers shall provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company at the request of the Supervisory Board;
  - 46.2.5. To receive salaries, remuneration, bonuses, and enjoy other benefits as follows:
    - 46.2.5.1. Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board;
    - 46.2.5.2. Supervisors shall be reimbursed for reasonable expenses for accommodation, meals, travel, and the use of independent consulting services. The total amount of remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board

approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

46.2.5.3. The salaries, remuneration, and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the laws and regulations on corporate income tax and relevant laws and regulations, and shall be presented as a separate item in the Company's annual Financial Statements.

46.3. Obligations of Supervisors:

46.3.1. To comply with the Law, the Company Charter, Resolutions of the General Meeting of Shareholders, and professional ethics in the performance of their assigned rights and duties;

46.3.2. To perform their assigned rights and duties honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company and its shareholders;

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

46.3.4. Other obligations as stipulated in this Charter, Company regulations, and the Law.

46.4. In the event the Supervisory Board violates its obligations as stipulated in this Charter, causing damage to the Company or others, the Supervisors shall be personally or jointly liable to compensate for such damages. Any income and other benefits that a Supervisor obtains from such violation shall be returned to the Company.

46.5. If it is discovered that a Supervisor has committed a violation while performing his/her assigned rights and duties, the Board of Directors shall notify the Supervisory Board in writing, demanding an end to the infringing act and the implementation of remedial measures.

#### **Article 47. Composition, Term, and Number of Supervisors**

47.1. The number of Supervisors shall be at least three (03) and at most five (05) Members. The specific number shall be decided by the General Meeting of Shareholders. The Supervisors shall be elected by the General Meeting of Shareholders using the cumulative voting method.

47.2. Term of the Supervisory Board: The term of the Supervisory Board shall not exceed five (05) years, and the term of a Supervisor shall not exceed five (05) years; Supervisors may be re-elected for an unlimited number of terms. The term of a Supervisor elected as an addition or replacement for a Supervisor who has lost their status, been discharged, or removed during the term shall be the remaining term of the Supervisory Board.

47.3. The Supervisory Board shall have more than one-half (1/2) of its Members residing in Vietnam.

47.4. If the Supervisory Board's term has expired and the General Meeting of Shareholders has

not yet elected a new Supervisory Board, the Supervisory Board of the recently ended term shall continue to operate until a new Supervisory Board is elected and takes over the duties.

**Article 48. Standards and Conditions for Supervisors**

- 48.1. To have full civil act capacity and not be a person prohibited from establishing and managing an enterprise under the Law on Enterprises;
- 48.2. Shall not hold a management position in the Company; not necessarily be a shareholder or employee of the Company;
- 48.3. Shall not be a person with a family relationship with a Member of the Board of Directors, the General Director, or other managers;
- 48.4. Shall not be a person with a family relationship with a Manager of the Company and of BaoViet Holdings; shall not be a person with a family relationship with the representative of the enterprise's capital or the representative of the state's capital at BaoViet Holdings and at the Company;
- 48.5. The Head of the Supervisory Board may not concurrently be a Supervisor or manager of another Securities Company;
- 48.6. To have professional qualifications or knowledge of securities and the securities market;
- 48.7. Not to work in the accounting or finance department of the Company.
- 48.8. Not to be a member or employee of the independent audit firm conducting the audit of the Company's financial statements for the three (03) preceding consecutive years.
- 48.9. Head of the Supervisory Board

The Head of the Supervisory Board shall be elected by the Supervisory Board among the Supervisors; the election, discharge, and removal shall be based on the majority principle. The Head of the Supervisory Board shall have a university degree or higher degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities. The Head of the Supervisory Board has the following rights and responsibilities:
- 48.9.1. To convene meetings of the Supervisory Board and to act as the Head of the Supervisory Board;
- 48.9.2. To request the Company, Members of the Board of Directors, Members of the Board of Management, and other Managers to provide relevant information to be reported to the members of the Supervisory Board;
- 48.9.3. To prepare and sign the report of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders;
- 48.9.4. To assign tasks to the Supervisors;
- 48.9.5. Other rights and duties as stipulated in this Charter and by the Law.

## **Article 49. Operating Procedures of the Supervisory Board, Discharge and Removal of Supervisors**

### 49.1. Operating Procedures of the Supervisory Board:

49.1.1. The Supervisory Board shall issue regulations on its operating procedures and the order, procedures, and manner of organizing its meetings for approval by the General Meeting of Shareholders;

49.1.2. The Supervisory Board shall hold a meeting at least two (02) times a year;

49.1.3. A meeting of the Supervisory Board shall be conducted when at least two-thirds (2/3) of the total Members are in attendance. The minutes of Supervisory Board meetings shall be recorded in detail and clearly. The person taking the minutes and the attending Supervisors shall sign the minutes of the meeting. The minutes of Supervisory Board meetings shall be archived to determine the responsibility of each Supervisor. The Supervisory Board has the right to request Members of the Board of Directors, the General Director, and representatives of the independent audit firm to attend and answer questions on matters of concern to the Supervisors.

### 49.2. Discharge and Removal of Supervisors:

49.2.1. The General Meeting of Shareholders shall discharge a Supervisor in the following cases:

49.2.1.1. No longer meets the standards and conditions for being a Supervisor as stipulated in Article 48 of this Charter;

49.2.1.2. The Supervisor has submitted a letter of resignation to the head office of the Company and it has been approved;

49.2.1.3. At any time, the General Meeting of Shareholders has the right to discharge a Supervisor for any reason;

49.2.1.4. Other cases as stipulated in the internal documents of the Company in accordance with this Charter and the Law.

49.2.2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:

49.2.2.1. Fails to complete assigned duties and tasks;

49.2.2.2. Seriously or repeatedly violates the obligations of a Supervisor as stipulated in this Charter, internal Company documents, and the Law;

49.2.2.3. Fails to perform their rights and duties for six (06) consecutive months, except in cases of force majeure;

49.2.2.4. The Supervisor is removed by a Resolution of the General Meeting of Shareholders;

49.2.2.5. Other cases as stipulated in the internal documents of the Company in accordance with this Charter and the Law.

## **CHAPTER VIII. DISCLOSURE OF RELATED INTERESTS, RESPONSIBILITIES OF COMPANY MANAGERS, AND TRANSACTIONS REQUIRING APPROVAL**

### **Article 50. Disclosure of Related Interests**

- 50.1. The Company shall compile and update a list of the Company's Related Persons as defined in point 1.1.17 of Clause 1.1 of Article 1 of this Charter and their corresponding transactions with the Company;
- 50.2. Members of the Board of Directors, Supervisors, the General Director, and other Managers of the Company shall declare their related interests with the Company, including:
  - 50.2.1. 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;
  - 50.2.2. 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;
- 50.3. The declaration stipulated in Clause 50.2 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;
- 50.4. The disclosure, inspection, extraction, and copying of the list of Related Persons and their declared related interests as stipulated in Clause 50.1 and Clause 50.2 of this Article shall be carried out as follows:
  - 50.4.1. The Company shall announce the list of Related Persons and their related interests to the General Meeting of Shareholders at the annual meeting;
  - 50.4.2. 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;
  - 50.4.3. 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;
  - 50.4.4. The Company shall facilitate the persons specified in point 50.4.3 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 the provisions of this Charter.
- 50.5. A member of the Board of Directors or the General Director 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.

**Article 51. Responsibilities of members of the Board of Directors, the Supervisory Board, the Board of Management, and Company Managers**

51.1. Duty of Care

Members of the Board of Directors, the Supervisory Board, the Board of Management, and Company Managers are responsible for performing their duties, including their duties as Members of Committees under the Board of Directors, honestly and carefully for the benefit of the Company.

51.2. Duty of Loyalty and Avoidance of Conflicts of Interest:

51.2.1. Members of the Board of Directors, Supervisors, the General Director, and other Managers shall disclose their related interests in accordance with the Law on Enterprises and relevant legal documents;

51.2.2. Members of the Board of Directors, Supervisors, Members of the Board of Management, and Company Managers shall be loyal to the interests of the Company and its shareholders; they shall not use information, know-how, or business opportunities of the Company, or their position, title, and the assets of the Company for personal gain or to serve the interests of other organizations or individuals;

51.2.3. Members of the Board of Directors, Supervisors, Members of the Board of Management, and Company Managers, and their Related Persons may only use information obtained through their positions to serve the interests of the Company; Members of the Board of Directors, Supervisors, the General Director, and other Managers are obliged to notify the Board of Directors and the Supervisory Board in writing of 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 themselves or their Related Persons in accordance with the Law. In case these transactions must be approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about these resolutions in accordance with the securities laws and regulations on information disclosure.

51.2.4. A Member of the Board of Directors shall not vote on a transaction that brings a benefit to that member or their Related Persons in accordance with the Law on Enterprises and the Company Charter;

51.2.5. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall not use or disclose to others internal information to conduct related transactions; a Member of the Board of Directors shall not vote on a transaction that brings a benefit to that member or their Related Persons in accordance with the Law

on Enterprises and this Charter.

- 51.2.6. To promptly, fully and accurately notify the Company of the content stipulated in Clause 50.2, Article 50 of this Charter. This notification shall be posted at the Head Office and Branches of the Company.
- 51.2.7. Members of the Board of Directors, Supervisors, and the General Director are responsible for reporting to the Board of Directors and the Supervisory Board in the following cases:
  - 51.2.7.1. Transactions between the Company and a company where the aforementioned members were founding members or Managers within three (03) years prior to the transaction date;
  - 51.2.7.2. Transactions between the Company and a company where a Related Person of the aforementioned members is a member of the Board of Directors, the Director (General Director), or a major shareholder.
- 51.3. Liability for Damages and Indemnification
  - 51.3.1. Members of the Board of Directors, Supervisors, Members of the Board of Management, and Company Managers who violate their obligations, duties of loyalty and care or fail to fulfill their obligations shall be personally or jointly liable to compensate for lost benefits, return any benefits received, and pay full compensation for damages to the Company and third parties (if any).
  - 51.3.2. The Company shall indemnify any person who was, is, or may become a party to any claim, lawsuit, or prosecution (including civil and administrative cases, but excluding the cases initiated by the Company) if that person was or is a Member of the Board of Directors, a Supervisor, a Member of the Board of Management, a Company Manager, an employee, or a representative authorized by the Company who was or is performing duties under the Company's authorization, provided that such person has acted in an honest and prudent manner for the benefit of the Company and in compliance with the Law, and there is no conclusive evidence that such person has breached their duties.
  - 51.3.3. Indemnification costs include judgment costs, fines, and amounts actually paid (including attorney's fees) in resolving these cases within the extent permitted by the Law. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

## **Article 52. Contracts and Transactions Requiring Approval**

- 52.1. Contracts and transactions between the Company and the following parties shall be approved by the General Meeting of Shareholders or the Board of Directors:
  - 52.1.1. A shareholder, or the authorized representative of a shareholder, who owns more than ten percent (10%) of the Company's total ordinary shares, and their Related Persons; or
  - 52.1.2. A Member of the Board of Directors, a Supervisor, a member of the Board of Management, a Company Manager, or their Related Persons; or
  - 52.1.3. An enterprise, partner, association, or organization that a member of the Board of Directors, a Supervisor, a member of the Board of Management, or a Company Manager

- shall declare under Clause 50.2, Article 50 of this Charter.
- 52.2. The Board of Directors shall approve the contracts and transactions under Clause 52.1 of this Article that have a value of less than thirty-five percent (35%) of the total asset value of the Company as recorded in its most recent Financial Statements. In this case, 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.
- 52.3. The General Meeting of Shareholders shall approve contracts and transactions other than those specified in Clause 52.2 of this Article; and contracts and transactions for borrowing, lending, or selling assets with a value greater than 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. In this case, 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 a notice of the main content of the transaction. The Board of Directors shall submit the draft contract or transaction, or an explanation of the main content of the contract or transaction, to a meeting of the General Meeting of Shareholders or shall obtain written opinions from the shareholders. In this case, a shareholder who has a related interest to the parties to the contract or transaction does not have the right to vote; the contract or transaction shall be approved in accordance with Clause 29.9 of Article 29 and Clause 30.1 of Article 30 of this Charter.
- 52.4. A contract or transaction shall be declared void by a court decision and handled in accordance with the Law if it is not entered into in accordance with the provisions of Clause 52.2 and Clause 52.3 of this Article and causes damage to the Company. The person who signed the contract or transaction, and any related shareholder, Member of the Board of Directors, or General Director shall be jointly liable to compensate for any resulting damages and to return to the Company any benefits derived from the performance of that contract or transaction.
- 52.5. The Company shall disclose related contracts and transactions in accordance with relevant laws and regulations.

## **CHAPTER IX. FINANCIAL MANAGEMENT, ACCOUNTING, EMPLOYEES, AND TRADE UNION**

### **Article 53. Fiscal Year**

The Company's fiscal year begins on the first (01) day of January and ends on the thirty-first (31) day of December of the Gregorian calendar each year.

### **Article 54. Accounting System**

- 54.1. The accounting system used by the Company is the enterprise accounting system or another accounting system approved by the Ministry of Finance, in compliance with the accounting system for Securities Companies issued by the Ministry of Finance and its guiding documents.
- 54.2. The Company shall prepare its official accounting records in Vietnamese. The Company shall maintain accounting records according to the type of its business activities in accordance with the provisions of the laws and regulations on accounting and other relevant laws and regulations. These records shall be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
- 54.3. The Company shall use the Vietnamese Dong as the currency unit in its accounting. If the Company's economic transactions primarily arise in a single foreign currency, it may choose that foreign currency as its accounting currency, shall be responsible for that choice before the Law, and shall notify its direct tax management authority.

#### **Article 55. Bank Accounts**

- 55.1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
- 55.2. With prior approval from the competent authority, the Company may open bank accounts abroad if necessary, in accordance with the provisions of the Law.
- 55.3. The Company shall conduct all payments and accounting transactions through cash or deposits from its Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

#### **Article 56. Review and Audit**

- 56.1. The annual Financial Statements, the financial safety ratio report as of December 31, the semi-annual Financial Statements, and the financial safety ratio report as of June 30 of the Company shall be audited or reviewed by an independent audit organization.
- 56.2. The independent audit organization and the staff of the Independent Audit Firm conducting the audit for the Company shall be approved by the SSC. The General Meeting of Shareholders shall appoint an Independent Audit Firm or approve a list of Independent Audit Firms and authorize the Board of Directors to select one from this list to conduct the audit activities for the Company for the following fiscal year, based on the terms and conditions agreed upon with the Board of Directors.
- 56.3. After the end of the fiscal year, the Company shall prepare and send to the Independent Audit Firm the annual Financial Statements. The Independent Audit Firm shall inspect, certify, and provide an opinion on the annual Financial Statements, prepare an Audit Report, and send that report to the Board of Directors along with a Management Letter (if any).
- 56.4. The independent auditor conducting the audit and review of the Company's Financial Statements is permitted to attend all meetings of the General Meeting of Shareholders and

is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the Meeting on matters related to the audit of the Company's financial statements.

#### **Article 57. Dividends**

- 57.1. By a decision of the General Meeting of Shareholders and in accordance with the Law, dividends shall be declared and paid from the Company's retained earnings but shall not exceed the level proposed by the Board of Directors and approved by the General Meeting of Shareholders. Dividends shall be paid in full within six (06) months from the closing date of the annual meeting of the General Meeting of Shareholders. The Company may only pay dividends to shareholders when it is profitable and has fulfilled its other financial obligations in accordance with the Law; has made appropriation to Company funds and offset previous losses in accordance with the Law and the Company Charter; and at the same time can ensure full payment of its debts and other property obligations which become due after the dividend payment.
- 57.2. The Board of Directors may decide to pay interim dividends if it considers that such payment is consistent with the Company's profitability.
- 57.3. The Company shall not pay interest on any dividend or unpaid payment in respect of any type of shares.
- 57.4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividend by shares, and the Board of Directors shall be the body to implement this Resolution.
- 57.5. If dividends or other amounts related to a type of shares are paid in cash, the Company shall pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has made a transfer according to the correct bank account details provided by a shareholder and that shareholder does not receive the money, the Company shall not be responsible for the amount it has transferred to that shareholder. The payment of dividends for shares listed on the SE may be made through a Securities Company or the Vietnam Securities Depository and Clearing Corporation.
- 57.6. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares may receive dividends in the form of ordinary shares instead of cash dividends. These additional shares issued for dividend payment are recorded as fully paid shares on the basis that the value of the shares issued for dividend payment shall be equivalent to the cash amount of the dividend.
- 57.7. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a Decision to determine a specific record date for finalizing the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities are entitled to receive dividends in cash or by shares, or to receive notices or other documents.

57.8. Other matters related to the distribution of profit shall be implemented in accordance with the provisions of the Law.

#### **Article 58. Handling of Business Losses**

Handling of business losses: Losses from any fiscal year shall be handled in the subsequent fiscal year in which the Company is profitable and in accordance with the provisions of the Law.

#### **Article 59. Appropriation for Funds**

59.1. Annually, the Company shall appropriate from its after-tax profit to establish the following funds:

59.1.1. Development Investment Fund;

59.1.2. Bonus and Welfare Fund;

59.1.3. Other funds as stipulated by the Law.

59.2. The appropriation for, management of, and use of these funds shall be carried out in accordance with the Company's Charter, decisions of the General Meeting of Shareholders and the Board of Directors, and relevant laws and regulations.

#### **Article 60. Employees and Trade Union**

The General Director shall formulate plans for the Board of Directors to approve on matters related to the recruitment, labor, termination of labor contract, salaries, social insurance, welfare, rewards, and disciplinary measures for managers and employees, as well as matters concerning the Company's relationship with recognized trade union organizations, in accordance with the best standards, practices, and management policies, and the practices and policies stipulated in this Charter, the Company's regulations, and the provisions of the Law.

### **CHAPTER X. REPORTING REGIME, INFORMATION DISCLOSURE, AND HANDLING OF RELATIONSHIPS WITH RELATED PARTIES**

#### **Article 61. Reporting Regime**

61.1. Periodic Reports

61.1.1. On a monthly basis, the Company shall prepare a Monthly Activity Report and submit it to the SSC, the Stock Exchanges, and other competent management authorities in accordance with the Law;

61.1.2. The Company shall prepare quarterly Financial Statements and submit them to the SSC, the Stock Exchanges, and other competent management authorities within the time limit stipulated by the Law;

61.1.3. The Company shall prepare the semi-annual Financial Statements and the Financial Safety Ratio Report as of June 30, which have been reviewed by an independent audit organization as stipulated in Article 56 of this Charter and submit them to the SSC, the

Stock Exchanges, and other competent management authorities within the time limit stipulated by the Law;

61.1.4. Annual Reports

61.1.4.1. The Company shall prepare a General Report on the Company's Activities and submit it to the SSC, the Stock Exchanges, and other competent management authorities within the time limit stipulated by the Law;

61.1.4.2. The Company shall prepare the annual Financial Statements and the Financial Safety Ratio Report as of December 31, which have been independently audited as stipulated in Article 56 of this Charter and submit them to the SSC, the Stock Exchanges, and other competent management authorities within the time limit stipulated by the Law;

61.1.5. The Financial Statements of the Company submitted to the SSC, the Stock Exchanges, and competent management authorities as stipulated in points 61.1.2, 61.1.3, and 61.1.4 of this Article shall contain all components and content as required by the accounting laws and regulations for Securities Companies.

61.1.6. In cases where the Financial Statements have a qualified audit or review opinion that does not detail the qualified item and the reason for the qualification, the Company shall provide a written explanation certified by the independent auditor and submit it to the SSC, the Stock Exchanges, and competent management authorities within the time limit stipulated by the Law after the date of submitting the reports as required in points 61.1.3 and 61.1.4 of this Article.

61.1.7. Annual Report: The Company shall prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market and other relevant laws and regulations;

61.1.8. In addition to the periodic reports as stipulated in this clause, the Company is responsible for preparing other periodic reports and submitting them to the SSC, the Stock Exchanges, and competent management authorities in strict accordance with the provisions of the Law.

61.2. Extraordinary Reports

The Company shall prepare extraordinary reports and submit them to the SSC, the Stock Exchanges, and competent management authorities in accordance with the laws and regulations on securities and the securities market and other relevant laws and regulations.

61.3. Risk Management Reports

Before January 31 and July 31 each year, the securities company shall submit its annual and semi-annual Reports on Risk Management Activities.

61.4. Reports on Request

When necessary, at the request of the SSC, the Stock Exchanges, and competent management authorities, the Company shall prepare and submit a written report, clearly stating the content and reporting deadline as requested and in accordance with the

provisions of the Law.

## **Article 62. Information Disclosure**

### **62.1. Obligation to Disclose Information**

62.1.1. The Company shall implement the information disclosure regime in accordance with the provisions of the laws and regulations on securities and the securities market or at the request of a competent State management authority in a complete and timely manner. The Company is responsible for the accuracy and truthfulness of the information and data which are disclosed and reported;

62.1.2. The disclosure of information shall be carried out in ways that ensure shareholders and the investing public can access the disclosed information fairly and at the same time. The language used in information disclosures shall be clear, easy to understand, and shall not cause confusion for shareholders and the investing public.

### **62.2. Content of Information Disclosure**

The Company shall disclose information related to its business situation, including:

62.2.1. Periodic disclosure of financial statements, financial safety ratio reports, and other reports as required by the Law;

62.2.2. Extraordinary disclosure of information after the occurrence or discovery of an event that requires information disclosure under the Law;

62.2.3. Disclosure of information at the request of a competent State management authority.

62.2.4. The Company shall disclose information on its corporate governance situation at the annual meeting of the General Meetings of Shareholders and in the Company's Annual Report.

62.2.5. Other cases of information disclosure as stipulated by relevant laws and regulations.

62.3. Organization of Information Disclosure: The Company shall develop and issue regulations on information disclosure in accordance with the Law. At the same time, based on the actual corporate governance situation at each time and if deemed necessary, the Company may appoint at least one officer specializing in information disclosure who meets the following requirements:

62.3.1. To have knowledge of accounting and finance, and certain skills in information technology;

62.3.2. To publicly disclose their name and work phone number so that shareholders can easily contact them;

62.3.3. To have sufficient time to perform their duties, especially in liaising with shareholders, recording shareholders' opinions, and periodically publishing, explaining, and responding to those opinions and other corporate governance matters as required.

62.4. Person Disclosing Information: The disclosure of information shall be carried out by the

Legal Representative of the Company or a person authorized to disclose information. The Legal Representative of the Company shall be responsible for the content of the information disclosed by the Authorized Person.

### **Article 63. Right to Inspect Books and Records**

- 63.1. A shareholder or group of shareholders holding five percent (5%) or more of the Company's total ordinary shares has the right to inspect, look up, and extract the minutes and resolutions/decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the trade secrets or business secrets of the Company.
- 63.2. An ordinary shareholder has the right to inspect, look up, and extract information on the names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information; and to inspect, look up, extract, or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
- 63.3. In the case where an authorized representative of a shareholder or group of shareholders requests to inspect the books and records, a letter of authorization from the shareholder or group of shareholders they represent, or a notarized copy of this letter, shall be provided.
- 63.4. Members of the Board of Directors, Supervisors, the General Director, and Managers have the right to inspect the Company's Shareholder Register, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information shall be kept confidential.
- 63.5. The Company shall archive this Charter and its amendments and supplements, the Business Registration Certificate, the Business Operation License, regulations, documents proving ownership of assets, Resolutions and Minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual Financial Statements, accounting books, and any other documents as required by the Law at its Head Office, or an another location provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.
- 63.6. The Company Charter shall be published on the Company's website.

### **Article 64. Potential Disputes**

- 64.1. The following cases are considered disputes between the Company and related parties when a dispute or complaint arises between:
  - 64.1.1. A shareholder and the Company;
  - 64.1.2. A shareholder and the Board of Directors, the Supervisory Board, the Chairperson of the Board of Directors, a Member of the Board of Directors, a Supervisor, the General

Director, or a Manager as defined in this Charter;

- 64.1.3. A client or other related parties and the Company.
- 64.2. The content of the dispute to be resolved includes disputes related to the Company's operations, and the rights and obligations of shareholders as stipulated in the Law on Enterprises, this Charter, other laws and regulations, or agreements between a shareholder and the Company, or between a shareholder and the Board of Directors, the Supervisory Board, the General Director, or other Executives.
- 64.3. The General Director is the representative of the Company before the Law in disputes and legal proceedings.
- 64.4. The General Director shall, on behalf of the Company, participate in legal proceedings and resolve disputes to protect the legitimate interests of the Company, and has the right to authorize another person to perform this work.

#### **Article 65. Method of Handling and Resolving Disputes**

- 65.1. Negotiation and Mediation: The related parties shall endeavor to resolve disputes through negotiation and mediation. The Chairperson of the Board of Directors shall preside over the dispute resolution and shall request each party to present information related to the dispute within thirty (30) working days from the date the dispute arises, except in cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors. If a dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request and appoint an independent expert to act as a mediator for the dispute resolution process.
- 65.2. Litigation: If a mediation settlement is not reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to a competent court in Vietnam for resolution.
- 65.3. Costs of negotiation, mediation, and court proceedings:
  - 65.3.1. The parties shall bear their own costs related to the negotiation and mediation procedures;
  - 65.3.2. Court proceedings costs shall be borne by the party as decided by the Court.

### **CHAPTER XI. REORGANIZATION, DISSOLUTION, AND BANKRUPTCY OF THE COMPANY**

#### **Article 66. Reorganization of the Company**

- 66.1. The Company shall carry out consolidation, merger, or conversion after obtaining the approval of the SSC.
- 66.2. The order and procedures for consolidation, merger, or conversion shall be implemented in accordance with the provisions of the Law on Enterprises, the Law on Securities, and relevant laws and regulations.

#### **Article 67. Cases and Conditions for Dissolution of the Company**

- 67.1. The Company may be dissolved in the following cases:
- 67.1.1. The General Meeting of Shareholders decides on the dissolution of the Company and it is approved by the SSC in accordance with the provisions of the Law;
- 67.1.2. The Company no longer has the minimum number of shareholders for a continuous period of six (06) months without carrying out the procedures to convert its enterprise type;
- 67.1.3. The SSC revokes its License for Establishment and Operation, unless otherwise provided by the Law on tax administration.
- 67.2. The Company may only be dissolved when it ensures full payment of all debts and other property obligations and is not in the process of resolving a dispute at a Court or an arbitration body. The order, procedures, and dossier for dissolution shall be implemented in accordance with the Law on Enterprises, the Law on Securities, and their guiding documents.

#### **Article 68. Liquidation and Bankruptcy of the Company**

- 68.1. Liquidation of the Company
- 68.1.1. No later than six (06) months after the decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) Members, of whom two (02) Members are appointed by the General Meeting of Shareholders and one (01) Member is appointed by the Board of Directors from an Independent Audit Firm. The Liquidation Committee shall prepare its own operating regulations. The Members of the Liquidation Committee may be selected among the Company's employees or independent experts. All costs related to the liquidation shall be given priority for payment by the Company before its other debts.
- 68.1.2. The Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.
- 68.1.3. The proceeds from the liquidation shall be paid in the following order:
- 68.1.3.1. Liquidation costs;
- 68.1.3.2. Debts for salaries, severance allowances, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
- 68.1.3.3. Tax debts;
- 68.1.3.4. Other debts of the Company;
- 68.1.3.5. The remaining proceeds after the payment of all the debts stipulated from point 68.1.3.1 to point 68.1.3.4 above shall be distributed to the shareholders. Preference shares shall have priority in payment.
- 68.2. Bankruptcy of the Company
- The bankruptcy of the Company shall be carried out in accordance with the provisions of the laws and regulations on bankruptcy for enterprises operating in the securities sector.

## CHAPTER XII. IMPLEMENTATION AND VALIDITY

### Article 69. Supplements and Amendments of the Charter

- 69.1. The supplements and amendments of this Charter shall be considered and decided by the General Meeting of Shareholders.
- 69.2. In cases where there are provisions of the Law related to the Company's operations that have not been mentioned in this Charter, or there are new provisions of the Law that are different from or conflict with the articles in this Charter, those provisions of the Law shall be automatically applied to govern the operations of the Company.

### Article 70. Effective Date

- 70.1. This Charter, consisting of an Introduction, twelve (12) Chapters, and seventy (70) Articles, was passed on January 18, 2024.
- 70.2. This Charter is made in ten (10) copies of equal value and shall be archived at the head office of the Company.
- 70.3. This Charter is the sole and official Charter of the Company./.

**BAOVIET SECURITIES**  
**JOINT STOCK COMPANY**  
**GENERAL DIRECTOR**  
*(Signed)*  
**NHU DINH HOA**