

**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**

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
OF BAOVIET SECURITIES JOINT STOCK COMPANY**

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## CHAPTER I: GENERAL PROVISIONS

### Article 1. Scope of Regulation and Subjects of Application

- 1.1. Scope of Regulation: These Internal Regulations on Corporate Governance set forth the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, candidacy, election, discharge, and removal of members of the Board of Directors, the Supervisory Board, and the General Director; and other matters in accordance with the Company's Charter and applicable laws and regulations.
- 1.2. Subjects of Application: These Regulations shall apply to members of the Board of Directors, the Supervisory Board, the General Director, and other Related Persons.

### Article 2. Interpretation of Terms

- 2.1 Unless otherwise provided by the provisions or the context of these Regulations, the following terms in these Regulations shall have the meanings set forth below:
  - 2.1.1 “**The Company**” means BaoViet Securities Joint Stock Company;
  - 2.1.2 “**Shareholder**” means an individual or organization that owns at least one share of the Company;
  - 2.1.3 “**Major Shareholder**” means a shareholder who owns five percent (5%) or more of the voting shares of the Company;
  - 2.1.4 “**Share**” means the equal portions of capital that constitute the Charter Capital of the Company;
  - 2.1.5 “**Dividend**” means the net profit paid for each share in cash or by other assets from the Company's retained earnings after all financial obligations have been fulfilled or provided for;
  - 2.1.6 “**Charter**” means the Charter of the Company, its amended and supplemented versions, and any appendices attached hereto, which constitutes the commitment of all shareholders regarding the establishment, organization, management, and operation of the Company;
  - 2.1.7 “**Article**” means an article of these Regulations;
  - 2.1.8 “**Law on Securities**” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any amending or supplementing documents (*if any*);
  - 2.1.9 “**Law on Enterprises**” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any amending or supplementing documents (*if any*);

- 2.1.10 “**Law**” means all legal normative documents provided in the Law on Promulgation of Legal Normative Documents passed by the National Assembly of the Socialist Republic of Vietnam;
- 2.1.11 “**Company Manager**” or “**Manager**” means the Chairperson of the Board of Directors, Members of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant;
- 2.1.12 “**Company Executive**” or “**Executive**” means the General Director, Deputy General Directors, and the Chief Accountant;
- 2.1.13 “**Related Person**” means an individual or organization having a relationship with each other as stipulated in Clause 46, Article 4 of the Law on Securities;
- 2.1.14 “**Regulations**” means these Internal Regulations on Corporate Governance of the Company and any appendices attached hereto;
- 2.1.15 “**Corporate Governance**” means the system of rules, practices, and processes by which the Company is directed and controlled. The corporate governance structure specifies the distribution of rights and responsibilities among different participants in the Company - such as the Board of Directors, management, shareholders, and other parties with related interests - and spells out the rules and procedures for making decisions on corporate affairs;
- 2.1.16 “**Vietnam**” means the Socialist Republic of Vietnam;
- 2.1.17 “**SSC**” means the State Securities Commission;
- 2.1.18 “**Stock Exchange**” or “**SE**” means the Vietnam Stock Exchange and its subsidiaries;
- 2.1.19 “**Online Conference**” means a meeting of the General Meeting of Shareholders conducted online;
- 2.1.20 “**System**” means the technical infrastructure for organizing and operating Online Conferences and electronic voting;
- 2.1.21 “**Traditional Voting**” means the act of a shareholder casting a vote in person at a physical meeting;
- 2.1.22 “**Access Account**” means the unique username and password provided by the Company to each shareholder.
- 2.2 In these Regulations, any reference to a provision or document shall include any amendments to or replacement documents for that provision or document.
- 2.3 The headings (Chapter, Article, Clause) are included for convenience of reference only and shall not affect the content of these Regulations.
- 2.4 Words or terms defined in the Law on Securities and the Law on Enterprises shall have the same meaning in these Regulations, unless they conflict with the subject matter or context.

## CHAPTER II: THE GENERAL MEETING OF SHAREHOLDERS

### I. ROLE, RIGHTS, AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

#### Article 3. Role, Rights, and Obligations of the General Meeting of Shareholders

- 3.1 The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.
- 3.2 Rights and duties of the General Meeting of Shareholders:
  - 3.2.1. To pass the development orientation of the Company;
  - 3.2.2. To approve the short-term and long-term development plans of the Company;
  - 3.2.3. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale;
  - 3.2.4. 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 with shareholders at the General Meeting of Shareholders;
  - 3.2.5. To decide on the number of Members, and to elect, discharge, remove, and replace Members of the Board of Directors and the Supervisory Board;
  - 3.2.6. 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;
  - 3.2.7. 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 shares within the number of shares authorized to be offered for sale as provided in the Company's Charter;
  - 3.2.8. To decide on amendments and supplements to the Company's Charter;
  - 3.2.9. To decide on the buyback of more than ten percent (10%) of the total number of issued shares of each type;
  - 3.2.10. To approve the annual audited Financial Statements;
  - 3.2.11. 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;
  - 3.2.12. 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;
  - 3.2.13. To approve the self-assessment report on the performance of the Supervisory Board and of each Supervisor;

- 3.2.14. 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 discharge an approved auditor when deemed necessary;
- 3.2.15. 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;
- 3.2.16. To consider and handle violations of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- 3.2.17. To decide on the reorganization and dissolution of the Company and to appoint a liquidator;
- 3.2.18. To decide on the division, separation, consolidation, merger, or conversion of the Company;
- 3.2.19. 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;
- 3.2.20. 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 the Company's Charter;
- 3.2.21. 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;
- 3.2.22. To consider and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders.
- 3.3 Other rights and duties as stipulated in the Company's Charter, other internal documents of the Company, and the Law.

## **II. PROCEDURES FOR CONVENING AND CONDUCTING A MEETING OF THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE MEETING**

### **Article 4. Authority to Convene the General Meeting of Shareholders**

- 4.1 The Board of Directors shall be responsible for convening annual or extraordinary meetings of the General Meeting of Shareholders in the cases stipulated in the Company's Charter.
- 4.2 The Supervisory Board shall be responsible for requesting the Board of Directors to convene, or for directly convening, an extraordinary meeting of the General Meeting of Shareholders in the cases stipulated in the Company's Charter.

### **Article 5. Notice of Record Date and Establishment of the List of Shareholders Entitled to Attend**

- 5.1 Notice of Record Date for Attending the General Meeting of Shareholders

To convene a meeting of the General Meeting of Shareholders, the Organizing Committee shall provide notice of the record date for determining the list of shareholders entitled to attend as follows:

- 5.1.1 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 record date;
- 5.1.2 The Company shall send a notice regarding the timing of the record date for the list of shareholders entitled to attend the General Meeting of Shareholders to the Vietnam Securities Depository and Clearing Corporation in accordance with applicable regulations.
- 5.2 Establishment of the List of Shareholders Entitled to Attend
  - 5.2.1 The Organizing Committee of the General Meeting of Shareholders shall establish 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;
  - 5.2.2 The list of shareholders entitled to attend shall contain the full name, contact address, nationality, and legal personal identification number for individual shareholders; and the name, enterprise code or legal document number, and head office address for institutional shareholders; along with the number of shares of each type and the registration date for each shareholder.

## **Article 6. Notice of Convening the General Meeting of Shareholders and Preparation of Meeting Documents**

- 6.1 Preparation of Meeting Documents
  - 6.1.1 The Organizing Committee shall be responsible for completing the drafting of all documents for the Meeting in accordance with the Law and the Company's Charter, including but not limited to: the Meeting Notice, Letter of Authorization Form, Attendance Confirmation Form, Agenda and Content of the Meeting, Working Procedures of the Meeting, proposals, Voting Cards, Ballots for members of the Board of Directors and the Supervisory Board.
  - 6.1.2 The Board of Directors shall be responsible for issuing the meeting documents prepared by the Organizing Committee for distribution and disclosure to shareholders.

### 6.2 Sending the Notice of Convening the General Meeting of Shareholders

The Organizing Committee 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 the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched). The meeting notice and all related documents for the General Meeting of Shareholders shall be published on the Company's official website at

www.bvsc.com.vn, including specifically:

- 6.2.1. Meeting Notice;
- 6.2.2. Proposed Agenda;
- 6.2.3. Letter of Authorization Form;
- 6.2.4. Attendance Confirmation Form;
- 6.2.5. Voting Card and Ballot templates;
- 6.2.6. Nomination/Candidacy Form for the Board of Directors and Supervisory Board (*if elections are on the agenda*);
- 6.2.7. Curriculum Vitae template for candidates for the Board of Directors and Supervisory Board (*if elections are on the agenda*);
- 6.2.8. Regulations on nomination and candidacy (*if elections are on the agenda*);
- 6.2.9. And other discussion documents serving as the basis for passing decisions and draft resolutions for each item on the agenda.

6.3 In the event that the agenda includes the election of Members of the Board of Directors or the Supervisory Board, information related to the candidates shall be disclosed before the cumulative voting is held. If candidates have been identified in advance, detailed information related to these candidates shall be disclosed at least ten (10) days prior to the date of convening the meeting on the Company's website so that shareholders may review such candidates before voting. Information related to candidates for the Board of Directors and the Supervisory Board to be disclosed shall include, at a minimum: the candidate's identity; the identity of the nominating shareholder or group of shareholders; the candidate's age and educational background; their experience and professional qualifications; positions held; and interests related to the Company and its related parties.

The Organizing Committee shall ensure that shareholders have access to information about the companies where candidates hold positions as members of the Board of Directors, other management titles, and any related interests of the candidates with the Company (*if any*).

- 6.4 Candidates for the Board of Directors and the Supervisory Board shall provide a written commitment regarding the truthfulness, accuracy, and reasonableness of their disclosed personal information and shall commit to performing their duties honestly, with due care and loyalty, and for the best interests of the Company if elected.
- 6.5 In cases where the independent audit report contains material exceptions, the Organizing Committee shall invite the auditor or a representative of the audit firm to attend the annual General Meeting of Shareholders to express their opinion on matters related to the Financial Statements.

## **Article 7. Preparation for the General Meeting of Shareholders**

- 7.1 The Board of Directors

- 7.1.1 To establish the Organizing Committee for the General Meeting of Shareholders and to direct its activities. The Organizing Committee shall comprise representatives from the Board of Directors, the Supervisory Board, the Board of Management, and other officers and employees of the Company;
- 7.1.2 To establish the Shareholder Eligibility Verification Committee to operate prior to the commencement of the General Meeting of Shareholders;
- 7.1.3 To prepare the report on the activities of the Board of Directors to be presented at the General Meeting of Shareholders, as well as other reports and proposals under its responsibility. The report on the activities of the Board of Directors at the annual General Meeting of Shareholders shall include the following content:
  - 7.1.3.1. Remuneration, operating expenses, and other benefits of the Board of Directors and each of its Members;
  - 7.1.3.2. A summary of the meetings of the Board of Directors and the decisions issued;
  - 7.1.3.3. A report on transactions between the Company and Members of the Board of Directors and their Related Persons; and transactions between the Company and any company where a Member of the Board of Directors was a founding member or a business manager within the three (03) years prior to the transaction date;
  - 7.1.3.4. The activities of independent Members of the Board of Directors and their assessment report on the activities of the Board of Directors;
  - 7.1.3.5. The activities of other committees under the Board of Directors (*if any*);
  - 7.1.3.6. The results of supervision over the Board of Management;
  - 7.1.3.7. The results of supervision over other Executives (*if any*);
  - 7.1.3.8. Future plans;
  - 7.1.3.9. Other content as required by Law.
- 7.1.4 To approve the plan, agenda, meeting documents, and proposals on matters requiring approval from the General Meeting of Shareholders.
- 7.1.5 To approve the proposed list of personnel for the Presidium, the Secretariat, the Vote Counting Committee, and the list of nominations and candidacies for the Board of Directors and the Supervisory Board to be reported to the General Meeting of Shareholders for approval.
- 7.1.6 To chair the meeting of the General Meeting of Shareholders as the Presidium.
- 7.2 The Supervisory Board
  - 7.2.1 To coordinate and direct the organization of the General Meeting of Shareholders; to prepare the report on the activities of the Supervisory Board, the shareholder eligibility verification

report, the proposal for the selection of an audit firm for financial statement audits and reviews, and other reports and proposals under its responsibility (*if any*) to be submitted to the General Meeting of Shareholders for approval.

7.2.2 The report on the activities of the Supervisory Board at the annual General Meeting of Shareholders shall include the following content:

7.2.2.1. Remuneration, operating expenses, and other benefits of the Supervisory Board and each Supervisor;

7.2.2.2. A summary of the meetings of the Supervisory Board and its conclusions and proposals;

7.2.2.3. The results of supervising the operational and financial status of the Company;

7.2.2.4. An assessment report on transactions between the Company and Members of the Board of Directors, the General Director, other Company Executives, and their Related Persons; and transactions between the Company and any company where a Member of the Board of Directors, the General Director, or another Company Executive was a founding member or a business manager within the three (03) years prior to the transaction date.

7.2.2.5. The results of supervision over the Board of Directors, the General Director, and other enterprise Executives;

7.2.2.6. An assessment of the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders;

7.2.2.7. Other content as required by Law.

7.3 The Board of Management

7.3.1 To develop the plan, agenda, reports, and proposals for the General Meeting of Shareholders to be submitted to the Board of Directors for the convening of the meeting;

7.3.2 To arrange and direct personnel to participate in the Organizing Committee for the General Meeting of Shareholders to complete the preparatory steps for the meeting as authorized and decided by the Board of Directors.

7.4 The Organizing Committee of the General Meeting of Shareholders shall be responsible for:

7.4.1 Completing all procedures with competent state authorities as required to organize the General Meeting of Shareholders;

7.4.2 Participating in drafting the agenda, proposals, and reports to be submitted to the General Meeting of Shareholders for approval;

7.4.3 Handling all logistical matters, including printing and copying meeting documents, sending invitations, disclosing information as required, preparing the venue, arranging necessary equipment, welcoming shareholders, and arranging seating for attendees;

- 7.4.4 Receiving requests to convene the General Meeting of Shareholders and/or proposals for matters to be included in the agenda, as well as nomination and candidacy forms for the Board of Directors and the Supervisory Board, and reporting them to the Board of Directors for approval;
- 7.5 The Shareholder Eligibility Verification Committee
  - 7.5.1 Verify the eligibility of attending shareholders in strict accordance with the Company's Charter, these Regulations, and the Regulations on Organizing the General Meeting of Shareholders.
  - 7.5.2 Report the results of the shareholder eligibility verification at the General Meeting of Shareholders.
- 7.6 The Presidium of the Meeting
  - 7.6.1 Conduct the activities of the Meeting in accordance with the agenda approved by the Meeting. Take necessary actions to ensure the General Meeting of Shareholders is conducted in an orderly manner and in compliance with the Law and the Company's Charter;
  - 7.6.2 Guide shareholders and the Meeting in discussions;
  - 7.6.3 Present draft resolutions and other necessary matters for the Meeting to vote on;
  - 7.6.4 Address issues as requested by the Meeting.
- 7.7 The Secretariat:
  - 7.7.1 Take complete and truthful minutes of the Meeting's proceedings;
  - 7.7.2 Announce the draft Minutes and Resolutions of the Meeting and any notices from the Presidium to shareholders upon request;
  - 7.7.3 Receive written questions from shareholders and forward them to the Presidium.
- 7.8 The Vote Counting Committee shall be responsible for reporting the Regulations on the Election of Members of the Board of Directors and the Supervisory Board to the Meeting for approval; providing instructions on the use of Voting Card and Ballot; collecting the Ballots after the voting and election; counting the votes in accordance with regulations; and reporting the vote counting results to the Meeting.

## **Article 8. Agenda and Content of the General Meeting of Shareholders**

- 8.1 The annual General Meeting of Shareholders shall discuss and approve the following matters:
  - 8.1.1. The annual audited Financial Statements;
  - 8.1.2. The annual business plan of the Company;

- 8.1.3. The report of the Board of Directors on the governance and performance of the Board of Directors and of each of its Members;
- 8.1.4. 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;
- 8.1.5. The self-assessment report on the performance of the Supervisory Board and of each Supervisor;
- 8.1.6. The dividend rate for each type of shares;
- 8.1.7. The total remuneration paid to the Board of Directors and the Supervisory Board;
- 8.1.8. Other matters falling under the decision-making authority of the General Meeting of Shareholders as stipulated in the Company's Charter and by the Law.
- 8.2 The convener of the General Meeting of Shareholders shall perform the following tasks:
  - 8.2.1 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 record date.
  - 8.2.2 Prepare the agenda and content of the meeting;
  - 8.2.3 Prepare documents for the meeting;
  - 8.2.4 Draft resolutions of the General Meeting of Shareholders based on the proposed content of the meeting;
  - 8.2.5 Determine the time and location of the meeting;
  - 8.2.6 Notify and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
  - 8.2.7 Other tasks to serve the Meeting.
- 8.3 A shareholder or group of shareholders as stipulated in Clause 19.2, Article 19 of the Company's 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 made 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.
- 8.4 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 may reject a proposal in the following cases:

- 8.4.1 The proposal is not sent in accordance with the provisions of Clause 8.3 of this Article;
- 8.4.2 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;
- 8.4.3 The proposed matter is not within the authority of the General Meeting of Shareholders;
- 8.4.4 Other cases in accordance with this Charter and by the Law.
- 8.5 The convener of the meeting of the General Meeting of Shareholders shall accept and include the proposal stipulated in Clause 8.3 of this Article in the proposed agenda and content of the meeting, except for the cases specified in Clause 8.4 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 9. Authorization to Attend the General Meeting of Shareholders**

- 9.1 An individual 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 may attend through one of the forms stipulated in Clause 26.4, Article 26 of the Company's Charter. If more than one authorized representative attends the meeting, the number of shares and votes authorized for each representative shall be specified.
- 9.2 The authorization for an individual or organization to attend a meeting of the General Meeting of Shareholders as stipulated in Clause 9.1 above shall be made in writing according to the Company's form and shall be signed as follows:
  - 9.2.1 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, or the legal representative of the organization authorized to attend the meeting;
  - 9.2.2 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;
  - 9.2.3 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.
- 9.3 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.

9.4 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*).

9.5 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:

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

9.5.2 The authorizer has revoked the appointment of authorization;

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

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 10. Registration to Attend the General Meeting of Shareholders**

10.1 A shareholder may attend the meeting of General Meeting of Shareholders in one of the following forms:

10.1.1 Attending the meeting of the General Meeting of Shareholders in person;

10.1.2 Sending the ballot by registered mail, fax, or email to the Board of Directors at least one (01) day before the opening of the meeting of the General Meeting of Shareholders. In this case, the Head of the Vote Counting Committee of the General Meeting of Shareholders has the right to open the shareholder's ballot at the meeting of the General Meeting of Shareholders;

10.1.3 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 the Company's Charter, it is permitted to authorize another person to attend the meeting of the General Meeting of Shareholders;

10.1.4 Attending and voting via Online Conference, electronic voting, or other electronic forms;

10.1.5 Attending the meeting of the General Meeting of Shareholders or sending the ballot by other means as decided by the Board of Directors of the Company;

10.2 Registration procedures for attendance:

10.2.1 Before the date of the General Meeting of Shareholders: Shareholders shall send the original or a faxed copy of the Attendance Confirmation Form or the Letter of Authorization to the Organizing Committee at least two (02) working days before the date of the General Meeting

of Shareholders. The Organizing Committee is responsible for preparing a list of shareholders who have confirmed their attendance in person or by authorization before the date of the meeting.

- 10.2.2 On the date of the General Meeting of Shareholders: Before attending the meeting, shareholders shall present: the Meeting Notice, their Citizen Identity Card or Passport, and the Letter of Authorization (*if any*).

#### **Article 11. Conditions for Conducting the Meeting of the General Meeting of Shareholders**

- 11.1 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.
- 11.2 If the first meeting does not meet the conditions for being conducted as stipulated in Clause 26.1 of the Company's Charter, 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.
- 11.3 If the second meeting does not meet the conditions for being conducted as stipulated in Clause 26.2 of the Company's Charter, 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.

#### **Article 12. Methods for Passing Resolutions of the General Meeting of Shareholders**

The voting on matters at the General Meeting of Shareholders, as applicable, shall be conducted in the following forms:

- 12.1. By using voting cards or ballots at the Meeting in accordance with the Regulations on Organizing the General Meeting of Shareholders as approved by the General Meeting of Shareholders; or
- 12.2. Shareholders may send their ballots by registered mail, fax, email, or other means to the Board of Directors before the opening of the meeting of the General Meeting of Shareholders; or
- 12.3. Shareholders may vote by other methods as decided by the Board of Directors.
- 12.4. 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 the Company's Charter.

#### **Article 13. Voting Procedures**

Procedures for voting on matters on the agenda of the General Meeting of Shareholders:

- 13.1 After presenting the necessary documents for attendance to the Shareholder Eligibility Verification Committee, each shareholder or authorized representative attending the Meeting shall receive a Ballot and a Voting Card based on the matters to be approved (which shall state the Shareholder Code and the number of voting shares of that shareholder). The value of the Ballot and Voting Card held by a shareholder or authorized representative attending the Meeting shall correspond to the proportion of voting shares that such shareholder owns or is authorized to represent out of the total voting shares of all shareholders attending the Meeting.
- 13.2 All matters on the agenda of the Meeting must be passed by obtaining the votes of all shareholders attending the Meeting through Ballot or Voting Card based on the number of shares owned and represented. Each shareholder shall be issued a Ballot and a Voting Card based on the matters to be approved, which shall state: the Shareholder Code; the number of voting shares (owned and/or authorized) of the shareholder, and shall bear a seal of BaoViet Securities Joint Stock Company. 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 the Company's Charter.
- 13.3 In the case of voting by the Ballot, the voting shall be conducted in a confidential manner to ensure transparency and fairness. The matters for voting shall be recorded on the Ballot, and the shareholder/authorized representative shall vote by selecting one of the options: "Approve"; "Do not approve"; or "No opinion" for each matter.
- 13.4 In the case of voting by the Voting Card, the Shareholder/authorized representative shall vote on a matter by raising the Voting Card to vote on the following options: "Approve"; "Do not approve"; or "No opinion". When voting, the front side of the Voting Card, which states the "Number of Shares" owned and/or represented, must be directed towards the Presidium. The Voting Cards of the Presidium shall be directed towards the shareholders seated opposite
- 13.5 The Vote Counting Committee shall be responsible for supervising the voting of shareholders or authorized representatives, aggregating the number of shares voted for each matter, and announcing the results to the Presidium and the Secretariat of the Meeting.

#### **Article 14. Vote Counting Procedures**

- 14.1 The Vote Counting Committee shall organize the vote counting and prepare the Vote Counting Minutes. The Vote Counting Minutes shall include the following main content:
  - 14.1.1 Name, head office address, enterprise code;
  - 14.1.2 The purpose and issues on which opinions were sought to pass the Resolution;
  - 14.1.3 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;
- 14.1.4 The total number of approve, do not approve, and no opinion votes for each matter;
  - 14.1.5 The matters that have been passed and the corresponding approval voting percentage;
  - 14.1.6 Full names and signatures of the Members of the Vote Counting Committee;
  - 14.1.7 The Members of the Vote Counting Committee shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Minutes and jointly responsible for any damage arising from decisions passed due to dishonest or inaccurate vote counting.
- 14.2 The Vote Counting Minutes shall be sent to all shareholders within fifteen (15) days from the end of the vote count. The sending of the Vote Counting Minutes may be replaced by publishing them on the Company's website within twenty-four (24) hours from the end of the vote count.

#### **Article 15. Conditions for a Resolution to be Passed**

- 15.1 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:
- 15.1.1. The types of shares and the total number of shares of each type;
  - 15.1.2. Changes in business lines and sectors;
  - 15.1.3. Changes in the company's organizational management structure;
  - 15.1.4. 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;
  - 15.1.5. Reorganization or dissolution of the company;
  - 15.1.6. Contracts and transactions requiring approval as stipulated in Clause 52.3, Article 52 of the Company's Charter.
- 15.2 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, Clause 30.4 of Article 30 and Clause 29.9, Article 29 of the Company's Charter.
- 15.3 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 the Company's 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.

- 15.4 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.
- 15.5 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 the Company's Charter.

#### **Article 16. Announcement of Voting Results and Procedures for Objecting to Resolutions of the General Meeting of Shareholders**

- 16.1. The results of the vote count shall be announced by the Chairperson immediately before the closing of the meeting.
- 16.2. A shareholder who votes against a resolution on the reorganization of the Company or a change in the rights and obligations of shareholders as stipulated in the Company's Charter has the right to demand that the Company buy back their shares. The request 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. The request shall be sent to the Company within ten (10) days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this Article.
- 16.3. The Company shall buy back the shares at the request of the Shareholder as stipulated in Clause 16.2 above at the market price or a price calculated according to the principles specified in the Company's Charter within ninety (90) days from the date of receiving the request. If an agreement on the price cannot be reached, 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, and that choice shall be final.

#### **Article 17. Minutes of the Meeting of the General Meeting of Shareholders**

- 17.1 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:
- 17.1.1 Name, head office address, enterprise code;
- 17.1.2 The time and location of the meeting of the General Meeting of Shareholders;

- 17.1.3 The agenda and content of the meeting;
- 17.1.4 Full names of the Chairperson and the Secretary;
- 17.1.5 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;
- 17.1.6 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;
- 17.1.7 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;
- 17.1.8 The matters that have been passed and the corresponding approval voting percentage;
- 17.1.9 Full names and signatures of the Chairperson and the Secretary.
- 17.2 The minutes of the meeting of the General Meeting of Shareholders shall be completed and approved before the end of the meeting.
- 17.3 The Chairperson and the Secretary of the meeting 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.
- 17.4 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.
- 17.5 The minutes of 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 may be replaced by publishing them on the Company's website within twenty-four (24) hours from the end of the meeting.
- 17.6 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 18. Disclosure of Resolutions of the General Meeting of Shareholders**

The resolutions passed at 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 resolutions may be replaced by publishing them on the Company's website within twenty-four (24) hours from the closing of the meeting.

### **III. PROCEDURES FOR PASSING A RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS BY OBTAINING WRITTEN OPINIONS**

#### **Article 19. Cases for and against Obtaining Written Opinions**

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 General Meeting of Shareholders as stipulated in the Company's Charter, including the following decisions:

- 19.1. Amending and supplementing the content of the Company's Charter;
- 19.2. Changing business lines and sectors;
- 19.3. Changing the organizational management structure of the Company;
- 19.4. Reorganizing or dissolving the Company;
- 19.5. 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;
- 19.6. The types of shares and the total number of shares of each type;
- 19.7. The issuance of convertible bonds and warrants that allow the holder to purchase shares at a predetermined price;
- 19.8. The issuance of any other securities which is subject to the approval of the General Meeting of Shareholders in accordance with the Law;
- 19.9. The development orientation of the Company;
- 19.10. Electing, discharging, or removing members of the Board of Directors and the Supervisory Board.

#### **Article 20. Procedures for Passing a Resolution of the General Meeting of Shareholders by Obtaining Written Opinions**

- 20.1 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 the Company's 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 the Company's Charter.

- 20.2 The written opinion form shall contain the following main content:
  - 20.2.1 Name, head office address, enterprise code;
  - 20.2.2 The purpose of obtaining opinions;
  - 20.2.3 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;
  - 20.2.4 The issue on which opinions are sought for approval;
  - 20.2.5 Voting options including: "Approve", "Do not approve", and "No opinion" for each issue on which opinions are being sought;
  - 20.2.6 The deadline by which the completed written opinion form shall be returned to the Company;
  - 20.2.7 Full name and signature of the Chairperson of the Board of Directors.
- 20.3 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.
- 20.4 Shareholders may send the completed written opinion form to the Company by mail, fax, or email as follows:
  - 20.4.1 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;
  - 20.4.2 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;
  - 20.4.3 Written opinion forms returned to the Company after the specified deadline, 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.
- 20.5 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:

- 20.5.1 Name, head office address, enterprise code;
- 20.5.2 The purpose and matters on which opinions were sought to pass the Resolution;
- 20.5.3 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;
- 20.5.4 The total number of approve, do not approve, and no opinion votes for each matter;
- 20.5.5 The matters that have been passed and the corresponding approval voting percentage;
- 20.5.6 Full names and signatures of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote counter;
- 20.5.7 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 shall be jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.
- 20.6 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.
- 20.7 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.
- 20.8 A resolution is passed by obtaining written opinions from 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.

#### **IV. PROCEDURES FOR CONDUCTING THE MEETING OF THE GENERAL MEETING OF SHAREHOLDERS BY ONLINE CONFERENCE**

##### **Article 21. Notice of Convening an Online Conference of the General Meeting of Shareholders**

- 21.1 Annually, based on the circumstances of organizing the General Meeting of Shareholders, in the event that the Board of Directors assesses that conducting the General Meeting of Shareholders in the form of direct voting at a physical meeting is not feasible due to a pandemic or other force majeure events, the Board of Directors has the right to decide to organize the Meeting in the form of an Online Conference of the General Meeting of Shareholders.
- 21.2 The Board of Directors shall send the notice of convening an Online Conference of the General Meeting of Shareholders to shareholders in accordance with the provisions of

Clause 6.2, Article 6 of these Regulations, accompanied by guidelines on attending the Online Conference of the General Meeting of Shareholders.

**Article 22. Registration Procedures for Attending an Online Conference of the General Meeting of Shareholders**

- 22.1. Based on the specific circumstances of the Meeting's organization, the Board of Directors shall issue specific guidelines on the sequence and procedures for registration to guide shareholders in registering for the Meeting.
- 22.2. A shareholder or authorized person who registers to attend the Online Conference after the meeting has commenced may still 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.

**Article 23. Authorization for Representatives to Attend an Online Conference of the General Meeting of Shareholders**

- 23.1 A shareholder may register to attend in person or authorize another person to register to attend the Online Conference of the General Meeting of Shareholders.
- 23.2 The Board of Directors shall issue specific guidelines on the sequence and procedures for authorizing a representative to attend the Online Conference of the General Meeting of Shareholders.
- 23.3 In the event that a shareholder authorizes another individual/organization to attend the Online Conference and vote electronically, the shareholder and the authorized person shall be responsible for the authorization and the results of the electronic voting conducted via the provided Access Account.

**Article 24. Conditions for Conducting the Meeting**

- 24.1 The Online Conference of the General Meeting of Shareholders shall be conducted when it meets the conditions for conducting a meeting as stipulated in Article 11 of these Regulations.
- 24.2 The system for organizing the Online Conference and electronic voting shall meet the following conditions:
  - 24.2.1 The System's connection at the main venue shall be continuous and stable, ensuring that the attendance of shareholders is not interrupted;
  - 24.2.2 The main venue shall ensure adequate conditions for sound, lighting, internet connection, power supply, electronic devices, and other equipment as required for the nature of the Online Conference;
  - 24.2.3 It shall ensure information security and maintain the confidentiality of the Access Account

to the System. All information received and provided on the System shall adhere to the principles of information confidentiality and comply with the provisions of the Law on Cyberinformation Security;

24.2.4 The electronic data of the Online Conference's proceedings shall be archived and retrievable from the System.

## **Article 25. Method for Passing Resolutions of the General Meeting of Shareholders**

Shareholders shall pass resolutions of the General Meeting of Shareholders by electronic voting. The sequence and procedures for voting shall be carried out in accordance with the provisions of Article 26 of these Regulations.

## **Article 26. Voting Procedures**

26.1 Voting Method:

Shareholders or authorized representatives may exercise their right to vote through the electronic voting method on the System for Online Conferences and electronic voting, and shall ensure compliance with the provisions of Clause 26.3 of this Article.

26.1 Time of Voting:

26.1.1 Shareholders or authorized representatives may only cast their votes within the timeframe announced by the Organizing Committee of the Meeting.

26.1.2 During the announced voting period, Shareholders or authorized representatives may change their voting decisions in accordance with the regulations of the Organizing Committee of the Meeting.

26.1.3 The voting results are calculated at the time the shareholder casts their electronic vote; therefore, a sudden disconnection (*if any*) shall only affect matters that have not yet been voted on, and the matters that have already been voted on shall not be affected.

26.1.4 Before the voting period ends, shareholders can only view their own voting results. After the voting period ends, shareholders will be informed of the overall voting results for each matter as announced by the Presidium or the Vote Counting Committee.

26.2 Electronic Voting

Based on the actual circumstances of organizing the General Meeting of Shareholders, the Board of Directors shall issue guidelines on the sequence and procedures for electronic voting at the Online Conference.

## **Article 27. Vote Counting Procedures and Announcement of Voting Results**

27.1. The Vote Counting Committee, as approved by the General Meeting of Shareholders at the Meeting, shall be responsible for verifying the electronic voting results to aggregate the voting results. The sequence and procedures for vote counting shall be carried out in

accordance with the provisions of Article 14 of these Regulations.

- 27.2. The voting results shall be announced by the Presidium or the Vote Counting Committee immediately at the Online Conference.

### **Article 28. Taking Minutes of the Meeting and Disclosing Resolutions of the General Meeting of Shareholders**

- 28.1 The minutes and resolutions of the meeting of the General Meeting of Shareholders shall be completed and approved before the closing of the Online Conference of the General Meeting of Shareholders.
- 28.2 The content of the Minutes of the meeting of the General Meeting of Shareholders and the publication of the Minutes shall be carried out in accordance with the provisions of Article 17 of these Regulations.
- 28.3 The disclosure of the resolutions of the General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 18 of these Regulations.

## **CHAPTER III: BOARD OF DIRECTORS**

### **I. ROLE, RIGHTS, AND OBLIGATIONS OF THE BOARD OF DIRECTORS; RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 29. Role, Rights, and Obligations of the Board of Directors**

- 29.1. 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.
- 29.2. Duties and powers of the Board of Directors:
- 29.2.1. To decide on the strategy, medium-term development plan, and annual business plan of the Company;
- 29.2.2. To propose the types of shares and the total number of shares of each type entitled to be offered for sale;
- 29.2.3. 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;
- 29.2.4. To decide on the offering price of the Company's shares and bonds;

- 29.2.5. 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;
- 29.2.6. To decide on investments not included in the business plan and budget that exceed ten percent (10%) of the value of the annual business plan and budget, and other limits as stipulated in the Company's Charter and by the Law;
- 29.2.7. To decide on solutions for market development, marketing, and technology;
- 29.2.8. 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 between the Company and related persons that fall under the decision-making authority of the General Meeting of Shareholders as stipulated in the Company's Charter;
- 29.2.9. To elect, discharge, and remove the Chairperson and Vice Chairperson of the Board of Directors; to appoint, discharge, sign contracts with, and terminate contracts with the General Director, Deputy General Directors, and the Chief Accountant; to decide on their salaries, remuneration, bonuses, and other benefits; to appoint authorized representatives to exercise the ownership rights of shares or contributed capital in other enterprises, and to decide on the remuneration and other benefits of such authorized representatives;
- 29.2.10. To supervise and direct the General Director and other Executives in the management of the daily business affairs;
- 29.2.11. To decide on the organizational structure, internal management regulations, the establishment of Subsidiary companies, Branches, Transaction Offices, and Representative Offices, and to contribute capital, purchase shares, and appoint representatives for the capital contribution in other enterprises within the limits stipulated in the Company's Charter, internal Company documents, and the Law;
- 29.2.12. 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;
- 29.2.13. To report to the General Meeting of Shareholders on the annual audited Financial Statements and the Operational Report of the Board of Directors in accordance with the Law and the Company's Charter;
- 29.2.14. To propose dividend rates, and to decide on the timing and procedure for paying dividends or handling losses incurred during business operations;
- 29.2.15. To propose the reorganization, dissolution, or request for bankruptcy of the Company;

- 29.2.16. 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;
- 29.2.17. 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;
- 29.2.18. To determine operational targets based on the strategic objectives approved by the General Meeting of Shareholders;
- 29.2.19. To propose the issuance of convertible bonds and warrants that allow the holder to purchase shares at a predetermined price;
- 29.2.20. 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;
- 29.2.21. 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;
- 29.2.22. 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;
- 29.2.23. To decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; to decide on the issuance of the Regulations on the Operation of the Audit Committee under the Board of Directors, and the Regulations on Information Disclosure of the Company;
- 29.2.24. 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;
- 29.2.25. Other rights and obligations as stipulated in the Company's Charter, other internal documents of the Company, and the Law.
- 29.3. 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.

- 29.4. 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.
- 29.5. In exercising their functions and duties, the Board of Directors shall strictly comply with the provisions of the Law, the Company Charter, and the Resolutions of the General Meeting of Shareholders. In the event that a Resolution or Decision passed by the Board of Directors is contrary to the provisions of the Law, the Company Charter, or a Resolution of the General Meeting of Shareholders and causes damage to the Company, the Members of the Board of Directors who approved such Resolution or Decision shall be jointly and severally liable and shall compensate for the damages to the Company (*if any*). Any member who opposed the passing of the said Decision shall be exempt from liability. In this case, the company's shareholders have the right to request a Court to suspend the implementation of or annul such Resolution or Decision.

### **Article 30. Rights and Obligations of Members of the Board of Directors**

#### 30.1. Rights of Members of the Board of Directors:

##### 30.1.1. Right to be provided with information:

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

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

30.1.2. 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.

30.1.3. 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.

30.1.4. 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.

30.1.5. 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.

30.1.6. 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.

30.1.7. Other rights as stipulated in the Company's Charter and by the Law.

30.2. Obligations of Members of the Board of Directors:

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

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

30.2.3. 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;

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

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

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

30.2.7. 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;

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

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

## **II. NOMINATION, CANDIDACY, ELECTION, DISCHARGE, AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 31. Term and Number of Members of the Board of Directors**

31.1. 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.

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

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

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

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

31.3. 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.

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

### **Article 32. Standards and Conditions for Members of the Board of Directors**

- 32.1. To have full civil act capacity and not be a person prohibited from establishing and managing enterprises under the Law on Enterprises.
- 32.2. 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.
- 32.3. A Member of the Board of Directors shall not be a person having a family relationship with the General Director and other Managers of the Company, or with a Manager or a person with authority to appoint a Manager of the Parent Company.
- 32.4. 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.
- 32.5. At the beginning of their term, all Members of the Board of Directors shall fully meet the conditions required by the Law, the Company's Charter, and other 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.
- 32.6. Other conditions and standards as stipulated in the Company's Charter and by the Law.

### **Article 33. Election of Members of the Board of Directors**

The election of Members of the Board of Directors shall be conducted by the cumulative voting method. The procedure is as follows:

- 33.1. Each shareholder registering to attend the meeting before its opening shall be issued a Ballot for the election of the Board of Directors with a total number of votes equal to the number of shares owned and/or represented multiplied by the number of Members of the Board of Directors to be elected.
- 33.2. A shareholder or authorized representative shall elect members of the Board of Directors by filling in the corresponding number of votes for each candidate for the Board of Directors, ensuring that the total number of votes on each Ballot does not exceed the total number of votes calculated by multiplying the number of shares owned and/or represented by the number of Members of the Board of Directors to be elected.

- 33.3. A shareholder or authorized representative may divide the total number of votes among all candidates, cast all of their votes for one candidate, or not vote for any candidate (leaving the Ballot blank).
- 33.4. The persons elected as Members of the Board of Directors shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached.
- 33.5. If two (02) or more candidates receive the same number of votes for the final position on the Board of Directors, the General Meeting of Shareholders will conduct a re-vote among the candidates with equal votes or select based on the criteria of the election regulations or by a decision of the General Meeting of Shareholders.
- 33.6. After the vote count, the Vote Counting Committee shall prepare a Vote Counting Minutes. The content of the Vote Counting Minutes shall include: the total number of shareholders attending the meeting, the total number of shareholders participating in the voting, the percentage of voting rights of the shareholders participating in the voting compared to the total voting rights of the shareholders attending the meeting (by cumulative voting method), the number and percentage of valid Ballots, the number and percentage of invalid Ballots, the number and percentage of blank Ballots; and the number of votes and the percentage of voting rights for each candidate for the Board of Directors.
- 33.7. The full text of the Vote Counting Minutes shall be announced before the Meeting. Any complaints regarding the election and vote counting shall be resolved by the Chairperson of the Meeting and shall be recorded in the minutes of the meeting of the General Meeting of Shareholders.

#### **Article 34. Cases of Discharge, Removal, and Appointment of Additional Members of the Board of Directors**

- 34.1. Cases for discharge and removal of Members of the Board of Directors:
- 34.2. The General Meeting of Shareholders shall discharge a Member of the Board of Directors in the following cases:
  - 34.2.1.1. The Member of the Board of Directors no longer meets the standards and conditions as stipulated in Article 35 of the Company's Charter and the provisions of the Law;
  - 34.2.1.2. 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;
  - 34.2.1.3. Other cases as stipulated in the internal documents of the Company in accordance with the Company's Charter and the Law.
- 34.2.2. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:

- 34.2.2.1. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- 34.2.2.2. Other cases as stipulated in the internal documents of the Company in accordance with the Company's Charter and the Law.
- 34.2.3. 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.
- 34.3. 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:
  - 34.3.1. The number of members of the Board of Directors has been reduced by more than one-third (1/3) of the number of members stipulated in Clause 31.1, Article 31 of these Regulations and the Company's Charter. In this case, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3).
  - 34.3.2. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as stipulated in Clause 31.2, Article 31 of these Regulations and the Company's Charter;
- 34.4. In addition to the cases stipulated in Clause 34.2 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 35. Notification of the Election, Discharge, and Removal of Members of the Board of Directors**

- 35.1. Information about individuals nominated for the Board of Directors shall be disclosed before the cumulative voting is held at the meeting of 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.
- 35.2. A candidate for the Board of Directors shall provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and shall commit to performing their duties honestly, with due care and loyalty, and for the best interests of the company if elected as a member of the Board of Directors.

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

#### **Article 36. Nomination of Candidates for Members of the Board of Directors**

- 36.1. Before and during the meeting of the General Meeting of Shareholders, shareholders have the right to form groups to nominate or stand for election as members of the Board of Directors.
- 36.2. 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:
- 36.2.1. 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;
- 36.2.2. 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;
- 36.2.3. A shareholder or group of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total voting shares may nominate a maximum of three (03) candidates for the Board of Directors;
- 36.2.4. A shareholder or group of shareholders holding from 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;
- 36.3. 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.
- 36.4. 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.

#### **Article 37. Election, Removal, and Discharge of the Chairperson of the Board of Directors**

The Chairperson of the Board of Directors 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.

### **III. REMUNERATION AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF**

## **DIRECTORS**

### **Article 38. Remuneration and Other Benefits of Members of the Board of Directors**

- 38.1. The Company has the right to pay remuneration, salaries, and other benefits to Members of the Board of Directors based on the results and efficiency of business management. The remuneration, salaries, bonuses, and other benefits of Members of the Board of Directors shall be paid in accordance with the Company's regulations. The Board of Directors shall determine the level of remuneration for each member by unanimous agreement. The total amount of remuneration and bonuses for the Members of the Board of Directors shall be decided by the General Meeting of Shareholders.
- 38.1.1. 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.
- 38.1.2. A Member of the Board of Directors has the right to be reimbursed by the Company for all travel, accommodation, and other reasonable expenses incurred while performing their responsibilities as a Member of the Board of Directors, including expenses arising from attending meetings of the Board of Directors, its Committees, or the General Meeting of Shareholders.
- 38.2. 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.

## **IV. PROCEDURES FOR MEETINGS OF THE BOARD OF DIRECTORS**

### **Article 39. Meetings of the Board of Directors**

- 39.1. 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.
- 39.2. If the Board of Directors elects a Chairperson for a new term, the Chairperson shall be elected at the first meeting of the Board of Directors in the new term within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there is more than one (01) Member with the highest

number of votes or the highest percentage of votes, the Members shall elect by majority vote to choose one (01) person among them to convene the meeting of the Board of Directors.

- 39.3. 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.
- 39.4. 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:
  - 39.4.1. Upon receiving a proposal from the Supervisory Board or an Independent Member of the Board of Directors;
  - 39.4.2. Upon receiving a proposal from the General Director or at least five (05) other Managers;
  - 39.4.3. Upon receiving a proposal from at least two (02) Members of the Board of Directors;
  - 39.4.4. Other cases (*if any*).
  - 39.4.5. 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.
- 39.5. If the Chairperson of the Board of Directors does not convene a meeting as proposed in **Clause 39.4 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.
- 39.6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors shall send a notice of invitation to the meeting at least five (05) working days before the meeting date to the Members of the Board of Directors, Supervisors, and the General Director. The meeting invitation notice shall specify the time and location of the meeting, the agenda, the matters for discussion and decision, and be accompanied by the documents to be used at the meeting and ballots for the Members.
- 39.7. 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.
- 39.8. 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.
- 39.9. 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.

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

39.10.1. Attending and voting in person at the meeting;

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

39.10.3. Attending and voting via Online Conference, electronic voting, or other electronic forms;

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

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

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

39.12. Voting

39.12.1. 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;

39.12.2. Except for the case where a Member of the Board of Directors is not permitted to vote as stipulated in point 39.12.3 below, 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;

39.12.3. 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 the Company's Charter;

39.13. 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:

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

39.13.2. 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 the Company's 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.

- 39.14. 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.
- 39.15. 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 40. Minutes of the Meeting of the Board of Directors**

- 40.1. 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 the meeting of the Board of Directors shall contain the following main content:
- 40.1.1. Name, head office address, enterprise code;
  - 40.1.2. Purpose, agenda, and content of the meeting;
  - 40.1.3. Time and location of the meeting;
  - 40.1.4. 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;
  - 40.1.5. Matters discussed and voted on at the meeting;
  - 40.1.6. A summary of the opinions of each attending member in the order of the meeting's proceedings;
  - 40.1.7. The results of the voting, clearly stating which members approved, did not approve, and had no opinion;
  - 40.1.8. The matters that have been passed and the corresponding approval voting percentage;
  - 40.1.9. 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 point 40.1.1 to point 40.1.8 of this Article.

- 40.1.10. 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.
- 40.2. The minutes of Board of Directors meetings and the documents used in the meetings shall be archived at the head office of the Company.
- 40.3. 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.
- 40.4. 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.

#### **Article 41. Notification of Resolutions of the Board of Directors**

- 41.1. Based on the Minutes of the meeting of the Board of Directors that have been approved by the attending Members, the person taking the minutes shall draft the resolutions, decisions, and notices of the Board of Directors and submit them to the Chairperson of the Board of Directors/chairperson of the meeting to sign and issue on behalf of the Board of Directors. The resolutions, decisions, and notices of the Board of Directors shall be prepared in Vietnamese and may also be in a foreign language. In case of any discrepancy in content between the Vietnamese and the foreign language versions, the content of the Vietnamese version shall prevail.
- 41.2. The resolutions, decisions, and notices of the Board of Directors shall be sent to all Members of the Board of Directors and to the relevant units and individuals for implementation or coordination of implementation, monitoring, and supervision.
- 41.3. The Company shall archive all records and documents related to the meetings of the Board of Directors. The retention period shall be carried out in accordance with the provisions of the Law.

### **V. COMMITTEES OF THE BOARD OF DIRECTORS**

#### **Article 42. Committees of the Board of Directors**

- 42.1. The Board of Directors may establish Committees to support its activities, including a Corporate Governance, Appointment, and Remuneration Committee; a Risk Management and ALCO Committee; an Audit Committee, and other Committees. The number of members of the 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.

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

42.3. Operating principles of the Committees:

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

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

42.3.3. The attendance and voting of Committee members at Committee meetings shall be conducted in a manner similar to that of Members of the Board of Directors attending and voting at Board of Directors meetings, as stipulated from Clause 39.10 to Clause 39.12 of these Regulations. A resolution or decision of a Committee is valid only if it is approved by a majority of the members attending and voting at the Committee meeting; if the votes for and against are tied, the resolution or decision is passed in favor of the side supported by the Chairperson of the Committee. A Committee member who has interest related to the parties in a contract or transaction shall not be allowed to vote on such contract or transaction.

42.3.4. 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.

## **VI. SELECTION, APPOINTMENT, AND DISCHARGE OF THE CORPORATE GOVERNANCE OFFICER AND THE COMPANY SECRETARY**

### **Article 43. The Corporate Governance Officer and the Company Secretary**

43.1. The Corporate Governance Officer

43.1.1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary. The Corporate Governance Officer shall meet the following standards:

**43.1.1.1.** To have knowledge of the Law;

43.1.1.2. Shall not concurrently work for the approved independent audit firm that is conducting the audit of the Company's financial statements;

43.1.1.3. Other standards as stipulated by the Law, the Company Charter, and decisions of the Board of Directors from time to time.

43.1.2. The Board of Directors may discharge the Corporate Governance Officer when necessary, provided it is not contrary to current labor laws and regulations. The notification of the appointment or discharge of Corporate Governance Officer shall be carried out in accordance with the provisions of the Company's Charter and the Law.

43.1.3. The Corporate Governance Officer has the following rights and obligations:

43.1.3.1. 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;

43.1.3.2. 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;

43.1.3.3. To advise on the procedures for meetings;

43.1.3.4. To attend meetings;

43.1.3.5. To advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal provisions;

43.1.3.6. 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;

43.1.3.7. To supervise and report to the Board of Directors on the Company's information disclosure activities;

43.1.3.8. To serve as the main liaison with parties with related interests;

43.1.3.9. The Corporate Governance Officer is responsible for maintaining the confidentiality of information in accordance with the provisions of the Law and the Company Charter;

43.1.3.10. Other rights and obligations in accordance with the Law and the Company Charter;

43.1.3.11. The Corporate Governance Officer is entitled to receive remuneration, salary, and other benefits in accordance with the Charter, internal Company documents, and provisions of the Law.

43.2. The Company Secretary

43.2.1. The Board of Directors shall appoint one (or more) persons to act as the Company Secretary for a term and on such terms as decided by the Board of Directors. The Board of Directors

may discharge the Company Secretary when necessary, provided it is not contrary to current labor laws and regulations.

43.2.2. The Company Secretary shall assist the Board of Directors and the Chairperson of the Board of Directors in performing their duties within their authority as stipulated by the Law and the Company's Charter. The Company Secretary has the following rights and obligations:

43.2.2.1. To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; to take minutes of meetings;

43.2.2.2. To assist Members of the Board of Directors in performing their assigned rights and duties;

43.2.2.3. To assist the Board of Directors in applying and implementing corporate governance principles;

43.2.2.4. To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders;

43.2.2.5. To assist the Company in complying with its obligations to provide and disclose information and with administrative procedures;

43.2.2.6. The Company Secretary is entitled to receive remuneration, salary, and other benefits in accordance with the Charter, internal Company documents, and provisions of the Law;

43.2.2.7. Other rights and duties as stipulated by the Board of Directors of the Company.

## **CHAPTER IV: SUPERVISORY BOARD**

### **I. ROLE, RIGHTS, AND OBLIGATIONS OF THE SUPERVISORY BOARD**

#### **Article 44. Role, Rights, and Obligations of the Supervisory Board**

##### **44.1. Duties of the Supervisory Board**

44.1.1. To supervise the Board of Directors and the Board of Management in the management and operation of the Company;

44.1.2. 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;

44.1.3. 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 proposals on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;

- 44.1.4. To review, inspect, and evaluate the validity and effectiveness of the Company's internal control, internal audit, risk management, and early warning systems;
- 44.1.5. 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 holding five percent (5%) or more of the total number of ordinary shares;
- 44.1.6. Upon receiving a request for inspection from a shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares, 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;
- 44.1.7. 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;
- 44.1.8. 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;
- 44.1.9. 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 State Securities Commission (SSC) in writing within seven (07) working days from the date of discovering the violation;
- 44.1.10. 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;
- 44.1.11. To develop the Regulations on the Operation of the Supervisory Board for approval by the General Meeting of Shareholders;

- 44.1.12. 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;
  - 44.1.13. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;
  - 44.1.14. To report on the activities of the Supervisory Board at the annual General Meeting of Shareholders;
  - 44.1.15. Other duties as stipulated in the Company's Charter, Company regulations, and the Law.
- 44.2. Powers of the Supervisory Board
- 44.2.1. To use independent consultants and the company's internal audit department to perform its assigned duties when deemed necessary;
  - 44.2.2. 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;
  - 44.2.3. 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;
  - 44.2.4. To be fully provided with information:
    - 44.2.4.1. 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;
    - 44.2.4.2. 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 to shareholders and Members of the Board of Directors;
    - 44.2.4.3. 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;
    - 44.2.4.4. 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;
    - 44.2.4.5. 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.
  - 44.2.5. To receive salaries, remuneration, bonuses, and enjoy other benefits as stipulated in Article 52 of these Regulations.

## **Article 45. Responsibilities of Supervisors**

- 45.1. 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.
- 45.2. 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.
- 45.3. 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.
- 45.4. Other obligations as stipulated in the Company's Charter, Company regulations, and the Law.
- 45.5. In the event the Supervisory Board violates its obligations as stipulated in the Company's 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.
- 45.6. 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.

## **II. TERM, NUMBER, AND COMPOSITION OF THE SUPERVISORY BOARD**

### **Article 46. Term, Number, Composition, and Structure of the Supervisory Board**

- 46.1. 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.
- 46.2. 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.
- 46.3. The Supervisory Board shall have more than one-half (1/2) of its Members residing in Vietnam.
- 46.4. 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 47. Standards and Conditions for Supervisors**

The standards and conditions for a Supervisor are stipulated as follows:

- 47.1. To have full civil act capacity and not be a person prohibited from establishing and managing an enterprise under the Law on Enterprises;
- 47.2. Shall not hold a management position in the Company; not necessarily be a shareholder or employee of the Company;
- 47.3. Shall not be a person with a family relationship with a Member of the Board of Directors, the General Director, or other managers;
- 47.4. Shall not be a person with a family relationship with a Manager of the Company and of the parent company; the representative of the enterprise's capital or the representative of the state's capital at the parent company and at the Company;
- 47.5. To have professional qualifications or knowledge of securities and the securities market;
- 47.6. Not to work in the accounting or finance department of the Company;
- 47.7. 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;
- 47.8. The Head of the Supervisory Board may not concurrently be a Supervisor or manager of another Securities Company. 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.

#### **Article 48. Nomination and Candidacy for the Supervisory Board**

- 48.1. Before and during the meeting of the General Meeting of Shareholders, shareholders have the right to form groups to nominate or stand for election as Supervisors.
- 48.2. 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:
  - 48.2.1. 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 Supervisory Board;
  - 48.2.2. 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 Supervisory Board;
  - 48.2.3. 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 Supervisory Board;

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

#### **Article 49. Election of the Supervisory Board**

The election of the Supervisory Board shall be conducted by the cumulative voting method. The procedure is as follows:

- 49.1. Each shareholder registering to attend the meeting before its opening shall be issued a Ballot for the election of the Supervisory Board with a total number of votes equal to the number of shares owned and/or represented multiplied by the number of Supervisors to be elected.
- 49.2. A shareholder or authorized representative shall elect Supervisors by filling in the corresponding number of votes for each candidate for the Supervisory Board, ensuring that the total number of votes on each Ballot does not exceed the total number of votes calculated by multiplying the number of shares owned and/or represented by the number of Supervisors to be elected.
- 49.3. A shareholder or authorized representative may divide the total number of votes among all candidates, cast all of their votes for one candidate, or not vote for any candidate (leaving the Ballot blank).
- 49.4. The persons elected as 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 required number of members as stipulated in the Company's Charter is reached.
- 49.5. If two (02) or more candidates receive the same number of votes for the final position on 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.
- 49.6. After the vote count, the Vote Counting Committee shall prepare a Vote Counting Minutes. The content of the Vote Counting Minutes shall include: the total number of shareholders attending the meeting, the total number of shareholders participating in the voting, the percentage of voting rights of the shareholders participating in the voting compared to the total voting rights of the shareholders attending the meeting (by cumulative voting method), the number and percentage of valid Ballots, the number and percentage of invalid Ballots, the number and percentage of blank Ballots; and the number of votes and the percentage of voting rights for each candidate for the Supervisory Board.

49.7. The full text of the Vote Counting Minutes shall be announced before the Meeting. Any complaints regarding the election and vote counting shall be resolved by the Chairperson of the Meeting and shall be recorded in the minutes of the meeting of the General Meeting of Shareholders.

#### **Article 50. Cases of Discharge and Removal of Supervisors**

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

50.1.1. No longer meets the standards and conditions for being a Supervisor as stipulated in Article 47 of these Regulations;

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

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

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

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

50.2.1. Fails to complete assigned duties and tasks;

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

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

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

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

#### **Article 51. Notification of the Election, Discharge, and Removal of Supervisors**

51.1. Information about individuals nominated for the Supervisory Board shall be disclosed before the cumulative voting is held at 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 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 Supervisory Board to be disclosed shall include, at a minimum: Full name, date of birth; professional qualifications; working history; other management positions (including Supervisory Board positions at other companies); and interests related to the Company and its related parties.

- 51.2. A candidate for the Supervisory Board shall provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and shall commit to performing their duties honestly, with due care and loyalty, and for the best interests of the company if elected as a Supervisor.
- 51.3. The notification of the results of the election, discharge, and removal of Supervisors shall be carried out in accordance with the regulations on information disclosure applicable to the change, new appointment, reappointment, or removal of insiders as stipulated by the laws and regulations on information disclosure on the securities market, and other relevant laws and regulations.

#### **Article 52. Remuneration and Other Benefits of Supervisors**

- 52.1. 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.
- 52.2. 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.
- 52.3. The salaries, remuneration, and operating expenses of the Supervisory Board shall be recorded as a business expense 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.

### **CHAPTER V: THE BOARD OF MANAGEMENT**

#### **Article 53. Role, 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:

- 53.1. To decide on matters related to the daily business affairs of the Company that are not under the authority of the Board of Directors;
- 53.2. To organize the implementation of Resolutions and Decisions of the Board of Directors and the General Meeting of Shareholders;
- 53.3. To organize the implementation of the business plan and investment plan of the Company;
- 53.4. To propose the organizational structure, and to propose or issue internal management regulations of the Company;

- 53.5. To propose measures to improve the operations and management of the Company;
- 53.6. To appoint, discharge, and dismiss management positions within the Company, except for positions under the approval authority of the Board of Directors;
- 53.7. To recruit labor;
- 53.8. To decide on salaries and other benefits for employees of the Company, including Managers under the appointment authority of the General Director;
- 53.9. 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;
- 53.10. 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 that must be approved by the General Meeting of Shareholders or the Board of Directors as stipulated in the Company's Charter;
- 53.11. 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;
- 53.12. To submit quarterly reports on business results and extraordinary reports on business activities when requested by the Board of Directors;
- 53.13. To submit the annual Financial Statements to the Board of Directors;
- 53.14. To propose plans for the use of profit, payment of dividends, or handling of business losses;
- 53.15. 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;
- 53.16. Other rights and duties in accordance with the Company's 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.

#### **Article 54. Term, Standards, and Conditions of the General Director**

- 54.1. The term of office for the General Director is no more than five (05) years and they may be re-appointed for an unlimited number of terms.

- 54.2. The standards and conditions for the General Director:
- 54.2.1. To have full legal capacity and civil act capacity, and not be a person prohibited from managing an enterprise under the Law on Enterprises;
  - 54.2.2. 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;
  - 54.2.3. Not to be a person with a family relationship with a Manager or Supervisor of the Company and of the parent company; 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 the parent company;
  - 54.2.4. To possess a professional certificate in financial analysis or a professional certificate in fund management;
  - 54.2.5. To have at least ten (10) years of work experience in the fields of finance, securities, or banking insurance;
  - 54.2.6. 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;
  - 54.2.7. 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;
  - 54.2.8. 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.

**Article 55. Resignation, Discharge, and Automatic Loss of Status of the General Director**

- 55.1. A General Director wishing to resign shall submit a letter of resignation 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;
- 55.2. 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 54.2, Article 54 of these Regulations to take over the duties of the General Director;
- 55.3. 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.

55.4. Other cases as stipulated in the Company's Charter and by the Law.

**Article 56. Appointment and Signing of Employment Contracts with the General Director**

The General Director shall be appointed by the Board of Directors or hired through an employment contract signed with such person. In this case, the employment contract shall ensure that it contains all the main content as required by the labor laws and regulations.

**Article 57. Remuneration and Other Benefits of the General Director**

57.1. The General Director is entitled to receive salary and bonuses based on business results and efficiency. The salary of the General Director shall be decided by the Board of Directors.

57.2. The salary and bonuses of the General Director 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 the General Meeting of Shareholders.

57.3. The General Director shall be reimbursed by the Company for all travel, accommodation, and other reasonable expenses incurred while performing their responsibilities.

**CHAPTER VI: COORDINATION OF ACTIVITIES AMONG THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE BOARD OF MANAGEMENT**

**Article 58. Coordination of Activities among the Board of Directors, the Supervisory Board, and the Board of Management**

58.1. The Board of Directors, the Supervisory Board, and the Board of Management shall coordinate their activities to ensure the performance of their rights and obligations with a high sense of responsibility, integrity, and diligence, for the best interests of the Company and its shareholders, and in compliance with the provisions of the Charter, other internal documents of the Company, and the Law.

58.2. The Board of Directors, the Supervisory Board, and the Board of Management are responsible for close coordination, ensuring unity, enhancing mutual support, and regularly exchanging information to jointly resolve any difficulties (*if any*) in the management and operation of the Company, toward the goal of the sustainable development of the Company.

58.3. In exercising their powers, the Board of Directors and the Supervisory Board shall not obstruct the operational activities of the Board of Management or interrupt the business operations of the Company.

**Article 59. Coordination of Activities between the Board of Directors and the Board of Management**

59.1. Based on the strategy, development plan of the Company, and matters decided by the General Meeting of Shareholders, the Board of Directors shall issue resolutions and decisions to implement these matters.

- 59.2. The Board of Management shall organize the implementation of the resolutions of the General Meeting of Shareholders and the resolutions and decisions of the Board of Directors, ensuring timely and flexible execution to achieve the highest efficiency. During the implementation of these resolutions and decisions, if the Board of Management discovers any matter that is not beneficial to the Company, it shall be responsible for promptly reporting it to the Board of Directors for review and adjustment of the resolution or decision (if necessary). If the Board of Directors does not adjust the decision, the Board of Management must still comply but has the right to reserve its opinion and submit a proposal.
- 59.3. The Board of Management has the right to refuse to implement resolutions or decisions of the Board of Directors, or requests from a Member of the Board of Directors, if it deems them to be contrary to the Company's Charter or Resolutions of the General Meeting of Shareholders, and at the same time, it is responsible for promptly notifying the Supervisory Board in writing. In this case, the Board of Management shall be responsible before the Board of Directors and the Law for such matters.
- 59.4. The Board of Directors shall decide on the review and disciplinary action regarding the non-implementation or improper implementation of its Resolutions and other authorized matters by the Board of Management.
- 59.5. The meeting invitation notice of the Board of Directors and accompanying documents shall be sent to the Members of the Board of Management at the same time as they are sent to the Members of the Board of Directors. Members of the Board of Management who are not Members of the Board of Directors have the right to discuss but not to vote.
- 59.6. The decisions of the Board of Directors shall be sent to the Board of Management at the same time as they are sent to the Supervisory Board.
- 59.7. For the organization of the meeting of the General Meeting of Shareholders, the Board of Directors shall notify the Board of Management at least forty-five (45) days in advance for the Board of Management to coordinate and allocate resources to ensure the best possible success of the meeting.
- 59.8. When necessary, the Board of Directors has the right to request the Board of Management to provide information on the operational and business situation of the Company; this request shall be sent at least twenty-four (24) hours in advance. Members of the Board of Directors shall not use unpublished information of the Company or disclose it to others to conduct related transactions.
- 59.9. For matters on which the Board of Directors needs to consult the Board of Management, the Board of Management shall be responsible for responding within seven (07) days from the date of receiving the request, unless the request specifies another time limit.
- 59.10. For matters requiring the approval of the Board of Directors as stipulated in the Company's Charter and by the Law, when proposed by the Board of Management, the Board of Directors

shall be responsible for responding within seven (07) days from the date of receiving the proposal, unless the proposal suggests another time limit.

**Article 60. Coordination of Activities between the Board of Directors and the Supervisory Board**

- 60.1. The meeting invitation notice of the Board of Directors and accompanying documents shall be sent to the Supervisors at the same time as they are sent to the Members of the Board of Directors.
- 60.2. The resolutions and decisions of the Board of Directors shall be sent to the Supervisory Board at the same time as they are sent to the Board of Management.
- 60.3. For matters on which the Board of Directors needs to consult the Supervisory Board, the Supervisory Board shall be responsible for responding within seven (07) days from the date of receiving the request, unless the request specifies another time limit.
- 60.4. The Supervisory Board shall regularly report to the Board of Directors on its activities. For matters on which the Supervisory Board needs to consult the Board of Directors, such as before submitting reports, conclusions, or proposals to the General Meeting of Shareholders, the Board of Directors shall be responsible for responding within seven (07) days from the date of receiving the proposal, unless the proposal suggests another time limit.
- 60.5. The Board of Directors shall be responsible for providing complete, accurate, and timely information and documents on the management, operation, and business activities of the Company at the request of the Supervisory Board; this request shall be sent at least twenty-four (24) hours in advance. Supervisors shall not use unpublished information of the Company or disclose it to others to conduct related transactions.
- 60.6. The Board of Directors has the right to refuse to implement requests from the Supervisory Board if it deems them to be contrary to the Company's Charter or Resolutions/Decisions of the General Meeting of Shareholders. In this case, the Board of Directors shall be responsible before the General Meeting of Shareholders and the Law for such matters.
- 60.7. Upon receiving a request for inspection from a shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares, 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.
- 60.8. Upon discovering that a Member of the Board of Directors has violated the Law or the Company Charter, leading to an infringement of the rights and interests of the Company,

shareholders, or clients, or a violation of the obligations of a Company Manager, the Supervisory Board shall immediately notify the Board of Directors in writing and request the violator to cease the infringing act and to implement measures to remedy the consequences. If the violation is serious or if the violating member fails to cease or rectify the infringing act by the requested deadline, the Supervisory Board shall propose to convene a meeting of the General Meeting of Shareholders to propose further resolutions.

**Article 61. Coordination of Activities between the Board of Management and the Supervisory Board**

- 61.1. Reports from the Board of Management submitted 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 they are sent to the Members of the Board of Directors.
- 61.2. For matters on which the Board of Management needs to consult the Supervisory Board, the Supervisory Board shall be responsible for responding within seven (07) days from the date of receiving the request, unless the request specifies another time limit.
- 61.3. The Board of Management shall be responsible for providing complete, accurate, and timely information and documents on the management, operation, and business activities of the Company at the request of the Supervisory Board; this request shall be sent at least twenty-four (24) hours in advance. Supervisors shall not use unpublished information of the Company or disclose it to others to conduct related transactions.
- 61.4. The Board of Management has the right to refuse to implement requests from the Supervisory Board if it deems them to be contrary to the Company's Charter or Resolutions of the General Meeting of Shareholders, and at the same time, it is responsible for promptly notifying the Board of Directors in writing. The Board of Management shall be responsible before the Board of Directors, the Supervisory Board, and the Law for such matters.
- 61.5. Upon discovering that a Member of the Board of Management has violated the Law or the Company Charter, leading to an infringement of the rights and interests of the Company, shareholders, or clients, or a violation of the obligations of a Company Manager, the Supervisory Board shall immediately notify the Board of Directors in writing and request the violator to cease the infringing act and to implement measures to remedy the consequences. If the violation is serious or if the violating member fails to cease or rectify the infringing act by the requested deadline, the Supervisory Board shall notify the Board of Directors to propose further resolutions.
- 61.6. If it is discovered that a Supervisor has violated their obligations while performing his/her assigned rights and duties, the Board of Management shall notify the Board of Directors and the Supervisory Board in writing. In this case, the Supervisory Board shall request that Member to cease the infringing act and shall propose remedial measures.

## **CHAPTER VII: REWARDS AND DISCIPLINARY ACTIONS**

### **Article 62. Rewards**

- 62.1. Members of the Board of Directors, Supervisors, Members of the Board of Management, and other Executives who have achievements in the governance and operation of the Company and other assigned duties will be considered for rewards in accordance with the Company's regulations and the Law.
- 62.2. The forms of rewards, specific criteria for each form, and the sequence and procedures for granting rewards shall be implemented in accordance with the decisions of the Board of Directors, the Supervisory Board, and the General Director from time to time.

### **Article 63. Disciplinary Actions**

- 63.1. Members of the Board of Directors, Supervisors, Members of the Board of Management, and other Executives who, in the course of performing their duties, violate the Company's regulations or the provisions of the Law, shall be subject to disciplinary action depending on the nature, severity, and consequences of the violation, in accordance with the Company's regulations and the Law.
- 63.2. The Board of Directors has the authority to decide on disciplinary actions for positions appointed by the Board of Directors. The General Director has the authority to decide on disciplinary actions for positions appointed by the General Director.
- 63.3. The principles, forms, sequence, and procedures for handling disciplinary violations must be carried out in strict accordance with the Company's regulations and the Law in effect at the time the disciplinary violation occurs.

### **Article 64. Performance Evaluation Criteria**

The criteria for evaluating the performance of Members of the Board of Directors, Supervisors, Members of the Board of Management, and other Executives shall be based on the following:

- 64.1. The efficiency of performing assigned tasks, including the level of completion, volume, quality, and effectiveness of individual work, as well as the development and operational results of the unit under their charge;
- 64.2. Ethical qualities, lifestyle, awareness, ideology, and exemplary conduct in strictly complying with and adhering to the policies, principles, and regulations set forth by the Company, as well as the provisions of the Law;
- 64.3. The spirit of learning to improve qualifications, integrity, a constructive attitude in work, a sense of organization and discipline, and a sense of responsibility in assigned tasks and the current position held;

- 64.4. Management capability, professional conduct, work attitude, and level of enthusiasm in work;
- 64.5. The spirit of internal solidarity, cooperation, and mutual support among colleagues in work; actively combating negative practices within the Company's operations; and actively participating in union and group activities initiated and organized by the Company;
- 64.6. Other criteria as stipulated by the Board of Directors and the Company.

#### **Article 65. Authority for Performance Evaluation**

The performance evaluation for Members of the Board of Directors, Supervisors, Members of the Board of Management, and other Executives shall be carried out as follows:

- 65.1. The Board of Directors shall conduct the performance evaluation of the Members of the Board of Directors, the General Director, the Deputy General Directors, and other positions appointed and recruited by the Board of Directors.
- 65.2. The Supervisory Board shall conduct the performance evaluation of the Supervisors.
- 65.3. The General Director and the Board of Management shall conduct the performance evaluation of other positions.

The performance evaluation documents for Members of the Board of Directors, Supervisors, Members of the Board of Management, and other Executives shall be archived in their personal files at the Company.

### **CHAPTER VIII: IMPLEMENTATION PROVISIONS**

#### **Article 66. Implementation Provisions**

- 66.1. These Regulations, comprising eight (08) Chapters and sixty-six (66) Articles, shall take effect from the date of their approval by the General Meeting of Shareholders of BaoViet Securities Joint Stock Company.
- 66.2. These Regulations were approved by the General Meeting of Shareholders of BaoViet Securities Joint Stock Company at the meeting on April 20, 2021, and shall supersede the Internal Regulations on Corporate Governance dated June 20, 2019.
- 66.3. Any supplement or amendment to these Regulations must be approved by the General Meeting of Shareholders of BaoViet Securities Joint Stock Company.
- 66.4. In cases where there are provisions of the Law or the Company's Charter related to corporate governance that have not been mentioned in these Regulations, or there are new provisions of the Law or the Company's Charter that are different from or conflict with the articles in these Regulations, such new provisions of the Law and the Company's Charter shall be automatically applied to govern the corporate governance operations of the Company./.

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRPERSON**

*(Signed)*

***NGUYEN HONG TUAN***