



APPENDIX 02

**COMPARISON TABLE BETWEEN THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE AND THE DRAFT OF THE 1ST AMENDED INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF BVSC**

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

No.	INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	1ST AMENDED INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	REASON FOR AMENDMENT
1	<p><b>Article 2. Interpretation of terms</b></p> <p>2.1.5 “<b>Cổ tức</b>” có nghĩa là khoản lợi nhuận ròng được trả cho mỗi cổ phần bằng tiền mặt hoặc bằng tài sản khác từ nguồn lợi nhuận còn lại của Công ty sau khi đã thực hiện hoặc đã có dự phòng để thực hiện đủ các nghĩa vụ về tài chính</p>	<p><b>Article 2. Interpretation of terms</b></p> <p>2.1.5 “<b>Cổ tức</b>” có nghĩa là khoản lợi nhuận sau thuế được trả cho mỗi cổ phần bằng tiền mặt hoặc bằng tài sản khác từ nguồn lợi nhuận còn lại của Công ty sau khi đã thực hiện hoặc đã có dự phòng để thực hiện đủ các nghĩa vụ về tài chính</p>	Amended to unify terminology according to Point a, Clause 1, Article 1 of the amended Law on Enterprises 2025 (“ <i>Amended LOE 2025</i> ”).
2	<p><b>Article 3. Roles, rights and obligations of the General Meeting of Shareholders</b></p> <p>3.2.21 Approve the transactions specified in Clause 4, Article 293 of Decree No: 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</p>	<p><b>Article 3. Roles, rights and obligations of the General Meeting of Shareholders</b></p> <p>3.2.21 Approve the transactions specified in Clause 4, Article 293 of Decree No: 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and under the provisions of the Law.</p>	Amended and supplemented for consistency
3	<p><b>Article 10. Methods of registering to attend the General Meeting of Shareholders</b></p> <p>10.2.2 On the date of the General Meeting of Shareholders, before attending the meeting, shareholders must present: Meeting invitation,</p>	<p><b>Article 10. Methods of registering to attend the General Meeting of Shareholders</b></p> <p>10.2.2 On the date of the General Meeting of Shareholders, before attending the meeting, shareholders must present: Meeting invitation,</p>	Amended because the regulation on Identity Card has been abolished under current law.



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No.	INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	1ST AMENDED INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	REASON FOR AMENDMENT
	<del>Identity Card, Citizen Identity Card or Passport, Power of Attorney (if any);</del>	Citizen Identity Card or Passport, Power of Attorney (if any);	
4	<p><b>Article 31. Term and number of Members of the Board of Directors</b></p> <p>31.1. The number of Members of the Board of Directors is at least <del>five (05)</del> persons and at most nine (09) persons, including one (01) Chairperson, one (01) Vice Chairperson (if any) and Members; the specific number of members of the Board of Directors for a term shall be decided by the General Meeting of Shareholders. The structure of the Board of Directors must ensure a balance among Members with knowledge and experience in law, finance, and securities; it is necessary to ensure a balance between executive Members and non-executive Members, ensuring that at least one-third (1/3) of the total Members of the Board of Directors are non-executive Members.</p>	<p><b>Article 31. Term and number of Members of the Board of Directors</b></p> <p>31.1. The number of Members of the Board of Directors is at least <del>three (03)</del> persons and at most nine (09) persons, including one (01) Chairperson, one (01) Vice Chairperson (if any) and Members; the specific number of Members of the Board of Directors for a term shall be decided by the General Meeting of Shareholders. The structure of the Board of Directors must ensure a balance among Members with knowledge and experience in law, finance, and securities; it is necessary to ensure a balance between executive Members and non-executive Members.</p>	Amending the minimum number of BOD members from 05 to 03 persons to unify with Clause 1, Article 154 of the Law on Enterprises 2020 and Clause 1, Article 276 of Decree No: 155/2020/NĐ-CP guiding the Law on Securities.
5	<p><b>Article 31. Term and number of Members of the Board of Directors</b></p> <p>Does not specify in detail the number of non-executive BOD members, only stipulates the principle <i>“The structure of the Board of Directors must ensure a balance among Members with knowledge and experience in law, finance, and securities; it is necessary to ensure a balance between executive Members and non-executive Members, ensuring that at least one-third</i></p>	<p><b>Article 31. Term and number of Members of the Board of Directors</b></p> <p>31.2. The number of non-executive Members of the Board of Directors of the Company must ensure the following regulations:</p> <p>31.2.1. Having at least 01 non-executive Member in case the Company has from 03 to 05 Members of the Board of Directors;</p>	Amended to clearly stipulate the specific number of non-executive BOD Members to ensure unification with Clause 79, Article 1 of Decree 245/2025/NĐ-CP.

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	<p data-bbox="293 336 965 405"><i>(1/3) of the total Members of the Board of Directors are non-executive Members.”</i></p> <p data-bbox="293 432 965 501">31.2 The number of independent members of the Board of Directors must ensure the following regulations:</p> <p data-bbox="293 528 965 635">31.2.1. Having at least one (01) independent Member in case the Company has five (05) Members of the Board of Directors;</p> <p data-bbox="293 662 965 769">31.2.2. Having at least two (02) independent Members in case the Company has from six (06) to eight (08) Members of the Board of Directors;</p> <p data-bbox="293 796 965 903">31.2.3. Having at least three (03) independent members in case the Company has nine (09) Members of the Board of Directors.</p>	<p data-bbox="994 336 1666 459">31.2.2. Having at least two (02) non-executive Members in case the Company has from six (06) to eight (08) Members of the Board of Directors;</p> <p data-bbox="994 486 1666 593">31.2.3. Having at least three (03) non-executive Members in case the Company has nine (09) Members of the Board of Directors.</p> <p data-bbox="994 620 1666 727">31.3. The number of independent Members of the Board of Directors must ensure the following regulations:</p> <p data-bbox="994 754 1666 861">31.3.1. Having at least one (01) independent Member in case the Company has five (05) Members of the Board of Directors;</p> <p data-bbox="994 888 1666 995">31.3.2. Having at least two (02) independent Members in case the Company has from six (06) to eight (08) Members of the Board of Directors;</p> <p data-bbox="994 1023 1666 1129">31.3.3. Having at least three (03) independent Members in case the Company has nine (09) Members of the Board of Directors.</p>	

No.	INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	1ST AMENDED INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	REASON FOR AMENDMENT
6	<p><b>Article 32. Standards and conditions for being a Member of the Board of Directors</b></p> <p>32.4 Must not be the Director/General Director, Member of the Board of Directors, Member of the Board of Members of another Securities Company; must not simultaneously be a Member of the Board of Directors of more than five (05) other Companies.</p>	<p><b>Article 32. Standards and conditions for being a Member of the Board of Directors</b></p> <p>32.4 Must not be the Director/General Director, Member of the Board of Directors, Member of the Board of Members of another Securities Company; must not simultaneously be a Member of the Board of Directors/Board of Members of more than five (05) other Companies.</p>	<p>Amended to comply with Clause 78, Article 1 of Decree 245/2025/NĐ-CP regulating the Standards and conditions for being a BOD Member.</p>
7	<p><b>Article 35. Notice of election, dismissal, and removal of members of the Board of Directors</b></p> <p>35.1 Information about persons nominated to the Board of Directors must be disclosed before organizing cumulative voting at the General Meeting of Shareholders. In case candidates have been identified in advance, detailed information relating to these candidates shall be published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can find out about these candidates before voting. Information relating to candidates for the Board of Directors to be published includes at least: Full name, date of birth; Professional qualifications; Working history; Other managerial positions (including BOD positions at other companies); interests related to the Company and related parties of the Company. Candidates for the Board of Directors must commit in writing to the truthfulness and accuracy of the published</p>	<p><b>Article 35. Notice of election, dismissal, and removal of members of the Board of Directors</b></p> <p>35.1 Information about persons nominated to the Board of Directors must be disclosed before organizing cumulative voting at the General Meeting of Shareholders. In case candidates have been identified in advance, detailed information relating to these candidates shall be published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can find out about these candidates before voting. Information relating to candidates for the Board of Directors to be published includes at least: Full name, date of birth; Professional qualifications; Working history; Other managerial positions (including positions on the Board of Directors/Board of Members at other companies); interests related to the Company and related parties of the Company. Candidates for the Board of Directors must commit in writing to the truthfulness and accuracy of the</p>	<p>Amended to comply with Clause 78, Article 1 of Decree 245/2025/NĐ-CP regulating the Standards and conditions for being a BOD Member.</p>



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	personal information and must commit to performing duties honestly, carefully, and for the highest interests of the company if elected as a member of the Board of Directors.	published personal information and must commit to performing duties honestly, carefully, and for the highest interests of the company if elected as a member of the Board of Directors	
8	<p><b>Article 39. Meetings of the Board of Directors</b></p> <p>39.15 Annually, the Board of Directors requires the independent Member of the Board of Directors to have an evaluation report on the activities of the Board of Directors; this evaluation report is consolidated into the Activity Report of the Board of Directors to report at the Annual General Meeting of Shareholders.</p>	<p><b>Article 39. Meetings of the Board of Directors</b></p> <p>39.15 Annually, the Board of Directors requires each independent Member of the Board of Directors to have an evaluation report on the activities of the Board of Directors; this evaluation report is consolidated into the Activity Report of the Board of Directors to report at the Annual General Meeting of Shareholders.</p>	Amending the regulation on the annual requirement for each independent BOD Member to have an evaluation report on the BOD's activities to comply with Clause 80, Article 1 of Decree 245/2025/NĐ-CP



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