

**VIETNAM – ASIA JOINT  
STOCK COMMERCIAL  
BANK****SOCIALIST REPUBLIC OF VIETNAM****Independence – Freedom - Happiness**

No: .../2026/TTr-HĐQT

Hanoi, [date] [month] 2026

**DRAFT****PROPOSAL****Re: Amending and supplementing the Internal Corporate Governance Regulations of Vietnam  
- Asia Joint Stock Commercial Bank****To: The General Meeting of Shareholders of Vietnam - Asia Joint Stock Commercial Bank**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities (hereinafter referred to as Decree 155/2020/ND-CP);
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding several articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities (hereinafter referred to as Circular 116/2020/TT-BTC);
- Pursuant to the current Internal Corporate Governance Regulations of Vietnam - Asia Joint Stock Commercial Bank (“VAB”).

The Board of Directors of Vietnam - Asia Joint Stock Commercial Bank respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of several contents of the VAB Internal Corporate Governance Regulations, specifically as follows:

**1. Purpose of amendment and issuance**

Based on current legal regulations and practical requirements to facilitate the organization and operation of the bank, the amendment and supplement of VAB's Internal Corporate Governance Regulations are necessary to:

- Ensure compliance with the Law on Credit Institutions, the Law on Enterprises, and the Law on Securities.

**2. Content of the amended, supplemented, and newly issued document**

The amended contents of the Articles/Clauses of the VAB Internal Corporate Governance Regulations are based on the Comparison Table between the 2025 Regulations and the 2026 Draft Amendments attached to this Proposal.

### **3. Content submitted for approval by the Board of Directors**

From the contents mentioned above, the Board of Directors respectfully submits the following to the General Meeting of Shareholders:

- a) Approve the amendments and supplements to the VAB Internal Corporate Governance Regulations;
- b) Approve the authorization of the Board of Directors to perform the following tasks:
  - (i) Sign and issue the VAB Internal Corporate Governance Regulations according to the contents approved by the 2026 GMS at the meeting;
  - (ii) Review and decide on further amendments or supplements to the Regulations based on current laws between two consecutive Annual GMS sessions and/or according to guidelines/requirements from competent State authorities;
  - (iii) Perform information disclosure, registration, and notification to competent State authorities as required by law and notify VAB Shareholders via the VAB website. For these tasks, the Board of Directors is entitled to sub-authorize the General Director of VAB to execute them.
- c) The Board of Directors is responsible for reporting to the 2027 Annual GMS on any contents that have been amended, supplemented, or replaced in the 2026 Internal Corporate Governance Regulations.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

***Recipients:***

- *Shareholders;*
- *Members of the BOD, Supervisory Board;*
- *Filed: BOD Office*

**Phuong Thanh Long**

## COMPARISON TABLE OF VAB'S INTERNAL CORPORATE GOVERNANCE REGULATIONS 2025 AND 2026 AMENDMENT DRAFT

No.	Main Amendment		2025 Internal Corporate Governance Regulations	2026 Draft Internal Corporate Governance Regulations	Explanation
	Article	Point - Clause			
1.	<b>Article 6</b>	<b>Clause 2</b>	2. The GMS includes of all shareholders with voting rights and is the highest decision-making body of VAB, operating through the annual GMS, extraordinary GMS, and the collection of written opinions.	2. The GMS consists of all shareholders with voting rights and is the highest decision-making body of VAB, operating through Annual GMS meetings, Extraordinary GMS meetings, and through the collection of written opinions.	Amended to ensure consistency with the Charter
2.		<b>Clause 4</b>	4. The contents approved in previous GMS Resolutions that have not been implemented must be reported by the BOD to the GMS <u>at the nearest annual meeting</u> . In case of any changes to matters under the decision-making authority of the GMS, the BOD must submit them to the GMS for approval at the nearest meeting before implementation.	4. For contents approved in previous GMS Resolutions that have not yet been implemented, the BOD must report to the GMS <u>at the nearest annual session</u> . In cases where there are changes to contents within the decision-making authority of the GMS, the BOD must submit them to the GMS at the <u>nearest session</u> for approval before implementation.	
3.	<b>Article 8</b>	<b>Clause 7</b>	7. Preparation of GMS Meeting Minutes: The GMS meeting minutes must clearly reflect the contents stipulated in VAB's Charter and the proceedings of the meeting. The minutes must be published on VAB's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the closing date of the meeting. Sending the meeting minutes may be replaced by publishing them on VAB's websit	7. Method of opposing a Resolution of the GMS: A shareholder who votes against a resolution on the reorganization of VAB or changes to the rights and obligations of shareholders as stipulated in the VAB Charter has the right to request VAB to repurchase their shares in accordance with the VAB Charter. The request must be in writing, specifying the name and address of the shareholder, the number of shares of each	Supplemented to ensure consistency with the content of Article 23 of the Charter

				class, the intended selling price, and the reason for requesting VAB to repurchase. The request must be sent to VAB within ten (10) days from the date the GMS approved the resolution on the matters specified in this clause. The repurchase of shares from VAB shareholders must ensure compliance with the provisions of the law. <u>The order, procedures, and documentation for requesting a share repurchase of a commercial joint-stock bank shall be implemented in accordance with the regulations of the Governor of the SBV.</u>	
4.	<b>Article 11</b>	<b>Clause 3</b>	3. The term of the BOD is 05 (five) years. The term of members of BOD corresponds to the term of the BOD. The term of members of BOD who are added or replaced is the remaining term of the current BOD's term. The outgoing BOD shall continue to operate until the new BOD assumes its duties.	3. The term of the BOD is 05 (five) years. The term of a BOD member follows the term of the BOD. BOD members may be re-elected or re-appointed for an unlimited number of terms in accordance with legal regulations. The term of a BOD member who is added or replaced is the remaining period of the BOD's term. The BOD of the term that has just ended shall continue to operate until the BOD of the new term takes over the work.	Amended to ensure consistency with the Charter
5.	<b>Article 26</b>	<b>Clause 4</b>	The Director of the Finance Division performs functions and duties in accordance with VAB's internal regulations and as assigned and authorized by the CEO and has rights and duties in accordance with laws and VAB's Charter.	Removed	Amended to ensure consistency with the Charter
6.	<b>APPENDIX I TITLE</b>		<b>ORGANIZATION OF ONLINE GENERAL MEETING OF</b>	<b>Amended:</b>	Added the phrase "Meetings"

			<b>SHAREHOLDERS AND ELECTRONIC VOTING</b>	<b>CONVENING ONLINE GMS MEETINGS AND ELECTRONIC VOTING METHODS</b>	before GMS and "Methods" before "Electronic voting" to ensure logic and regulatory compliance
7.	<b>Article 1 - APPENDIX I</b>	<b>Clause 1</b>	1. This Appendix stipulates the organization and participation in the GMS (Annual or Extraordinary) of VAB in the form of an Online General Meeting and the regulations on electronic voting by shareholders attending the Online General Meeting.	1. This Appendix stipulates the organization of and attendance at the GMS (Annual or Extraordinary) of VAB in the form of an Online Meeting and stipulates voting via electronic methods <b><u>for any form of meeting</u></b> of shareholders at the Online GMS.	Added the phrase "for any form of meeting" to avoid misunderstanding that online meetings and electronic voting must always be combined
8.	<b>Article 10 - APPENDIX I</b>			Supplemented 1. Voting Methods for Election: The election of members of the Board of Directors and/or the Supervisory Board (if any) shall be conducted using the cumulative voting method in accordance with the Law on Enterprises and the Company Charter. Accordingly, each Delegate has a total number of votes corresponding to the total number of voting shares multiplied by the number of members to be elected. Delegates shall	Specific regulations supplemented

				<p>perform the election by:</p> <ol style="list-style-type: none"> <li>a. Marking the “Cumulative Vote” (or “Equal Vote”) box for the candidate the Delegate wishes to elect; or</li> <li>b. Clearly recording the specific number of votes in the corresponding box for each candidate (ensuring the total number of votes does not exceed the Delegate's total allowable votes and does not exceed the number of members to be elected).</li> <li>c. Subsequently, the Delegate shall proceed to confirm the election for the electronic voting system to record the results.</li> </ol>	
9.	<b>Article 11 - APPENDIX I</b>	<b>Clause 1</b>	1. When Delegates cast a votes electronically, the voting results are recorded in the system based on the principles of approve vote, disapprove vote and abstain vote. The system shall generate a vote-counting report for the matters on which the delegate has voted.	1. When a Delegate performs voting via electronic methods, the number of voting shares is recorded on the system based on the principle of the number of cards in favor, against, and no opinion. <u>For elections: the total number of valid votes for each candidate is recorded using the cumulative voting method.</u>	Specific regulations supplemented
10.		<b>Clause 2</b>		<b>Supplemented</b> 2. The system shall automatically export electronic vote counting minutes for each voting and election content. These minutes must clearly state the number of valid votes, invalid votes (if any), the voting/election percentage, and the list of elected candidates (if any)..	Specific regulations supplemented
11.	<b>Article 12 - APPENDIX I</b>		Based on the vote counting minutes recorded as stipulated in Article 11 of this Appendix, the Vote Counting Committee shall review,	1. Based on the vote counting minutes recorded as prescribed in Article 11 of this Appendix, the Election and Vote Counting Committee	Specific regulations supplemented

			consolidate, and report the voting results for each matter on the GMS agenda to the Chairman. The Chairman shall announce the voting results immediately before the closing of the GMS	shall inspect, aggregate, and report to the Chairperson the vote counting results for each issue according to the Meeting agenda. 2. The vote counting results (including the election results for members of the BOD/Supervisory Board) shall be publicly announced by the Chairperson or the Head of the Election and Vote Counting Committee right at the Meeting before closing. These results shall be recorded in the Minutes of the General Meeting of Shareholders.	
12.	<b>Article 16 - APPENDIX I</b>		In the event of a force majeure that cannot be resolved, preventing the GMS from continuing within 60 minutes, the Chairman shall declare a temporary suspension of the GMS, and all matters approved before the suspension (if any) shall be annulled. These matters shall be re-voted in the next convened GMS	In the event of force majeure events that cannot be rectified to allow the GMS meeting to proceed <b>and/or the voting/election cannot continue</b> within 60 minutes, the Chairperson shall declare a temporary suspension of the Meeting; all contents that have been validly voted on/elected by the Meeting (including data recorded on the electronic system) prior to the declaration of suspension shall retain their legal validity. <b>The continuation of the meeting and/or the continuation or selection of the voting/election method for other issues that have not yet been approved shall be resolved in accordance with the GMS meeting regulations approved when conducting the meeting.</b>	Amended to reflect actual practice and provide flexibility in applying methods for resolving incidents arising during meetings

All amended contents are presented in their full text according to the 2026 Internal Corporate Governance Regulations attached hereto

**DRAFT**

# INTERNAL GOVERNANCE REGULATION OF VIETNAM ASIA COMMERCIAL JOINT STOCK BANK

*(Issued with Decision No.: ..... dated ..... month ..... year 2026 of the Board of Directors  
of Vietnam Asia Commercial Joint Stock Bank)*

## CHAPTER I GENERAL PROVISIONS

### **Article 1. Purpose of issuance and scope of application**

1. Scope of regulation: This Regulation stipulates the basic principles of bank governance to protect the legitimate rights and interests of shareholders and Vietnam Asia Commercial Joint Stock Bank (“VAB”), stipulates the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Chief Executive Office; the procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Supervisory Board, the Chief Executive Office and other activities to ensure that VAB operates in accordance with laws, the VAB’s Charter and standards and practices in banking business activities to achieve the highest business efficiency.
2. Subjects of application: This Regulation applies to the units in the organizational structure of VAB as stipulated in the VAB’s Charter, including: General Meeting of Shareholders (“GMS”), Board of Directors (“BOD”), Supervisory Board, Chief Executive Office (“CEO”) and other related units, departments and individuals of VAB

### **Article 2. Basic governance principles**

This Regulation is developed based on the following fundamental governance principles:

1. Compliance with laws and VAB’s Charter.
2. A rational and efficient governance and management structure.
3. Ensure the effectiveness of the BOD, the Supervisory Board, and the CEO; enhance the responsibility of the BOD.
4. Respect and ensure the legitimate rights and interests of stakeholders in VAB’s governance.
5. Ensure shareholders’ rights and treat all shareholders equally.
6. Disclose information on VAB’s operations in a timely, complete, accurate, and transparent manner; ensure shareholders have equal access to information.
7. Prevent conflicts of interest.

### **Article 3. VAB’s governance structure**

VAB’s governance structure includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. Chief Executive Office.

**Article 4. Interpretation of terms**

Words and terms defined in VAB’s Charter have the same meaning when applied in this Regulation. Any reference to one or more provisions or documents includes amendments or replacement versions of such provisions or documents. In cases where definitions are not specified in this Regulation or are no longer appropriate, laws or the VAB’s Charter issued in each period shall apply.

**CHAPTER II**

**SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

**Article 5. Rights and obligations of shareholders**

Shareholders have full rights and obligations as prescribed by laws and VAB’s Charter. In addition, shareholders have the following rights and obligations:

- 1. Right to fair treatment. Each share of the same type grants shareholders equal rights, obligations, and benefits. In the case that VAB issues preferred shares, the rights and obligations associated with such preferred shares must be approved by the GMS and fully disclosed to shareholders.
- 2. Right to full access to periodic and extraordinary information disclosed by VAB in accordance with laws
- 3. Right to protect their legitimate interests. If a GMS resolution violates laws or VAB’s Charter, or if a resolution/decision of the BOD is contrary to laws or VAB’s Charter, causing damage to VAB, shareholders have the right to request the annulment or suspension of such resolution/decision in accordance with laws.
- 4. Major shareholders have the obligations of shareholders as prescribed by the Law on Enterprises and must also comply with the following obligations:
  - a. Major shareholders shall not abuse their advantages to affect the rights and interests of VAB and other shareholders as prescribed by laws and VAB’s Charter.
  - b. Major shareholders must disclose information in accordance with laws, VAB’s Charter, and VAB’s internal regulations.

**Article 6. Role, rights, and obligations of the GMS**

- 1. The rights and obligations of the GMS shall comply with laws and VAB’s Charter
- 2. The GMS consists of all shareholders with voting rights and is the highest decision-making body of VAB, operating through Annual GMS meetings, Extraordinary GMS meetings, and through the collection of written opinions.
- 3. GMS resolutions shall be passed in accordance with VAB’s Charter.
- 4. For contents approved in previous GMS Resolutions that have not yet been implemented, the BOD must report to the GMS at the nearest annual session. In cases where there are changes to contents within the decision-making authority of the GMS, the BOD must submit them to the GMS at the nearest session for approval before implementation.

**Article 7. GMS meeting**

GMS meetings of VAB shall be conducted in accordance with laws and VAB’s Charter, as follows:

- a. Annual GMS meeting: The annual GMS meeting is held 01 (once) a year, convened by the BOD within 04 (four) months from the end of the fiscal year.
- b. Extraordinary GMS meeting: An extraordinary GMS is convened in certain circumstances as stipulated in VAB's Charter.
- c. VAB must invite a representative of the approved audit firm responsible for auditing VAB's annual financial statements to attend the annual GMS meeting if the audit report on VAB's financial statements contains material exceptions.
- d. Other cases of convening GMS meetings and related matters shall comply with laws and VAB's Charter.

**Article 8. Procedures for the GMS to pass resolutions by voting at the GMS meeting**

1. Authority to convene the GMS: The GMS shall be convened by the BOD or under the circumstances specified by laws and VAB's Charter.
2. The list of shareholders entitled to attend the GMS meeting is prepared based on the list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) and in accordance with the VAB's Charter.
3. VAB must disclose information on the compilation of the list of shareholders entitled to attend the GMS at least 20 days before the record date.
4. The meeting invitation shall be sent to all shareholders entitled to attend, containing details and using the methods and timelines specified in VAB's Charter.
5. Agenda and Content of the GMS:  
The GMS meeting agenda and related documents on matters to be voted on shall be sent to shareholders and/or published on VAB's website. If the documents are not included with the meeting invitation, the invitation must specify the link to the full meeting materials published on VAB's website for shareholders' access. These materials shall include the meeting agenda, documents used during the meeting, the list and detailed information of candidates in case of elections for the BOD and the Supervisory Board, voting ballots, and draft resolutions for each agenda item.
6. Method of registration for attending the GMS:
  - a. Shareholders may confirm their attendance at the GMS through the following methods: sending a confirmation of attendance to VAB, confirming with the designated contact person listed in the meeting invitation via telephone, email, fax, or any other method specified in the meeting invitation.
  - b. Individual shareholders or authorized representatives of institutional shareholders may attend the GMS in person or authorize another individual to attend on their behalf in writing. The authorization must be made in writing in accordance with civil law regulations and must clearly state the name of the authorized individual or organization, the number of shares authorized, and bear signatures as stipulated below:
    - If the shareholder is an individual, the document must bear the signature of both the shareholder and the authorized attendee;
    - If the authorized representative of an institutional shareholder grants the authorization, the document must bear the signatures of the authorized representative, the legal representative of the institutional shareholder, and the authorized attendee;

- In other cases, the document must bear the signatures of the shareholder's legal representative and the authorized attendee.

The authorized attendee must submit the authorization document before entering the meeting.

7. Method of opposing a Resolution of the GMS: A shareholder who votes against a resolution on the reorganization of VAB or changes to the rights and obligations of shareholders as stipulated in the VAB Charter has the right to request VAB to repurchase their shares in accordance with the VAB Charter. The request must be in writing, specifying the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for requesting VAB to repurchase. The request must be sent to VAB within ten (10) days from the date the GMS approved the resolution on the matters specified in this clause. The repurchase of shares from VAB shareholders must ensure compliance with the provisions of the law. The order, procedures, and documentation for requesting a share repurchase of a commercial joint-stock bank shall be implemented in accordance with the regulations of the Governor of the SBV.
8. Disclosure of GMS Resolutions: GMS resolutions must be notified to shareholders entitled to attend the GMS within fifteen (15) days from the date of approval. VAB shall publish the resolutions on its website and disclose information in accordance with securities regulations.
9. VAB implements the procedures for convening the GMS, the conditions for holding the meeting, and the voting procedures at the GMS. Other regulations regarding the registration for participation, voting methods, vote counting, and announcement of voting results shall be implemented in accordance with VAB's Charter. Any matters not stipulated in the Charter shall be governed by this Regulation.

**Article 9. Procedures for the GMS to pass resolutions by collecting written opinions, online meetings, and other forms**

1. The BOD has the authority to collect shareholders' opinions in writing, conduct online meetings, or use other forms to approve GMS resolutions when deemed necessary for the benefit of VAB.
2. The procedures for the GMS to pass resolutions by collecting written opinions shall comply with VAB's Charter.
3. The procedures for the GMS to pass resolutions via online meetings are detailed in Appendix 01 attached to this Regulation, while other forms are implemented in accordance laws and VAB's Charter.

**Article 10. Reports on the activities of the BOD and the Supervisory Board at the annual GMS meeting**

1. The BOD's report shall be presented at the annual GMS meeting in accordance with the Law on Enterprises, laws, and VAB's Charter. Additionally, it must include the following contents:
  - a. Remuneration, operating expenses, and other benefits of the BOD and each member of BOD in accordance with the Law on Enterprises, laws, and VAB's Charter.
  - b. Summary of BOD meetings and BOD decisions.
  - c. The activities of independent members of the BOD and the evaluation results of

independent members regarding the performance of the Board of Directors (applicable in case VAB is listed).

- d. Activities of other BOD committees (if any).
  - e. Supervision results of the CEO.
  - f. Supervision results of other executives.
  - g. Future plans.
  - h. Report on transactions between VAB, its subsidiaries, and members of BOD or their related parties; and transactions between VAB and companies in which members of BOD were founding members or manager within the last three years before the transaction.
2. Report on the activities of the Supervisory Board
- The Supervisory Board's report shall be presented at the annual GMS in accordance with the Law on Credit Institutions, the Law on Enterprises, relevant laws, and VAB's Charter. Additionally, it must include the following contents:
- a. Remuneration, operating expenses, and other benefits of the Supervisory Board and each of its members in accordance with the Law on Credit Institutions, the Law on Enterprises, relevant laws, and VAB's Charter.
  - b. Summary of Supervisory Board meetings and conclusions and recommendations of Supervisory Board
  - c. Supervision results on VAB's operational and financial status.
  - d. Supervision results of the BOD, CEO, and other executives of VAB.
  - e. Evaluation of the coordination between the Supervisory Board, the BOD, the CEO, and shareholders.
  - f. Assessment report on transactions between VAB and its subsidiaries with members of the BOD, the CEO, other executives of VAB, and their related individuals; transactions between VAB and companies where members of the BOD, the CEO, or other executives of VAB is a founding member or manager at VAB within the last three years prior to the transaction date.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

##### **Article 11. Organizational structure and role of the BOD in governance**

1. The BOD is the governing body of VAB, having full authority to act on behalf of VAB in deciding and exercising rights and obligations that do not fall under the authority of the GMS
2. The BOD consists of members who meet all qualifications and conditions prescribed by laws and VAB's Charter in each period.  

The number of members BOD shall be at least 05 (five) and no more than 11 (eleven). The number of members for each term shall be decided by the GMS. The composition of the BOD and the number of independent Members of BOD shall comply with VAB's Charter
3. The term of the BOD is 05 (five) years. The term of a BOD member follows the term of the BOD. BOD members may be re-elected or re-appointed for an unlimited number of terms in

accordance with legal regulations. The term of a BOD member who is added or replaced is the remaining period of the BOD's term. The BOD of the term that has just ended shall continue to operate until the BOD of the new term takes over the work.

4. The roles, rights, and obligations of the BOD, and the responsibilities of members of BOD, are stipulated in accordance with laws, internal regulations, and VAB's Charter in each period.

#### **Article 12. Qualifications and requirements for members of BOD**

Members of BOD and independent members of BOD must meet all qualifications and requirements prescribed in VAB's Charter in each period and laws.

#### **Article 13. Nomination, candidacy, election, dismissal, and removal of members of BOD**

1. Method of nominating and self-nominating members of BOD

The nomination of candidates for the BOD shall comply with VAB's Charter. In cases where the number of BOD candidates through nomination and self-nomination is still insufficient, the incumbent BOD shall have the right to nominate additional candidates or organize nominations in accordance with VAB's internal regulations. The introduction of additional candidates by the BOD must be publicly disclosed before the GMS votes on the election of members of BOD in accordance with laws and VAB's Charter.

2. Introduction of BOD candidates

- a. If BOD candidates are determined in advance, information related to the BOD candidates must be disclosed at least ten (10) days before the opening date of the GMS on VAB's website so that shareholders can review the candidates before voting.

- b. Information related to BOD candidates to be disclosed includes:

- Full name, date of birth;
- Professional qualifications;
- Work experience;
- Other managerial positions as required by the Law on Enterprises (including directorships in other companies);
- Interests related to VAB and VAB's related parties (if any);
- Other relevant information (if any).

3. BOD candidates must provide a written commitment regarding the accuracy, truthfulness, and reasonableness of their disclosed personal information and must commit to performing their duties honestly, loyally, diligently, and in the best interests of VAB if elected as a member of BOD.

4. The election of members of BOD shall be conducted using the cumulative voting method in accordance with VAB's Charter.

5. The election, dismissal, and removal of members of BOD and the Chairman of the BOD shall be carried out in accordance with laws and VAB's Charter in each period.

6. Within twenty-four (24) hours from the time a decision on the election, dismissal, or removal of members of BOD is made, or upon receiving a resignation letter from members of BOD, VAB must disclose information on these decisions on VAB's website (including details on the effective date in accordance with the Law on Enterprises and VAB's Charter).

At the same time, VAB must report to the State Securities Commission and the Stock Exchange in accordance with laws.

**Article 14. Qualifications of members of the BOD**

1. Members of BOD must meet the qualifications and conditions prescribed by laws and VAB's Charter.
2. The Chairman of the BOD must not concurrently hold the position of CEO of VAB.
3. Members of BOD must not concurrently hold positions as prohibited by laws and VAB's Charter.

**Article 15. Remuneration, bonuses, and other benefits of members of BOD**

The remuneration, bonuses, and other benefits of members of BOD shall be regulated by VAB's Charter and laws.

**Article 16. Procedures for organizing BOD meetings**

1. The BOD must hold meetings at least once per quarter in accordance with the procedures stipulated in VAB's Charter and the BOD's Organizational and Operational Regulations.
2. The meeting agenda and relevant documents must be provided to members of BOD in advance within the time frame prescribed by laws, VAB's Charter, and detailed in the BOD's Organizational and Operational Regulations.
3. Matters approved by the majority of attendees at the BOD meeting must be recorded in the minutes and formalized into a resolution.

**Article 17. BOD resolutions and decisions**

1. BOD resolutions and decisions shall be approved in accordance with VAB's Charter and detailed in the BOD's Organizational and Operational Regulations.
2. A copy of each BOD resolution and decision must be sent to the Head of the Supervisory Board for monitoring and to the CEO for acknowledgment and implementation after issuance
3. BOD resolutions and decisions hold the highest authority between two GMS meetings. All units and individuals within VAB, including members of BOD, are obligated to comply with BOD resolutions and decisions.
4. The CEO and/or the person assigned by the CEO shall be responsible to the BOD for strictly implementing the relevant contents stated in the BOD resolutions and decisions. CEO must promptly report to the Chairman of the BOD if the implementation of such resolutions or decisions, at present or in the future, is likely to have an adverse impact on VAB's business operations for the BOD's consideration. In the event that the BOD does not issue a replacement resolution or decision, the CEO is obliged to continue implementing the issued resolution or decision of the BOD.

**Article 18. BOD committees/councils**

1. The BOD may establish Committees/Councils to assist in performing its functions and exercising its authority in accordance with VAB's Charter and laws. The roles and responsibilities of these Committees/Councils shall be determined by the BOD in compliance with the regulations of the State Bank of Vietnam.
2. The establishment and operation of BOD Committees/Councils shall include, but not be limited to, the following aspects:

- a. BOD Committees/Councils
- b. Structure of the Committees/Councils
- c. Qualifications of members and chairpersons of the Committees/Councils
- d. Establishment of Committees/Councils
- e. Responsibilities and scope of activities of each Committee/Council and its members.

**CHAPTER IV  
SUPERVISORY BOARD**

**Article 19. Organizational structure and role of the Supervisory Board in bank governance**

1. The Supervisory Board supervises and evaluates compliance with laws, internal regulations, VAB’s Charter, and Resolutions and Decisions of the GMS and the BOD.
2. The Supervisory Board of VAB shall have at least 05 members, with a term not exceeding 05 (five) years. The term of members of Supervisory Board corresponds to the term of the Supervisory Board. Members of Supervisory Board may be re-elected or reappointed for an unlimited number of terms. The term of a newly elected or replaced the members shall be the remaining duration of the current Supervisory Board’s term. The Head of the Supervisory Board shall assign tasks to its members for all activities of the Supervisory Board.
3. The Supervisory Board has an internal audit unit to assist in performing its duties, is entitled to utilize VAB’s resources, and may engage external experts, independent consultants, and organizations to fulfill its responsibilities.
4. The Supervisory Board issues its internal regulations and conduct an annual review to ensure compliance with laws.

**Article 20. Qualifications and requirements for members of Supervisory Board**

Members of Board of Controller must meet all qualifications and conditions and must not concurrently hold prohibited positions as prescribed by laws and VAB’s Charter in each period.

**Article 21. Salaries and other benefits of members of Supervisory Board**

Members of Supervisory Board are paid salaries or remuneration and have other benefits as prescribed in the VAB’s Charter in each period and in accordance with laws.

**Article 22. Nomination, candidacy, election, dismissal, and removal of members of Supervisory Board**

1. Nomination and candidacy for members of Supervisory Board
  - a. The nomination of candidates for the Supervisory Board shall comply with VAB’s Charter.
  - b. If the number of candidates nominated and self-nominated remains insufficient, the incumbent Supervisory Board has the right to nominate additional candidates or organize nominations according to VAB’s internal regulations. The introduction of additional candidates by the Supervisory Board must be publicly disclosed before the GMS votes on the election of members of Supervisory Board in accordance with laws
2. Disclosure of Supervisory Board Candidates

- a. If candidates are determined in advance, information about them must be disclosed at least ten (10) days before the opening of the GMS on VAB's website, allowing shareholders to review the candidates before voting.
- b. The disclosed information must include at least:
  - Full name, date, month, and year of birth;
  - Professional qualifications;
  - Work experience;
  - Other managerial positions (including directorships in other companies);
  - Interests related to VAB and its affiliates (if any);
  - Any other relevant information (if any).
3. Supervisory Board candidates must provide a written commitment regarding the accuracy, truthfulness, and reasonableness of their disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interests of VAB if elected as members of Supervisory Board.
4. The election of members of Supervisory Board shall be conducted using the cumulative voting method in accordance with VAB's Charter.
5. The dismissal and removal of members of Supervisory Board are implemented in accordance with VAB's Charter.
6. Within twenty-four (24) hours from the time a decision on the election, dismissal, or removal of members of Supervisory Board is made, or upon receiving a resignation letter from members of Supervisory Board, VAB must disclose information on these decisions on VAB's website (including details on the effective date in accordance with the Law on Enterprises and VAB's Charter). At the same time, VAB must report to the State Securities Commission and the Stock Exchange in accordance with laws.

**Article 23. Rights and obligations of the Supervisory Board**

The Supervisory Board shall have rights and obligations as prescribed by laws and VAB's Charter. In addition, the Supervisory Board shall have the following rights and obligations:

1. Be accountable to shareholders for its supervisory activities;
2. Supervise VAB's financial status and compliance with laws in the activities of members of BOD, the CEO, and other executives;
3. In case of detecting any violations of laws or VAB's Charter by Members of BOD, the CEO, or other executives of VAB, notify the BOD in writing within 48 hours, request the violating individual to cease the violation, and propose remedial measures;
4. Report to the GMS in accordance with VAB's Charter;
5. Ensure coordination with the BOD, the CEO, and shareholders;
6. Develop the Organizational and Operational Regulations of the Supervisory Board and submit them to the GMS for approval.

**Article 24. Meetings of Supervisory Board**

1. The Supervisory Board shall convene regular meetings once per quarter and may hold extraordinary meetings to promptly address urgent matters. The minimum number of attendees required is 2/3 of the members of Supervisory Board. The procedures for

organizing meetings of Supervisory Board comply with VAB's Charter and the Supervisory Board's Organizational and Operational Regulations

2. The minutes of the Supervisory Board meetings must be detailed and clearly recorded. The recorder and all attending members of Supervisory Board must sign the meeting minutes. The meeting minutes of the Supervisory Board must be retained to determine the responsibility of each member of Supervisory Board.
3. If necessary, the Supervisory Board has the right to request members of BOD, the CEO, and representatives of the approved audit firm to attend and address matters of concern to the members of the Supervisory Board.

**Article 25. Decisions of the Supervisory Board**

1. Decisions of the Supervisory Board shall be passed in accordance with VAB's Charter and the Supervisory Board's organizational and operational regulations.
2. A copy of each decision of the Supervisory Board must be sent to members of BOD and the CEO for acknowledgment and implementation immediately after issuance.

**CHAPTER V**

**CEO AND OTHER EXECUTIVES**

**Article 26. Roles, responsibilities, rights, and obligations of the CEO and Other Executives<sup>1</sup>**

1. The CEO is the highest executive of VAB, subject to the supervision of the BOD and the Supervisory Board, and is responsible to the BOD and the laws for the implementation of assigned rights and duties. The CEO has roles, responsibilities, rights, and obligations as prescribed by laws and VAB's Charter in each period.
2. The Deputy CEO assists the CEO in managing and operating specific areas of VAB's activities as assigned and authorized by the CEO, reports to, and is responsible to the CEO and the laws for the performance of duties assigned and authorized by the CEO
3. The Chief Accountant assists the CEO in directing the implementation of accounting, finance, and statistics work of VAB, and shall have rights and duties in accordance with laws and VAB's Charter.
4. Branch Directors and equivalent positions as stipulated in VAB's Charter and internal regulations perform functions and duties in accordance with VAB's internal regulations and as assigned and authorized by the CEO. Report and be responsible to the CEO and the law for the performance of duties assigned and authorized by the CEO.
5. The CEO and Other Executives are responsible for directly managing and operating VAB's business activities in accordance with the policies and directions set by the GMS and the BOD in each period and shall be accountable to the GMS and the BOD for the execution of assigned duties.

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<sup>1</sup> Executives include the CEO, Deputy CEO, Chief Accountant, Director of the Finance Division, Branch Directors, and equivalent positions as stipulated in the Charter and internal regulations of VAB (pursuant to Clause 13, Article 1 of the VAB Charter).

6. The CEO issues and implements the CEO's Operating Regulations in compliance with laws, VAB's Charter, and Resolutions and Decisions of the GMS, the BOD, and the provisions of this Regulation.

**Article 27. Qualifications and requirements for the CEO and Other Executives**

1. The CEO and Deputy CEOs must meet all qualifications and requirements and must not concurrently hold positions prohibited by applicable laws and VAB's Charter.
2. The Chief Accountant must fully meet the conditions prescribed by the Law on Credit Institutions, the Law on Accounting, guiding legal documents, and VAB's Charter.
3. The Director of the Finance Division, Branch Directors, and equivalent positions meet all conditions prescribed by VAB's internal regulations. The CEO directs the development and decides on specific qualifications for these positions.

**Article 28. Procedures for selection, appointment, dismissal, and removal of the CEO and Other Executives**

1. The BOD shall select and appoint one of the members of BOD as the CEO or hire a CEO in accordance with laws and VAB's internal regulations.
2. The selection, appointment, dismissal, and removal of the CEO and Other Executives are implemented in accordance with laws, VAB's Charter, and relevant VAB regulations in each period.
3. VAB implements the procedures for disclosing information on appointment, dismissal, and removal of the CEO and Other Executives in accordance with laws.

**Article 29. Decisions, directives, and management of the CEO and Other Executives**

1. Decisions and directives of the CEO:
  - a. Based on actual conditions and the scope of responsibilities and authority delegated by the BOD in accordance with VAB's internal regulations and laws, the CEO has full authority to decide or issue directives to ensure the safe and sustainable development of VAB's operations in line with the orientations and strategies approved by the GMS and the BOD in each period.
  - b. The decisions and directives of the CEO shall have the highest authority over all employees within VAB's system, except for members of BOD and the Supervisory Board.
  - c. The Deputy CEOs and Other Executives are responsible for organizing and strictly implementing the decisions and directives of the CEO.
2. Decisions and directives of the deputy CEO and Other Executives
  - a. Based on the actual circumstances and the scope of authority delegated and assigned by the CEO, Deputy CEO and other Executives are entitled to make decisions and issue executive directives on behalf of the CEO to ensure the effective development of the areas assigned by the CEO, in alignment with VAB's overall operational direction and objectives in each period.
  - b. The decisions and directives of the Deputy CEO and Other Executives, when delegated/ authorized by the CEO, are valid for related Units and individuals in VAB, similar to decisions and directives of the CEO.

- c. If deemed necessary, the CEO has the authority to issue decisions overriding the decisions and directives of the Deputy CEO and Other Executives.
3. Directives of the Chief Accountant and Director of the Finance Division
- The responsibilities, authority, and directives of the Chief Accountant and the Director of the Finance Division are implemented in accordance with the Law on Credit Institutions, the Law on Accounting, laws, VAB’s internal regulations, and VAB’s Charter in each period.
4. Report:
- a. All decisions and directives of the CEO and Other Executives related to important business activities, major areas or process changes or new banking products and services must be submitted 01 (one) copy to the BOD for reporting
  - b. The Deputy CEOs and Other Executives are responsible for promptly reporting to the CEO on their decisions and directives within the scope of their assigned duties.

**CHAPTER VI**

**COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE CEO**

**Article 30. Principles of coordination**

The BOD, the Supervisory Board, and the CEO shall coordinate activities based on the following principles:

- 1. Always act in the best interests of VAB.
- 2. Strictly comply with laws, the VAB’s Charter, and internal regulations.
- 3. Work with the highest sense of responsibility, honesty, cooperation, and engage in regular discussions to resolve difficulties and obstacles (if any).

**Article 31. Coordination between the BOD and the CEO**

- 1. The BOD is responsible to the GMS for executing its assigned duties and powers in accordance with laws and VAB’s Charter.
- 2. The BOD implements the governance of VAB in accordance with VAB’s Charter, this Regulation, and VAB’s internal regulations, in compliance with laws. The BOD decides on matters related to VAB’s purposes and interests, except for matters under the authority of the GMS (excluding matters for which the GMS has authorized the BOD to decide) and matters requiring approval from the State Bank of Vietnam in accordance with laws
- 3. The CEO is responsible for sending the BOD the minutes and conclusions of periodic and extraordinary Executive Board meetings within three (03) working days from the conclusion of the meeting.
- 4. The CEO reports to the BOD on the implementation results of BOD and GMS resolutions and decisions on a quarterly basis.
- 5. In case any risks are detected that may significantly impact the reputation or business operations of VAB, or in other necessary circumstances, the CEO must immediately report to the Chairman of the BOD and the members of BOD directly overseeing the relevant business area.

- 6. The BOD has the right to request the CEO and relevant units to provide reports and information, ensuring compliance with governance and control functions as stipulated in the VAB’s Charter, VAB’s internal regulations, and laws. The information and data reported to the BOD must be truthful, objective, timely, and complete, accurately reflecting VAB’s operational status in line with governance requirements and laws.
- 7. The BOD facilitates opportunities for members of the BOD and the CEO to participate in training programs, field studies, and both domestic and international activities to enhance governance and management expertise. Participation in professional training courses by members of the BOD and the CEO must not affect VAB’s overall operations.

**Article 32. Coordination Between the BOD and the Supervisory Board**

- 1. The BOD shall coordinate and facilitate favorable conditions for members of Supervisory Board in performing their duties and exercising their rights.
- 2. The BOD shall ensure the Supervisory Board’s rights to access information, documents, and participation in meetings convened as prescribed by the BOD.
- 3. In addition to periodic reports, members of Supervisory Board have the right to request the BOD to provide information and documents related to VAB’s management, operations, and business activities.
- 4. The BOD shall ensure that all copies of financial and other information provided to members of BOD, as well as BOD meeting minutes, are also provided to members of Supervisory Board simultaneously.
- 5. The Supervisory Board shall coordinate with and promptly inform the BOD of internal audit results, seek BOD input on reports and documents before submitting them to the GMS or disclosing them to external entities.

**Article 33. Coordination between the Supervisory Board and the CEO**

- 1. Coordination in the implementation of assigned tasks
  - a. If deemed necessary, the CEO may invite the Head or members of the Supervisory Board to attend meetings. When attending meetings, the Head or members of the Supervisory Board may provide comments (if any). The Chairman and/or the secretary shall send 01 (one) copy of the meeting minutes to the Supervisory Board
  - b. In addition to periodic reports, upon request of the Head of the Supervisory Board, the CEO shall directly report or provide relevant reports and information related to the tasks assigned to the members of Supervisory Board.
  - c. The CEO is fully responsible for ensuring that the Head and members of the Supervisory Board can access information and reports as quickly as possible.
  - d. In case a risk is detected that may significantly impact the reputation or business operations of VAB, the CEO must immediately report it to the Head of the Supervisory Board and members of the Supervisory Board directly overseeing the relevant area.
- 2. Other Coordination Activities
 

The CEO shall facilitate opportunities for members of Supervisory Board to participate in professional training courses, field studies, and professional workshops domestically and internationally to gain experience and enhance banking governance and management

knowledge. Participation in professional training courses by members of Supervisory Board must not affect VAB's overall operations.

3. The specific coordination activities between the Supervisory Board and the CEO shall be implemented in accordance with VAB's internal regulations issued in each period.

## **CHAPTER VII**

### **PREVENTION OF CONFLICTS OF INTEREST AND TRANSACTIONS WITH RELATED PARTIES**

#### **Article 34. Duty of honesty and avoidance of conflicts of interest**

1. Members of BOD, members of Supervisory Board, the CEO, and Other Executives must disclose related interests in accordance with laws and VAB's Charter;
2. Members of BOD, members of Supervisory Board, the CEO, and persons related to these members must not exploit business opportunities that may bring benefits to VAB for personal gain; nor may they use information obtained through their positions for personal interests or to serve the interests of other individuals or organizations;
3. Members of BOD, the Supervisory Board, and the CEO are responsible for reporting to the BOD and the Supervisory Board on transactions conducted by themselves or their related persons that involve VAB, as stipulated in VAB's Charter. For transactions involving the above-mentioned individuals that require approval by the GMS or the BOD, VAB must disclose information on such resolutions in accordance with information disclosure regulations.
4. Members of BOD, members of Supervisory Board, and the CEO must report to the BOD and the Supervisory Board on transactions between VAB and companies in which the above members have been founding members or have served as members of BOD or Directors (CEOs) within the past 03 years before the transaction date, as well as transactions between VAB and companies where their related persons serve as Members of BOD, Directors (CEOs), or major shareholders.
5. Members of BOD must not vote on transactions that provide benefits to themselves or their related persons, even if the benefits in such transactions have not been determined and/or whether such benefits are material or non-material. The aforementioned transactions must be disclosed in the notes to the financial statements for the same period and in the annual financial statements.
6. Members of BOD, Supervisory Board, the CEO, and their related persons must not use undisclosed information of VAB or disclose such information to others to perform related transactions.

#### **Article 35. Transactions with related persons**

1. When conducting transactions with related persons, VAB must sign written contracts based on the principles of equality and voluntariness.
2. The Supervisory Board has the right to request individuals required to disclose related interests as stipulated in VAB's Charter and shareholders holding at least 05% of VAB's voting shares, to provide and periodically update information on their related persons.

3. VAB applies necessary measures to prevent shareholders and their related persons from conducting transactions that cause loss of capital, assets, or other resources of VAB.

**Article 36. Ensuring the legitimate rights of persons with related interests in VAB**

1. VAB respects the legitimate rights of persons with interests related to VAB, including creditors, employees, VAB service users, suppliers, the community, and others with related interests in VAB.
2. VAB actively cooperates with persons with related interests through the following actions:
  - a. Providing creditors with all necessary information to help them assess VAB's business and financial status and make informed decisions.
  - b. Encouraging persons with related interests in VAB to provide opinions on business operations, financial conditions, and important decisions affecting their interests through direct contact with the BOD, the Supervisory Board, and the CEO.
  - c. Complying with laws on labor, environment, and social responsibilities.

**CHAPTER VIII**

**PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CEO, AND OTHER EXECUTIVES**

**Article 37. Methods of performance evaluation**

Depending on the decision of the BOD and/or the Supervisory Board, the performance evaluation of Members of BOD, members of Supervisory Board, the CEO, and Other Executives may be conducted through one or more of the following methods:

1. Self-assessment;
2. Periodic evaluation every 06 months;
3. Annual evaluation conducted at the end of the year;
4. Collection of feedback and confidence votes;
5. Other methods as determined by the BOD in each period.

**Article 38. Performance evaluation criteria**

The performance evaluation criteria for members of BOD, members of Supervisory Board, the CEO, and Other Executives shall include at least the following:

1. Performance of assigned tasks, including the level of completion, volume, quality, and efficiency of individual work and the development and operational results of the unit
2. Ethics, lifestyle, awareness, ideology, and compliance with VAB's Charter and laws;
3. Efforts in professional development, honesty and openness in work, organizational discipline, and a sense of responsibility in assigned tasks and positions held;
4. Management ability, work management style and attitude, and efforts to prevent bureaucracy, corruption, and wastefulness;
5. Teamwork, cooperation within the unit and with other units, and the level of trust and confidence among employees.

**Article 39. Classification and evaluation**

1. The classification and evaluation of members of BOD, members of Supervisory Board, the CEO, and Other Executives are conducted in accordance with VAB’s regulations.
2. Performance evaluation documents related to members of BOD, members of Supervisory Board, the CEO, and Other Executives must be kept in their personal files at VAB.

**Article 40. Rewards and disciplinary actions**

1. Rewards
  - a. Members of BOD, members of Supervisory Board, the CEO, and Other Executives who achieve outstanding performance in governance, management, and other assigned tasks shall be considered for rewards in accordance with VAB’s regulations.
  - b. The specific reward forms, criteria, procedures, and processes shall be implemented as per VAB’s internal regulations in each period.
2. Disciplinary Actions and Compensation for Damages
  - a. If Members of BOD, members of Supervisory Board, the CEO, or Other Executives violate laws, VAB’s Charter, or other internal regulations while performing their duties, they shall, depending on the nature, extent, and consequences of the violation, be subject to disciplinary actions or other measures as prescribed by laws and/or VAB’s regulations, and shall be liable for any damages caused to VAB.
  - b. The principles, forms, procedures, and processes for handling disciplinary violations shall be implemented in accordance with VAB’s Labor Regulations, Disciplinary Handling Regulations, and other relevant documents issued by VAB in each period.

**CHAPTER IX**

**INFORMATION DISCLOSURE AND VIOLATION HANDLING**

**Article 41. Information Disclosure**

The BOD is responsible for directing the development and issuance of the Information Disclosure Regulations and organizing information disclosure in compliance with laws and VAB’s internal regulations.

**Article 42. Violation Handling**

1. If any VAB officer or employee (including members of BOD, members of Supervisory Board, the CEO, and Other Executives) is found to have violated this Regulation, the individual who discovers the violation must immediately report it to the Chairman of the BOD and/or the Head of the Supervisory Board.
2. Any violations of this Regulation shall be reviewed and subject to disciplinary actions by the BOD in accordance with laws and/or VAB’s internal regulations. If the violation causes damage to VAB, the violator must compensate VAB for the damages.

**CHAPTER X**

**IMPLEMENTATION PROVISIONS**

**Article 43. Effectiveness**

1. This Regulation takes effect from the date of issuance.
2. In case of any conflict between the provisions of this Regulation and the VAB’s Charter on

the same matter, the provisions of the VAB's Charter shall prevail. In case of any conflict between this Regulation, the VAB' Charter, and laws on the same matter, the provisions of laws shall prevail.

3. Any matters not specified in this Regulation shall be governed by laws and VAB's internal regulations as issued in each period by the BOD and/or the CEO.
4. Amendments and supplements to this Regulation must be reviewed and decided by the GMS. After VAB's Internal Governance Regulation is approved by the GMS, the GMS shall assign the BOD to sign and issue the Regulation and implement the procedures for disclosing and reporting in accordance with the laws.
5. Transitional Provisions:
  - a. Managers, executives, and other positions at VAB elected or appointed before the effective date of VAB's Charter but not meeting the requirements of the VAB's Charter shall continue to hold their positions until the end of their term or the expiration of their appointment period.
  - b. The BOD of VAB elected before the effective date of VAB's Charter but not meeting the requirements of the VAB's Charter shall continue to operate until the end of its term.
  - c. If the number of members of Supervisory Board at VAB does not comply with VAB's Charter, the existing number of members of Supervisory Board shall remain unchanged until the end of the current term, unless VAB elects or appoints additional or replacement members for the Supervisory Board.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

## APPENDIX I

### CONVENING ONLINE GMS MEETINGS AND ELECTRONIC VOTING METHODS

#### Article 1. Scope and subjects of application

1. This Appendix stipulates the organization of and attendance at the GMS (Annual or Extraordinary) of VAB in the form of an Online Meeting and stipulates voting via electronic methods for any form of meeting of shareholders at the Online GMS.
2. This Appendix applies to all shareholders of VAB and throughout the entire VAB system.

#### Article 2. Interpretation of terms

In this Appendix, the following terms shall be understood as follows:

- a. **Charter** refers to the currently effective Charter of VAB.
- b. **Delegates** refer shareholders, authorized representatives of shareholders attending the General Meeting of Shareholders and voting at the meeting.
- c. **Online GMS** refers to Annual or Extraordinary GMS of VAB held using electronic means to transmit audio and video via an online system connected to the internet, enabling Delegates to participate, exercise their voting rights, express opinions, raise questions, and perform other related rights. VAB may opt for:
  - i. Fully Online General Meeting of Shareholders: all Delegates participate online; or
  - ii. Partially Online General Meeting of Shareholders: Delegates may choose to attend either in person or online.
- d. **Traditional general meeting** refers to a meeting held at a single location where shareholders attend, discuss, and vote directly at the meeting.
- e. **Electronic voting** refer when Delegates vote through the Electronic Voting System at the time of the Shareholders' Meeting.
- f. **Traditional voting** refers to the process where Delegates vote directly at the Traditional General Meeting.
- g. **Electronic voting system** refers to the system designated and announced by VAB to provide Delegates with tools to exercise their voting rights during the online GMS
- h. **Force majeure event** refers to events beyond the control and will of the meeting convener and meeting chairman, which are unforeseen and cannot be remedied despite necessary measures being taken within reasonable capability. These include but are not limited to: natural disasters, fires, power outages, internet connection failures, technical incidents at the location where the Chairman conducts the meeting, orders or directives from the Government or other competent authorities, etc
- i. **Final registration date** refers to the working day designated by VAB to determine the list of shareholders entitled to attend and vote at the GMS, in accordance with VAB's notice and laws

#### Article 3. Principles for organizing online GMS and electronic voting

1. To be conducted in compliance with laws, the Charter, and this Appendix.
2. To ensure appropriateness with actual circumstances and conditions, providing

efficiency and safety in organizing the GMS.

3. To ensure that no required procedures under laws and the Charter are omitted, fully protecting shareholders' legitimate interests as in a physical GMS
4. To ensure transparency, public disclosure, and accurate vote counting.

**Article 4. Cases for organizing online GMS and voting principles**

1. The organization of an online GMS shall be conducted based on VAB's actual circumstances and conditions, as well as societal requirements, while ensuring compliance with laws on GMS organization, including but not limited to the following cases:
  - a. When epidemics, natural disasters, or travel restrictions (domestic and/or international) are in effect.
  - b. When social distancing or lockdown measures are mandated by a competent state authority.
  - c. Other objective reasons and/or cases where the BOD deems it impractical and/or impossible to organize an in-person GMS.
2. Conditions for conducting an online GMS
  - a. The number of Delegates attending the online GMS (in the first, second, and third convening sessions) complies with the provisions of VAB's current Charter.
  - b. The online GMS system and electronic voting system must ensure that the main venue's system connection remains continuous, stable, and minimally interrupted; the main venue must meet requirements for sound, lighting, power supply, electronic equipment, and other necessary facilities to support information, image, and data transmission; ensure information security and comply with the Law on Cybersecurity and relevant regulations of the State Bank of Vietnam; the meeting and electronic data of the online GMS must be stored and retrievable per applicable regulations.
3. Voting principles for each form of GMS organization:
  - a. Fully online GMS: Electronic voting must be used for all voting activities.
  - b. Partially online or in-person GMS: A combination of traditional voting and electronic voting may be used depending on actual conditions, needs, and laws.
  - c. In the event that new matters requiring a vote arise during the GMS, Delegates vote in the manner specified in point b of this clause, corresponding to their form of participation.
4. The GMS assigns and authorizes the BOD/Convener to determine the format of organizing and voting at the annual and/or extraordinary GMS (in-person and/or online meetings, traditional voting and/or electronic voting, or other electronic forms permitted by laws) and to notify shareholders upon making such a decision based on the actual situation and conditions at the time of the planned meeting.

**Article 5. Procedures for conducting online GMS and electronic voting**

The organization of an online GMS and electronic voting or other electronic forms permitted by laws must be conducted comprehensively and in sequence, ensuring that the required procedures are carried out within the same timeframe as an in-person GMS in accordance

with the Charter and laws (finalizing the list of shareholders entitled to attend; sending the meeting invitation along with the agenda and meeting documents; registering shareholders/authorizing for attendance; determining the Chairman of the meeting, approving the agenda, designating the Secretary, and electing the Vote Counting Committee; discussions and voting; preparing and approving the GMS Minutes and Resolutions; and disclosing relevant information...) as well as ensuring the conditions for convening the GMS as stipulated in the Charter and laws (quorum of shareholders for holding the meeting)

**Article 6. Conditions for attending and authorizing attendance at the online GMS and electronic voting**

1. All shareholders listed in the list of shareholders entitled to attend the GMS of VAB, as per VAB's notice of meeting rights, are eligible to participate in the online GMS and electronic voting in accordance with this Appendix.
2. Shareholders may attend the online GMS and vote electronically either directly or by authorizing an organization or another individual to do so on their behalf.
3. The authorization for participation in the online GMS and electronic voting are performed as follows:
  - a. For individual shareholders: They may authorize another individual to represent them and vote on all or part of their owned shares.
  - b. For institutional shareholders: Institutions holding at least 10% of the total common shares may authorize up to 03 representatives. Institutions holding less than 10% of the total common shares may authorize only 01 representatives.
  - c. Shareholders must fully provide the necessary information for authorization, especially the details of the authorized party, to facilitate the issuance of login user, password, and other identification factors (if any). The required information includes full name, ID Card/Citizen Identity Card/Passport/Business Registration Number, phone number, and address.
  - d. Effectiveness of the authorization: Shareholders' authorization only take effect when all the following conditions are met:
    - i. When the shareholder has fully completed the online authorization form and successfully submitted the online authorization.
    - ii. The authorization document must be printed according to the online authorization template, duly signed, clearly stating the full name, and stamped with a seal (for organizations) by both the authorizing party and the authorized party.
    - iii. VAB receives the original authorization document at least 04 days before the official opening of the GMS.
  - e. Once the authorization becomes effective as specified in point d of this clause, the authorized party receives access credentials for attending the online GMS and electronic voting via the phone number provided in the authorization document.
  - f. Revocation of authorization for shareholders who have authorized attendance at the online GMS and electronic voting: The shareholders must submit an official written request to VAB to revoke the online authorization. The revocation shall

only take effect if VAB receives the written request before the official opening of the GMS.

- g. The revocation of authorization is not effective if the authorized representative has already cast an electronic vote on any matter in the agenda of the GMS.

**Article 7. Providing information and login instructions for attending the online GMS and conducting electronic voting**

1. Delegates receive an online meeting invitation letter containing instructions and a link to access the registration for attending the GMS, as well as the meeting documents.
2. Delegates registering for the online GMS follow the instructions provided in the invitation letter to submit their information and confirm their delegate status before attending the online GMS. The registration of delegates as per regulations serves as the basis for determining the shareholder attendance ratio required to convene the Online GMS.
3. After verifying the Delegate's valid status, VAB shall send each Delegate a unique set of login credentials, including a user and password, to the phone number provided registered by the Delegate. Logging in with the correct user and password provided by VAB shall be deemed as the Delegate's confirmation of attendance at the General Meeting. The Delegate uses the provided user and password to join the General Meeting as instructed in the Invitation Letter issued by VAB.
4. Delegates who do not register their information and confirm their delegate status with VAB as stipulated in Clause 2 of this Article shall not be allowed to attend the online GMS but may still participate in the in-person GMS (if the GMS is held partially online).
5. In case a Delegate intends to register a change or newly register identifying information that differs from the information previously registered with VAB, they must contact VAB to update the information before the final registration date as stipulated by VAB.
6. VAB shall not be responsible if a Delegate fails to update and/or fails to timely update new identifying information with VAB, resulting in an impact on their participation in the GMS.

**Article 8. Method of recording delegates attending the online GMS**

1. A Delegate shall be recorded as attending the online GMS when they access the online system using the provided credentials and in accordance with the registration method stipulated in Article 7 of this Appendix.
2. A Delegate's participation in the online GMS through the online system shall be considered equivalent to direct attendance, and voting results conducted via the electronic voting system shall have the same validity as in-person voting at the GMS.
3. The online system shall start recording delegate registrations for attending the online GMS 60 minutes before the scheduled opening time or at an earlier time as notified by VAB to shareholders.
4. The Delegate Verification Committee shall base its determination of the number of delegates attending the Online GMS on the login information from the delegates' access accounts.

**Article 9. Discussion at the online GMS**

1. Principles:
  - a. Discussions shall only be conducted within the designated timeframe and within the scope of the agenda items presented at the online GMS.
  - b. Only Delegates are permitted to participate in the discussion.
  - c. Delegates may express their opinions directly to the General Meeting via the audio and video system connected to the Meeting Organizing Committee or through the chat screen with the Meeting Secretariat.
  - d. The Meeting Secretariat shall arrange the Delegates' discussion topics in the order of registration and submit them to the Chairman.
2. Response to Delegates' Opinions:
  - a. Based on the discussion content, the Chairperson of the meeting or a designated member appointed by the Chairperson shall respond to the delegates' opinions.
  - b. If time constraints prevent certain questions from being addressed during the meeting, VAB shall provide responses afterward.

**Article 10. Method of electronic voting**

1. Voting methods:
  - a. Delegates select one of the three voting options: “**approve**”, “**disapprove**”, or “**no opinion**” for each matter presented for voting at the GMS, as configured in the electronic voting system.
  - b. Delegates must then confirm their vote (for electronic voting) to ensure the system records their voting result.
2. Additional regulations for electronic voting:
  - a. Electronic voting may only be conducted if the Delegates registered for the online GMS as stipulated in Article 7 of this Appendix.
  - b. Electronic voting shall be conducted during the meeting, following the progress of the meeting, for each matter requiring a vote in the GMS agenda. Delegates shall vote according to the direction of the Chairman/Presiding Officer for the matters requiring a vote, in compliance with the Charter.
  - c. If a Delegate remains connected but does not vote, it shall be understood that the delegate has “**no opinion**” from voting on that matter.
  - d. If new matters arise outside the announced agenda, Delegates may vote additionally. If a Delegate does not cast a vote on such newly raised matters, it shall be considered that the Delegate has “**no opinion**” from voting on those matters.
  - e. During the GMS, the Chairman must directly announce the voting period for each matter subject to voting. Once the voting period ends, the system will no longer accept additional votes from delegates.
  - f. Delegates may change their voting result within the voting period but cannot cancel their vote (including votes on additional matters not originally in the agenda). The electronic voting system shall only record the final voting result at the end of the voting session, as announced by the Chairman.
  - g. If a Delegate disconnects before the electronic voting period ends, any votes cast

before disconnection shall be recorded, and any matters not yet voted on shall not be counted in the vote tally and shall not be included in the total voting ratio for that matter. If the Delegate reconnects, they may continue voting if the voting session is still open as announced by the Chairman and may vote on any remaining agenda matters that have not yet been voted on.

- h. In case of technical issues with electronic voting, delegates may contact the hotline provided by the Meeting Organizing Committee for assistance. Once the voting session is closed, Delegates cannot modify their votes or raise complaints/disputes regarding the voting results.
3. Voting Methods for Election: The election of members of the Board of Directors and/or the Supervisory Board (if any) shall be conducted using the cumulative voting method in accordance with the Law on Enterprises and the Company Charter. Accordingly, each Delegate has a total number of votes corresponding to the total number of voting shares multiplied by the number of members to be elected. Delegates shall perform the election by:
- a. Marking the “Cumulative Vote” (or “Equal Vote”) box for the candidate the Delegate wishes to elect; or
  - b. Clearly recording the specific number of votes in the corresponding box for each candidate (ensuring the total number of votes does not exceed the Delegate's total allowable votes and does not exceed the number of members to be elected).
  - c. Subsequently, the Delegate shall proceed to confirm the election for the electronic voting system to record the results.

**Article 11. Vote counting method**

- 1. When a Delegate performs voting via electronic methods, the number of voting shares is recorded on the system based on the principle of the number of cards in favor, against, and no opinion. For elections: the total number of valid votes for each candidate is recorded using the cumulative voting method.
- 2. The total number of votes for each voting matter in a fully online GMS is the total number of valid votes cast for that matter by all Delegates attending the online GMS. The total number of votes at a partially online GMS combined with in-person participation includes the valid votes cast via electronic voting and traditional voting by all attending Delegates.

The system shall automatically export electronic vote counting minutes for each voting and election content. These minutes must clearly state the number of valid votes, invalid votes (if any), the voting/election percentage, and the list of elected candidates (if any)..

**Article 12. Announcement of vote counting results**

- 1. Based on the vote counting minutes recorded as prescribed in Article 11 of this Appendix, the Election and Vote Counting Committee shall inspect, aggregate, and report to the Chairperson the vote counting results for each issue according to the Meeting agenda.
- 2. The vote counting results (including the election results for members of the BOD/Supervisory Board) shall be publicly announced by the Chairperson or the Head of

the Election and Vote Counting Committee right at the Meeting before closing. These results shall be recorded in the Minutes of the General Meeting of Shareholders.

**Article 13. Approval ratio for online GMS resolutions**

The approval ratio for resolutions of the online GMS for each voting matter shall be the same as the approval ratio for resolutions of the in-person GMS as stipulated in the Charter.

**Article 14. Minutes and resolutions of the online GMS**

1. The location recorded in the minutes of the Online GMS shall be the place where the Chairman is present to conduct the meeting. This location must be within the territory of Vietnam;
2. The minutes and resolutions of the online GMS shall be prepared and approved in the same manner as the minutes and resolutions of an in-person GMS, in accordance with the Charter.

**Article 15. Rights and obligations of Delegates attending the online GMS and electronic voting**

1. Attend the GMS and vote on all matters within the authority of the GMS, as stipulated by laws, the Charter, and this Appendix.
2. Have the right to express opinions and discuss directly at the online GMS as stipulated in Article 9 of this Appendix.
3. Must prepare and use suitable online meeting devices with an internet connection to ensure the ability to follow the proceedings of the online GMS.
4. Delegates are responsible for keeping their login user, password, and other identification factors (if any) confidential to ensure that only they can access the online GMS and vote on the electronic voting system. All voting results recorded by the delegate on the electronic voting system shall be considered final, and the delegate shall be fully responsible before the laws and VAB for their voting results.
5. If a delegate discovers that their login user, password, or other identification factors (if any) have been lost, stolen, exposed, or suspected of being compromised, they must immediately notify VAB to take timely action. This can be done by contacting the Organizing Committee to block the login credentials and security devices. The delegate shall bear full responsibility for any damage, loss, or other risks incurred before VAB receives the notification, if caused by the Delegate's fault.
6. The Delegate agrees that VAB may provide their information to third parties (if any, such as service providers supporting the online GMS and electronic voting...) to facilitate the Delegate's participation in the online GMS and electronic voting.

**Article 16. Force majeure events**

In the event of force majeure events that cannot be rectified to allow the GMS meeting to proceed and/or the voting/election cannot continue within 60 minutes, the Chairperson shall declare a temporary suspension of the Meeting; all contents that have been validly voted on/elected by the Meeting (including data recorded on the electronic system) prior to the declaration of suspension shall retain their legal validity. The continuation of the meeting and/or the continuation or selection of the voting/election method for other issues that have not yet been approved shall be resolved in accordance with the GMS meeting regulations approved when conducting the meeting.

**Article 17. Effectiveness**

- 1. This Appendix shall take effect in accordance with the effective date of the Internal Governance Regulation.
- 2. This Appendix is an integral and inseparable part of the Internal Governance Regulation.
- 3. Matters related to the organization of the online GMS and electronic voting that are not specified in this Appendix shall be implemented in accordance with laws, the Charter, internal governance regulation, and other relevant documents of VAB.
- 4. In the event of any amendments to the Charter and/or laws that result in discrepancies between the provisions of this Appendix and the Charter and/or such laws, the new provisions of the Charter and/or laws shall prevail.
- 5. All shareholders, members of the BOD, Supervisory Board, the CEO, and Other Executives, as well as all Units and employees across VAB's system, are responsible for complying with this Appendix.