

**DRAFT**

Hanoi, dated .../.../2025

**REGULATIONS ON ELECTION OF <sup>1</sup>  
MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE  
SUPERVISORY BOARD**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Decree No. 155/2020/ND-CP of the Government dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree 155 and the model charter and form of the Governance Regulation issued together with Circular 116/2020/TT-BTC;
- Pursuant to Circular 121/2020/TT-BTC dated December 31, 2020 regulating the operation of securities companies;
- Pursuant to the Charter of organization and operation of BOS Securities Joint Stock Company,

**ARTICLE 1. Scope of adjustment and subjects of additional voting**

**1.1.** This Regulation provides for the election of members of the Board of Directors ("BOD") and members of the Supervisory Board ("SB") of BOS Securities Joint Stock Company ("the Company") at the Annual General Meeting of Shareholders ("AGM").

**1.2.** Subjects of additional election are shareholders owning shares with voting rights and authorized representatives of shareholders owning shares with voting rights (according to the List of shareholders of the Company made by the Vietnam Securities Depository and Clearing Corporation to attend the General Meeting) present at the General Meeting.

**ARTICLE 2. Criteria and conditions for being a member of the Board of Directors**

**2.1.** Members of the Board of Directors must ensure the following standards and conditions:

**2.2.** Must meet the criteria and conditions specified in Article 155 of the Law on Enterprises;

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<sup>1</sup> Note: This document may be amended and supplemented accordingly and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting.

- 2.3. Having full civil act capacity and not being banned from establishing and managing enterprises under the provisions of Article 6 of this Regulation and relevant laws;
- 2.4. Have professional qualifications and experience in business management or experience in the field of securities, finance and banking.
- 2.5. Not being a General Director/Director, a member of the Board of Directors, a member of the Board of Members of another securities company, not being a member of the Board of Directors of more than five (05) other companies.
- 2.6. Must not have been a member of the Board of Directors or the legal representative of a company that is bankrupt or banned from operation due to serious violations of the Law.
- 2.7. Must not nominate the Board of Directors or be an employee of an independent auditing unit that performs audits for the Company within the past three (03) years.
- 2.8. Other standards and conditions as prescribed by law.

**ARTICLE 3. Nomination and candidacy of members of the Board of Directors and number of elected members**

**3.1. Nomination and candidacy for members of the Board of Directors**

- a) Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate and nominate members of the Board of Directors in accordance with the Law on Enterprises and the company's Charter. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares may nominate one (01) member, from 20% to less than 50% may nominate two (02) members, from 50% to less than 65% may nominate three (03) members, and if 65% or more are nominated with a sufficient number of candidates.
- b) In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient for the necessary number, the incumbent Board of Directors may nominate according to the provisions of the Company's Charter and the Company's Internal Regulations on Corporate Governance. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

**3.2. Number of elected members of the Board of Directors**

Number of elected members of the Board of Directors: 01 member.

**3.3. Dossier of nomination and candidacy for members of the Board of Directors**

Dossiers of nomination and candidacy for members of the Board of Directors include:

- a) Nomination and candidacy for members of the Board of Directors (according to the form);
- b) Curriculum vitae declared by the candidate (according to the form);

- c) Notarized/certified copies of Citizen ID/Passport and degrees certifying educational qualifications;
- d) Certificate of the number of shares nominated or nominated by shareholders or a group of shareholders or equivalent papers made by the Securities Company where such shareholder or group of shareholders opens an account or of the Vietnam Securities Depository and Clearing Corporation (as of 06/02/2025 - the closing date of the List of shareholders at the General Meeting of Shareholders of the Company);
- e) Make a written commitment to the truthfulness, accuracy and reasonableness of personal information and commit to perform your duties honestly if elected as a member of the Board of Directors.

**3.4.** In order to ensure the examination of dossiers and the preparation of documents to be submitted to the General Meeting of the Organizing Committee, dossiers of nomination and candidacy must be sent to the Organizing Committee of the Company's General Meeting before 15:00 on February 27, 2025 at the following address:

**BOS Securities Joint Stock Company**

Head office address: 25<sup>th</sup> Floor, Office Building, 265 Cau Giay, Dich Vong Ward, Cau Giay District, Hanoi City.

Tel: 024.39.368.366 (ext. 822).

**3.5.** Only nomination and candidacy dossiers that meet the conditions for nomination and candidacy and candidates who meet the corresponding conditions of members of the Board of Directors will be included in the list of candidates announced at the General Meeting.

**ARTICLE 4. Standards and conditions for being a member of the Supervisory Board**

Members of the Supervisory Board must ensure the following standards and conditions:

- 4.1.** Must meet the criteria and conditions specified in Article 169 of the Law on Enterprises;
- 4.2.** Having full civil act capacity and not being banned from establishing and managing enterprises under the provisions of Article 4 of this Regulation and relevant laws;
- 4.3.** Not being a person with family relations of members of the Board of Directors, General Directors and other managers;
- 4.4.** Not working in the Accounting and Finance department of the Company;
- 4.5.** Not being a member or employee of an independent auditing firm that audits the Company's financial statements for the preceding three (03) consecutive years;
- 4.6.** Members of the Supervisory Board may not be concurrently members of the Supervisory Board or managers of other securities companies.
- 4.7.** Other standards and conditions as prescribed by law.

**ARTICLE 5. Nomination and candidacy of members of the Supervisory Board and the number of elected members**

**5.1. Nomination and candidacy of members of the Supervisory Board**

a) Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate and nominate members of the Supervisory Board in accordance with the Law on Enterprises and the company's charter. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares may nominate one (01) member, from 20% to less than 50% may nominate two (02) members, from 50% to less than 65% may nominate three (03) members, and if 65% or more are nominated with a sufficient number of candidates.

b) In case the number of candidates for the Supervisory Board approved and nominated is still insufficient for the necessary number, the incumbent Supervisory Board may nominate according to the provisions of the Company's Charter and the Company's Internal Regulations on Corporate Governance. The introduction of additional candidates by the Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **5.2. Number of elected Supervisory Board members**

The number of elected members of the Supervisory Board is: 01 member.

#### **5.3. Dossier of nomination and candidacy of members of the Supervisory Board**

A dossier of nomination and candidacy for a member of the Supervisory Board includes:

- a) Nomination and candidacy for members of the Supervisory Board (according to the form);
- b) Curriculum vitae declared by the candidate (according to the form);
- c) Notarized/certified copies of Citizen ID/Passport and degrees certifying educational qualifications;
- d) Certificate of the number of shares nominated or nominated by shareholders or a group of shareholders or equivalent papers made by the Securities Company where such shareholder or group of shareholders opens an account or of the Vietnam Securities Depository and Clearing Corporation (as of 06/02/2025 - the closing date of the List of shareholders at the General Meeting of Shareholders of the Company);
- e) Make a written commitment to the truthfulness, accuracy and reasonableness of personal information and commit to perform your duties honestly if elected as a member of the Supervisory Board.

**5.4.** In order to ensure the examination of dossiers and the preparation of documents to be submitted to the General Meeting of the Organizing Committee, dossiers of nomination and candidacy must be sent to the Organizing Committee of the Company's General Meeting before 15:00 on February 27, 2025 at the following address:

#### **BOS Securities Joint Stock Company**

Head office address: 25<sup>th</sup> Floor, Office Building, 265<sup>th</sup> Cau Giay, Dich Vong Ward, Cau Giay District, Hanoi City.

Tel: 024.39.368.366 (ext. 822).

5.5. Only nomination and candidacy dossiers that meet the conditions for nomination and candidacy and candidates who meet the corresponding conditions of the Supervisory Board members will be included in the list of candidates announced at the Congress.

**ARTICLE 6. Cases of not being allowed to hold the title of member of the Board of Directors, Supervisory Board**

6.1. Minors; persons with limited civil act capacity; persons who have lost their civil act capacity; people with difficulties in cognition and behavior control; organizations without legal status;

6.2. Persons who are being examined for penal liability, temporarily detained, serving imprisonment sentences, serving administrative-handling measures at compulsory detoxification establishments, compulsory education establishments or being banned by courts from holding certain positions, practicing certain professions or doing certain jobs; other cases as prescribed by the Law on Bankruptcy and the Law on Corruption Prevention and Control.

6.3. Leading and professional management cadres in State enterprises, except for those appointed as authorized representatives to manage the State's contributed capital in other enterprises;

6.4. Cadres, civil servants and public employees in accordance with the Law on Cadres and Civil Servants and the Law on Public Employees;

6.5. Officers, non-commissioned officers, professional soldiers, defense workers and public employees in agencies and units of the Vietnam People's Army; professional officers, non-commissioned officers, police workers in agencies and units of the Vietnam People's Police, except for persons appointed as authorized representatives to manage the State's contributed capital at enterprises or management at State enterprises;

6.6. Persons who have been owners of private enterprises, general partners of partnerships, directors (general directors), chairmen and members of the Board of Directors, members' councils, control boards of enterprises, chairpersons and members of the cooperative's Board of Directors at the time of enterprise, the cooperative is declared bankrupt, except for the case where the enterprise or cooperative is declared bankrupt due to force majeure;

6.7. The legal representative of the enterprise at the time the enterprise is suspended from operation or is forced to dissolve due to serious violations of law, except for the case of being a representative at the request of a competent state agency in order to rectify and consolidate that enterprise.

**ARTICLE 7. Ballot and ballot recording**

**7.1. List of candidates for the Board of Directors and the Supervisory Board:**

Candidates' names are arranged in alphabetical order A, B, C and full information is published before voting.

**7.2. Ballot and ballot recording**

- a) The ballot papers are uniformly printed, inscribed with the total number of voting rights of the participating shareholders;
- b) The format of recording election ballots is guided in detail in the ballot papers;
- c) Shareholders or authorized representatives of shareholders are issued election ballots for members of the Board of Directors and members of the Supervisory Board;
- d) In case of incorrect recording of the ballot paper, shareholders shall contact the Organizing Committee to exchange another ballot if the election has not ended and the ballot has not been put into the ballot box.

#### **ARTICLE 8. Election method and principles of election**

- 8.1.** The election of members of the Board of Directors and the Supervisory Board is carried out through secret ballot by the method of cumulative voting;
- 8.2.** Each shareholder has a total number of voting votes corresponding to the total number of voting shares (including ownership and authorization) multiplied by the number of elected members;
- 8.3.** Shareholders can put all the total votes for one or several candidates;
- 8.4.** The total number of votes cast for a shareholder's candidates does not exceed the total number of votes allowed by that shareholder.

#### **ARTICLE 9. Vote counting committee and organization of vote counting - Conditions for validity of election ballots**

##### **9.1. Vote Counting Committee**

- The Vote Counting Committee is nominated by the Chairman of the General Meeting and approved by the General Meeting of Shareholders;
- The Vote Counting Board is responsible for:
  - Introducing ballots and distributing ballots (supplementing the list of candidates (if any));
  - Conducting vote counting;
  - Announce the election results before the Congress.
- Members of the Vote Counting Committee are not allowed to be named in the list of nominations and candidates for membership of the Board of Directors or members of the Supervisory Board;

##### **9.2. Organizing vote counting**

- The Vote Counting Committee conducts an inspection of the ballot box in the presence of shareholders/shareholders' representatives;
- Voting begins after the list of candidates has been finalized and ends when the last shareholder votes in the ballot box or immediately after the Chairman asks the General Meeting whether there are any shareholders who have not voted without any shareholder having an opinion;
- The counting of votes must be conducted immediately after the voting is over; The vote counting committee is not allowed to cross out or correct the ballot papers by itself;

- The results of the vote counting shall be made in writing and announced by the Head of the Vote Counting Committee before the Congress;
- Invalid Ballot Papers are not counted in the election results.

**9.3. An election ballot is valid when the following conditions are met:**

- Votes for candidates named in the list and within the number of members to be voted for have been unanimously approved by the General Meeting of Shareholders before voting.
- The total number of votes is less than or equal to ( $\leq$ ) the total number of authorized votes of that shareholder (the total number of votes allowed is equal to the number of voting shares multiplied by the number of elected members).
- Not falling into the case specified in Clause 9.4 of this Article.

**9.4. Cases of invalid ballots:**

- a) The ballot paper is not issued by the Organizing Committee of the Congress, the ballot is not according to the form prescribed by the Company, there is no seal of the Doctor; or
- b) Votes for deletion, correction or addition of candidates not on the list of candidates announced at the General Meeting of Shareholders before voting; or
- c) Votes with the total number of voting rights for candidates of shareholders in excess of the total number of voting rights owned/authorized by such shareholder; or
- d) Votes in excess of the number of members to be voted for approved by the General Meeting of Shareholders before voting; or
- e) The slip is not signed and clearly states the full name; or
- f) Ballots are submitted to the Counting Board after the voting is over.

**ARTICLE 10: Principles of electoral votes, principles of election of members of the Board of Directors and Supervisory Board**

**10.1. Principles of accumulating votes:** According to the guidance specified in the Appendix attached to this Regulation.

**10.2. Principles of election:**

- a) The elected members of the Board of Directors and the Supervisory Board are determined according to the total number of votes elected from high to low, starting from the candidate with the highest total number of votes to be elected until the number of members to be voted for is sufficient;
- b) In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes.

**ARTICLE 11. Announcement of vote counting results**

**11.1.** Based on the Vote Counting Record, the results of the election of members of the Board of Directors and the Supervisory Board must be announced by the Vote Counting Committee right at the General Meeting.

**11.2.** The contents of the vote counting minutes include: Total number of shareholders participating and authorized to attend the meeting, total number of shareholders participating in voting, number of valid votes, number of invalid votes, number of votes for each candidate for the Board of Directors and Supervisory Board.

**11.3.** The results of the election will be recorded in the Resolution of the Congress.

**ARTICLE 12: Complaints**

Complaints about the election and vote counting at the General Meeting will be settled by the Chairman of the General Meeting and recorded in the minutes of the General Meeting of Shareholders.

**ARTICLE 13: Validity**

This Regulation consists of 13 Articles and takes effect after being approved by the General Meeting of Shareholders and only applies to the election of members of the Board of Directors and Supervisory Board at the 2025 Annual General Meeting of Shareholders of BOS Securities Joint Stock Company./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRWOMAN**

**Le Thi Truc Quynh**

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## APPENDIX

### INSTRUCTIONS FOR ACCUMULATING VOTES

Suppose Shareholder Nguyen Van A holds (*including ownership and authorization*) 1,000 voting shares. At that time, the total number of votes of Nguyen Van A shareholders for the election of accumulated votes is calculated as follows:

- A. For the election of members of the Board of Directors, the total number of votes of Nguyen Van A shareholders is:

$$(1,000 \times 1) = 1,000 \text{ votes.}$$

Shareholder Nguyen Van A can vote by the following method:

1. Put all 1,000 votes for candidates for members of the Board of Directors.
  2. Distribute 1,000 votes to candidates for members of the Board of Directors (divided equally or unevenly).
- B. For the election of members of the Supervisory Board, the total number of votes of Nguyen Van A shareholders is:

$$(1,000 \times 1) = 1,000 \text{ votes.}$$

Shareholder Nguyen Van A can vote by the following method:

1. Put all 1,000 votes for candidates for members of the Supervisory Board.
2. Divide 1,000 votes to candidates for members of the Supervisory Board (divided evenly or not).

The vote of shareholder Nguyen Van A will be invalid in one of the following cases:

- The ballot paper is not issued by the Organizing Committee of the Congress, the ballot is not according to the form prescribed by the Company, there is no seal of the Company; or
- Votes for deletion, correction or addition of candidates not on the list of candidates announced at the General Meeting of Shareholders before voting; or
- Votes with the total number of voting rights for candidates of shareholders in excess of the total number of voting rights owned/authorized by such shareholder: exceeding 1,000 voting rights in case of election of members of the Board of Directors and Supervisory Board of Directors; or
- Votes exceeding the number of members to be elected: 01 member of the Board of Directors, 01 member of the Supervisory Board
- Shareholder Nguyen Van A did not sign and clearly write his full name on the ballot; or
- Other cases specified in the Election Regulation.

