

**SOCIALIST REPUBLIC OF VIET NAM**

**Independence — Freedom — Happiness**

**CHARTER**  
**FORTUNE VIETNAM**  
**JOINT STOCK COMMERCIAL BANK**

(This Charter was adopted by the General Meeting of Shareholders pursuant to the  
Resolution of the meeting dated 28 April 2026)

**Year 2026**



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## INTRODUCTION

**FORTUNE VIETNAM JOINT STOCK COMMERCIAL BANK** (hereinafter referred to as LPBank) is a joint stock commercial bank entitled to carry out banking and other business activities in accordance with the law for the purpose of profits and contributing to the realization of the socio-economic objectives of the State of Vietnam.

LPBank's organization and activities are carried out in accordance with this Charter, the current regulations of the State Bank of Vietnam and other relevant provisions of the Law.

This Charter was adopted by the General Meeting of Shareholders on 28/04/2026 and shall take effect in accordance with Article 86 of this Charter.



**Chapter I**  
**GENERAL PROVISIONS**

**Section 1 – Interpretation of terms and abbreviations**

**Article 1. Interpretation of terms and abbreviations**

1. In this Charter, unless the context otherwise requires, the following terms shall be construed as follows:
- a) **LPBank** means Fortune Vietnam Joint Stock Commercial Bank;
  - b) **Operational area** means the geographical area stated in the License of the SBV in which LPBank is allowed to establish an operating network in accordance with the provisions of law;
  - c) **Charter capital** means the total par value of shares of LPBank that have been sold to shareholders;
  - d) **License** means the Establishment and Operation License of LPBank. Any document issued by the SBV regarding the amendment or supplementation of the License shall constitute an integral part of the License;
  - e) **Subsidiary of LPBank** means a company in one of the following cases:
    - (i) LPBank or LPBank together with its related persons, owns more than 50% (fifty percent) of the charter capital or more than 50% (fifty percent) of the voting share capital of such Company;
    - (ii) LPBank has the right to appoint the majority or all members of the BOD, Members' Council or the CEO (Director) of such Company;
    - (iii) LPBank has the right to amend and supplement the Charter of such Company;
    - (iv) LPBank or LPBank and its related persons directly or indirectly control the adoption of resolutions and decisions of the GMS, the BOD, and the Members' Council of such Company.
  - f) **Associate of LPBank** means a company in which LPBank or LPBank together with its related persons owns more than 11% (eleven percent) of the charter capital or more than 11% (eleven percent) of the voting share capital, but not a Subsidiary of LPBank;
  - g) **Shares** mean charter capital divided into equal parts;
  - h) **Dividend preference shares** mean shares that are entitled to dividends at a rate higher than that of ordinary shares or at a fixed annual rate;
  - i) **Stock** means a certificate issued by LPBank, book entry or electronic data confirming the ownership of one or more shares of LPBank;
  - j) **Dividend** means the profit after tax paid to each share in cash or other assets;
  - k) **Shareholder** means an individual or organization owning at least 01 (one) share of LPBank;
  - l) **Founding shareholder** means a shareholder participating in the approval and signing of the first Charter of LPBank;

- m) **Major shareholder** means a shareholder holding 5% (five percent) or more of the voting shares of LPBank, including shares held indirectly by such shareholder;
- n) **Indirect ownership** means the ownership by an organization or individual of the charter capital or share capital of LPBank through entrusted investment or through an enterprise in which such organization or individual owns more than 50% of the charter capital;
- o) **GMS** means the General Meeting of Shareholders;
- p) **BOD** means the Board of Directors;
- q) **BOS** means the Board of Supervisors;
- r) **Managers** include the Chairman of the BOD, members of the BOD, and the Chief Executive Officer (CEO);
- s) **Executives** include the CEO, Deputy CEOs, Chief Accountant, Branch Director and other positions as prescribed by the BOD of LPBank from time to time;
- t) **Related person** means an organization or individual that has a direct or indirect relationship with another organization or individual in one of the following cases:
  - (i) A Parent Company with its Subsidiary and vice versa; a Parent Company with a Subsidiary of its Subsidiary and vice versa; a credit institution with its Subsidiary and vice versa; a credit institution with a Subsidiary of its Subsidiary and vice versa; Subsidiaries of the same Parent Company or of the same credit institution; Subsidiaries of Subsidiaries of the same Parent Company or of the same credit institution; Managers, supervisors, members of the Board of Supervisors (BOS) of a parent company or a credit institution, and individuals or organizations having the authority to appoint such persons with Subsidiaries and vice versa;
  - (ii) A Company or credit institution with its managers, supervisors, members of the BOS, or with companies, organizations having the authority to appoint such persons, and vice versa;
  - (iii) A Company or credit institution with organizations or individuals owning 05% (five percent) or more of charter capital or voting share capital in the Company or credit institution and vice versa;
  - (iv) An individual with his/her spouse; biological parents, adoptive parents, stepfather, stepmother; parents-in-law; biological children, adopted children, stepchildren of the spouse; daughter-in-law, son-in-law; full siblings; half-siblings; brothers-in-law, sisters-in-law of the spouse; brothers-in-law, sisters-in-law through siblings sharing the same parents, the same father but different mothers, or the same mother but different fathers (hereinafter collectively referred to as wife, husband, father, mother, child, brother, sister); paternal and maternal grandparents; paternal and maternal grandchildren; paternal and maternal uncles and aunts and biological nephews and nieces;
  - (v) A company or credit institution with an individual having a relationship as prescribed in paragraph (iv) of this Clause with the manager, supervisor, member of the BOS, capital-contributing member, or shareholder owning 05% or more of



- the charter capital or voting share capital of such company or credit institution, and vice versa;
- (vi) An individual authorized to represent contributed capital for the organization or individual specified in paragraphs (i), (ii), (iii), (iv) and (v) of this Clause with authorizing organization and individual; individuals authorized to represent the contributed capital of the same organization with one another;
  - (vii) Other legal entities or individuals having relationships that potentially pose risks to the operations of a credit institution as determined in accordance with the internal regulations of the credit institution or at the written request of the SBV through inspection and supervisory activities on a case-by-case basis.
- u) **Law** means all laws, ordinances, decrees, regulations, circulars, decisions and other legal documents promulgated by Vietnamese State authorities of Vietnam from time to time related to banking activities;
  - v) **Legal documents of an individual** are one of the following documents: Identity Card, Citizen Identity Card, Passport, or other lawful personal identification papers;
  - w) **Legal documents of an organization** are one of the following documents: Decision on establishment, Enterprise Registration Certificate, or other equivalent documents;
  - x) **Contact address** means a physical address or an address of an electronic means (such as an email address, fax number, phone number, or other addresses as prescribed by LPBank from time to time);
  - y) **Law on Enterprises** is the Law on Enterprises No. 59/2020/QH14 and its amendments and supplements;
  - z) **Law on Credit Institutions** is the Law on Credit Institutions No. 32/2024/QH15 and its amendments and supplements;
  - dd) **Law on Securities** is the Law on Securities No. 54/2019/QH14 and its amendments and supplements;
  - ee) **Vietnam** is the Socialist Republic of Vietnam;
  - ff) **SBV** is the State Bank of Vietnam;
  - gg) **VSDC** is the Vietnam Securities Depository and Clearing Corporation;
  - hh) **Working days** in this Charter are understood as working days of LPBank, excluding weekends and public holidays as notified by LPBank.
2. In this Charter, any reference to any legal provision or legal document shall include any amendments thereto or legal documents replacing such provision or document.
  3. Headings (Chapters, Sections, and Articles of this Charter) are used for convenience of reference only and shall not affect the interpretation of this Charter.
  4. Terms not defined in this Charter shall be construed in accordance with the relevant provisions of applicable laws.

## **Section 2 – Information on LPBank, operational objectives, legal representative, seal, and operating network**

### **Article 2. Information on LPBank**

Fortune Vietnam Joint Stock Commercial Bank (formerly Lien Viet Joint Stock Commercial Bank) is allowed to establish and operate under the Establishment and Operation License No. 91/GP-NHNN dated March 28, 2008 issued by the SBV and its amendments, supplements and replacements. LPBank has:

1. Legal status in accordance with the laws of Vietnam.
2. Full name in Vietnamese:  
**NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN LỘC PHÁT VIỆT NAM**  
Full name in English:  
**FORTUNE VIETNAM JOINT STOCK COMMERCIAL BANK**  
Abbreviated name in English: **LPBank**  
Transaction name: **FORTUNE VIETNAM BANK**
3. Head office is located at: No. 8, Lane 1, Ton Duc Thang Street, Quarter 11, Hoa Lu Ward, Ninh Binh Province.  
Website : [www.lpbank.com.vn](http://www.lpbank.com.vn)
4. Organization and operation charter; administrative and regulatory agencies.
5. Separate accounts are opened at the SBV and domestic and foreign banks in accordance with regulations of the SBV.
6. Balance sheet of assets and funds are as prescribed by law.
7. Operational duration of LPBank is 99 (ninety-nine) years and may be extended based on the decision of the GMS and subject to the approval by the SBV.
8. Operating area: within the territory of the Socialist Republic of Vietnam. In addition, LPBank may operate in other countries and territories if permitted by the SBV and the competent authorities of the host country or territory.

### **Article 3. Objectives of LPBank**

1. LPBank's business areas are monetary and credit activities and the provision of financial, monetary, and banking services, etc. specified in LPBank's License, and in compliance with the provisions of the Law on Credit Institutions and other relevant current regulations of the law in order to serve customer segments in accordance with its established business strategy.
2. The objectives of LPBank are to build a typical retail bank holding a leading position domestically and regionally in terms of operation scale, market share, service quality, service style, and high business performance. On that basis, LPBank will actively contribute to the State budget, fulfill social responsibilities, contribute to the economic development of the country and bring the highest possible profits to shareholders.
3. Other objectives:



- a) Build LPBank to become a united and unanimous collective, striving for its continuous growth and development;
- b) Create stable employment for employees of LPBank;
- c) Other objectives in accordance with the provisions of law.

**Article 4. Legal Representative of LPBank**

1. LPBank shall have 01 (one) legal representative. The legal representative of LPBank shall be the Chairman of the BOD or the CEO of LPBank. The BOD shall decide on and implement changes to the legal representative from time to time.
2. The legal representative of LPBank shall exercise rights and perform obligations in accordance with applicable laws, this Charter, and the internal regulations of LPBank.
3. The legal representative of LPBank must reside in Vietnam. In case of absence from Vietnam, he/she must authorize in writing another person who is a Manager or Executive of LPBank residing in Vietnam to exercise his/her rights and perform his/her obligations. Such authorization shall be implemented in accordance with LPBank's internal regulations on authorization.

**Article 5. Seal**

1. The seal specimen of LPBank shall be decided by the BOD or delegated to another competent authority for decision in accordance with the provisions of law.
2. The engraving, registration, management, and use of the seal shall be carried out in accordance with LPBank's internal regulations.

**Article 6. Operational network of LPBank**

1. LPBank's operational network includes:
  - a) Branches, Representative Offices, Non-business Units, and Subsidiaries;
  - b) Transaction Offices;
  - c) Postal Transaction Offices;
  - d) Other units in accordance with the provisions of law.
2. Depending on the specific time, LPBank shall decide on the establishment of its operating network domestically and overseas in accordance with the provisions of law.

**Section 3 – Main activities of LPBank****Article 7. Basic activities**

1. Receive demand deposits, term deposits, savings deposits and other types of deposits.
2. Issue certificates of deposit.
3. Grant credit in the following forms:
  - a) Loan;
  - b) Discounting and rediscounting;
  - c) Bank guarantee;

- d) Issuance of credit cards;
  - e) Domestic factoring or international factoring when LPBank is authorized to make international payments;
  - f) Letter of credit;
  - g) Other forms of credit extension as prescribed by the Governor of the SBV.
- 4. Open payment accounts for customers.
  - 5. Provide payment instruments.
  - 6. Provide payment services through accounts, including:
    - a) Provision of domestic payment services including cheque, payment orders, payment mandates, collection orders, collection mandates, fund transfers, bank cards, collection and disbursement services;
    - b) Provision of international payment services upon written approval of the SBV and other payment services as prescribed by the Governor of the SBV.

#### **Article 8. Borrowing, deposits, and trading in valuable papers**

- 1. LPBank may borrow funds from the SBV in the form of refinancing in accordance with the law.
- 2. LPBank may purchase and sell valuable papers with the SBV in accordance with the law.
- 3. LPBank may lend to, borrow from, place deposits with, receive deposits from, and purchase or sell valuable papers on a term basis with credit institutions and foreign bank branches in accordance with the regulations of the Governor of the SBV.
- 4. LPBank may borrow foreign loans in accordance with the law.

#### **Article 9. Account opening**

- 1. LPBank must open a payment account at the SBV and maintain the required reserve balance in such account.
- 2. LPBank may open payment accounts with credit institutions authorized to provide payment services through accounts.
- 3. LPBank may open payment accounts overseas in accordance with the laws on foreign exchange.

#### **Article 10. Organization and participation in payment systems**

- 1. LPBank may organize internal payment and participate in the national inter-bank payment system and other legal domestic payment systems.
- 2. LPBank is allowed to join the international payment system after satisfying the conditions prescribed by law and upon written approval of the SBV.

#### **Article 11. Capital contribution and share purchase**

- 1. LPBank may only use its charter capital and reserve fund to contribute capital and purchase shares as prescribed in Clauses 2, 3, 4, and 8 of this Article.



2. LPBank must establish or acquire Subsidiaries and Associates to carry out the following business activities:
  - a) Underwriting of securities issuance, securities brokerage; management and distribution of securities investment fund certificates; management of securities portfolio and purchase and sale of stocks;
  - b) Financial leasing;
  - c) Insurance.
3. LPBank is allowed to establish and acquire Subsidiaries and Associates operating in the fields of debt management and asset exploitation, remittances, foreign exchange, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information.
4. LPBank may contribute capital or purchase shares of enterprises operating in the following fields:
  - a) Insurance, securities, remittances, gold, factoring, credit card issuance, consumer credit, payment intermediary services, and credit information;
  - b) Other fields not specified in Point a of this Clause, subject to prior written approval of the SBV.
5. LPBank shall establish or acquire Subsidiaries or Associates as prescribed in Clauses 2 and 3 of this Article upon obtaining prior written approval from the SBV.
6. The conditions, dossiers, and procedures for approval of the establishment or acquisition of Subsidiaries or Associates and for capital contribution or share purchase by LPBank; the conditions for capital increases in Subsidiaries and Associates of LPBank; and the operations of Subsidiaries and Associates of LPBank in the field of debt management and asset exploitation shall be carried out in accordance with the relevant provisions of law.
7. LPBank shall establish Subsidiaries and Associates in accordance with the relevant provisions of law.
8. LPBank and its Subsidiaries may purchase and hold stocks of other credit institutions with the conditions and within the limits prescribed by the SBV.

**Article 12. Foreign exchange business, provision of foreign exchange services and derivative products**

1. After obtaining written approval from the SBV, LPBank may conduct business and provide services to domestic and foreign customers in respect of the following services and products:
  - a) Foreign exchange;
  - b) Derivatives on interest rates, foreign exchange, currencies and other financial assets;
  - c) Commodity price derivatives.
2. The SBV shall regulate the scope of foreign exchange business; provision of foreign exchange services; trading and provision of derivative products; and conditions, dossiers and procedures for approving foreign exchange business; trading and provision of derivative products of LPBank.

3. LPBank's foreign exchange business and provision of foreign exchange services to customers shall comply with the provisions of the laws on foreign exchange.

## **Article 13. Entrustment, agency and agency assignment operations of LPBank**

1. LPBank shall have the right to entrust, accept entrustment, act as an agent in banking activities, and act as a payment agent in accordance with the regulations of the Governor of the SBV.
2. LPBank may conduct insurance agency activities in accordance with the laws on insurance business, consistent with the scope of insurance agency activities as prescribed by the Governor of the SBV.

## **Article 14. Other business activities of LPBank**

1. LPBank may conduct the following other business activities in accordance with the regulations of the Governor of the SBV:
  - a) Cash management services; treasury services for credit institutions and foreign bank branches; asset safekeeping services; and safe deposit box and vault rental services;
  - b) Provision of money transfer services, collection and disbursement services, and other payment services not conducted through accounts;
  - c) Purchase and sale of SBV bills and corporate bonds; purchase and sale of other valuable papers, except for the purchase and sale of valuable papers as specified in Point a, Clause 2 of this Article;
  - d) Money brokerage services;
  - e) Gold trading;
  - f) Other services related to factoring and letters of credit;
  - g) Consultancy services on banking operations and other business activities as stipulated in the License;
  - h) Investment in Government Bond futures contracts.
2. LPBank may conduct the following other business activities in accordance with the relevant provisions of law:
  - a) Purchase and sale of Government debt instruments, Government-guaranteed bonds, and local government bonds;
  - b) Issuance of bonds;
  - c) Securities depository services;
  - d) Custodian banking services;
  - e) Acting as an agent for the management of collateral for lenders that are international financial institutions, foreign credit institutions, credit institutions, and foreign bank branches;
  - f) Provision of clearing and settlement services for securities transactions.
3. LPBank may conduct other business activities related to banking operations in addition to those specified in Clauses 1 and 2 of this Article in accordance with the provisions of law.



**Article 15. Real estate business**

LPBank is not allowed to do real estate business, except in the following cases:

1. Purchase, invest in, and own real estate to use as a business headquarters, a working place or a warehouse facility directly serving LPBank's professional activities.
2. Lease part of the unused business headquarters, owned by LPBank.
3. Hold real estate due to debt settlement in accordance with the provisions of law.

**Article 16. Restrictions to ensure operational safety**

In the course of its operations, LPBank shall comply with regulations on restrictions to ensure operational safety as prescribed by the Law on Credit Institutions and other relevant provisions of law.

**Chapter II****CHARTER CAPITAL, SHARES, STOCKS, AND BONDS****Section 1 – Charter capital****Article 17. Charter capital**

1. The charter capital at the time of adoption of this Charter is VND 29,872,821,000,000 (in words: Twenty-nine trillion eight hundred seventy-two billion eight hundred twenty-one million Vietnamese Dong)
2. The charter capital of LPBank may be adjusted from time to time in accordance with regulations of the SBV and applicable laws on changes to charter capital. The new charter capital, once registered in accordance with the law, shall be deemed an amendment and supplement to this Article.
3. Charter capital is accounted in Vietnamese dong (VND).
4. In the course of operation, LPBank must ensure that the actual charter capital is not lower than the legal capital as prescribed by law.
5. LPBank's charter capital is used for the appropriate purposes in accordance with the provisions of law.

**Article 18. Change of charter capital**

1. The change of LPBank's charter capital (increase or decrease) must be done on the basis of the decision of the GMS and must be approved in writing by the SBV prior to the implementation of such change in accordance with the provisions of law.
2. LPBank's charter capital can be increased from the following sources:
  - a) Reserve fund for supplementing charter capital; Equity surplus fund; retained earnings and other funds as prescribed by law;
  - b) Public offering of shares or private placement of shares in accordance with the provisions of law;
  - c) Conversion of convertible bonds into ordinary stocks;
  - d) Additional capital contributions by shareholders;

- e) Other sources as prescribed by law.
- 3. LPBank's charter capital may be decreased in the following cases:
  - a) LPBank redeems and cancels treasury shares with a par value corresponding to the amount of capital expected to be adjusted;
  - b) LPBank recovers and cancels treasury shares with par value corresponding to the amount of capital expected to be adjusted;
  - c) Other forms as decided by the GMS in accordance with the provisions of law.Any decrease of LPBank's charter capital must not be lower than LPBank's legal capital as prescribed by law.
- 4. The order, procedures, and dossiers for obtaining approval for changes to charter capital shall be implemented in accordance with the regulations of the SBV and relevant laws.
- 5. After obtaining approval from the SBV for the new charter capital, LPBank shall:
  - a) Amend and supplement this Charter in accordance with the approved changes;
  - b) Disclose the contents of such changes through information media in accordance with the provisions of law.

## **Section 2 – Shares, Stocks, and Bonds**

### **Article 19. Shares**

- 1. Each share of LPBank has a par value of VND 10,000 (ten thousand) Vietnamese Dong.
- 2. At the time of adoption of this Charter, all shares of LPBank are ordinary shares, and all shareholders of LPBank are ordinary shareholders.
- 3. LPBank may issue preference shares or preference shares with warrants upon approval by the GMS and in compliance with the provisions of law.
- 4. Each share of the same class confers equal rights, obligations, and interests on its holder.
- 5. The purchase, sale, and transfer of shares by shareholders shall be carried out in accordance with relevant laws.

### **Article 20. Share ownership rate**

- 1. An individual shareholder shall not own more than 05% (five percent) of LPBank's charter capital.
- 2. An institutional shareholder shall not own more than 10% (ten percent) of LPBank's charter capital.
- 3. A shareholder and its related persons shall not own more than 15% (fifteen percent) of LPBank's charter. A major shareholder of LPBank and its related persons shall not own 05% or more of the charter capital of another credit institution.
- 4. The provisions in Clauses 2 and 3 of this Article shall not apply to the following cases:
  - a) Ownership of shares in subsidiaries and associates of LPBank as prescribed in Clauses 2 and 3, Article 11 of this Charter;
  - b) Share ownership by foreign investors as prescribed in Clause 6 of this Article.



5. The ownership ratios prescribed in Clauses 1, 2, and 3 of this Article shall include indirect share ownership. The ownership ratio prescribed in Clause 3 of this Article shall also include shares entrusted by a shareholder to other organizations or individuals for purchase, and shall exclude share ownership by related persons being subsidiaries of such shareholder as prescribed in paragraph (i), Point t, Clause 1, Article 1 of this Charter.
6. The conditions, procedures, total maximum shareholding ratio of foreign investors, the maximum shareholding ratio of a foreign institutional investor, and the maximum shareholding ratio of a foreign investor and its related persons in LPBank shall be implemented in accordance with relevant prevailing laws. From time to time, the GMS shall decide on adjustments to the total maximum shareholding ratio of foreign investors, the maximum shareholding ratio of a foreign institutional investor, and the maximum shareholding ratio of a foreign investor and its related persons in LPBank in compliance with the provisions of law. At the time of adoption of this Charter, the maximum foreign ownership ratio in LPBank is 05% of the charter capital.
7. In cases where organizations or individuals hold convertible bonds, upon conversion of such bonds into stocks, they must comply with the share ownership limits prescribed in this Article and other relevant provisions of law.

#### **Article 21. Offering and transfer of shares**

1. The offering and transfer of shares shall be carried out as follows:
  - a) The BOD shall decide on the time, method and offer price of shares in the number of shares authorized for offering. The offer price of shares must not be lower than the market price at the time of offering or the value recorded in the books of the shares at the latest time, except for the following cases:
    - (i) Shares offered for the first time to persons who are not founding shareholders;
    - (ii) Shares offered to all shareholders in proportion to their existing shares in LPBank;
    - (iii) Shares offered to brokers or guarantors. In this case, the specific discount amount or discount rate must be approved by the GMS.
  - b) In case LPBank issues additional ordinary shares and offers such shares to all ordinary shareholders in proportion to their existing shares at LPBank, the following provisions shall apply:
    - (i) LPBank shall disclose information before offering shares in accordance with the laws on public offering of securities and carry out other procedures for the offering in accordance with the Law on Enterprises;
    - (ii) Shareholders shall have the right to transfer their priority rights to purchase shares to other persons;
    - (iii) In case the number of shares intended to be issued is not fully subscribed by shareholders and the transferees of the priority rights to purchase, the remaining shares to be issued will be managed by the BOD. The BOD may distribute such shares to shareholders of LPBank or others in a reasonable manner with conditions

not more favorable than those offered to shareholders, unless otherwise approved by the GMS or shares are sold through the Stock Exchange.

- c) Shares are considered to have been sold when fully paid and the information of full name, contact address, nationality, legal document number of individual purchasers; name, enterprise code or legal document number of the organization, head office address for institutional purchasers; the number of shares of each class; the date of registration of shares is correctly and fully recorded in the Register of Securities Holders; from that time, the purchaser of shares becomes a shareholder of LPBank;
  - d) After the shares are sold, LPBank must issue and hand over a certificate of share ownership to the purchaser for undeposited shares, or the information of shareholders mentioned in point c of this Clause is recorded in the Register of Securities Holders managed by VSDC is sufficient to attest to that shareholder's ownership of shares in LPBank. For deposited shares, the stocks will be directly recorded into the securities depository account at VSDC as registered by the shareholders;
  - e) Conditions, methods and procedures for the public offering of shares shall comply with the laws on securities.
2. An individual shareholder, or an institutional shareholder whose capital contribution representative (excluding the State's capital contribution representative) at LPBank is a member of the BOD, a member of the BOS, or the CEO of LPBank, shall not transfer its shares during the term of holding such position.
3. During the time of handling consequences arising from personal liability in accordance with resolutions or decisions of the GMS or decisions of the SBV, members of the BOD, members of the BOS, and the CEO may not transfer shares, except in one of the following cases:
  - a) A member of the BOD, a member of the BOS, or the CEO acts as an authorized representative of an institutional shareholder that is subject to merger, consolidation, division, separation, dissolution, or bankruptcy in accordance with the provisions of law;
  - b) A member of the BOD, a member of the BOS, or the CEO is compelled to transfer shares pursuant to a Court judgment or decision that has taken legal effect;
  - c) A member of the BOD, a member of the BOS, or the CEO transfers shares to another investor for the purpose of implementing an approved recovery plan, plan for transfer of the entire contributed capital, or compulsory transfer plan.
4. The purchase or transfer of shares that results in becoming a major shareholder must be approved in writing by the SBV prior to the transfer.
5. After listing, the management, issuance, and transfer of LPBank's shares shall be conducted in accordance with the laws on securities and the securities market. LPBank must comply with the regulations on listing and share issuance at the Stock Exchange in accordance with the regulations of the SBV, the State Securities Commission, this Charter, and other relevant provisions of applicable law.



## Article 22. Redemption of shares

1. LPBank may only redeem shares from shareholders if, after paying the full amount corresponding to the redeemed shares, while maintaining the safety ratios in LPBank's operations, the actual value of the charter capital does not decrease lower than the legal capital in accordance with the law.
2. LPBank's redemption of its own shares shall satisfy the following conditions:
  - a) There is a resolution of the GMS approving the share redemption for the purpose of reducing charter capital and the redemption plan, clearly specifying the number of shares, implementation timeline, and principles for determining the redemption price;
  - b) There are sufficient funds for the share redemption from the following sources: share premium, development investment fund, undistributed after-tax profits, and other equity funds permitted to be used for charter capital supplementation in accordance with applicable laws;
  - c) A securities company is appointed to execute the transaction;
  - d) The conditions prescribed by law are satisfied in cases where LPBank operates in conditional business lines;
  - e) It does not fall under any of the following cases:
    - (i) LPBank has overdue liabilities based on the most recent audited annual financial statements; if the expected share redemption date is more than 06 months after the end of the fiscal year, overdue liabilities shall be determined based on the most recent audited or reviewed semi-annual financial statements, unless otherwise exempted or provided by law;
    - (ii) LPBank is in the process of offering or issuing shares to raise additional capital, unless otherwise exempted or provided by law;
    - (iii) LPBank's shares are subject to a public tender offer, unless otherwise exempted or provided by law;
    - (iv) LPBank has redeemed its own shares within 06 months from the date of reporting the redemption results, or has just completed a share offering or issuance to increase capital within 06 months from the completion date of such offering or issuance, unless otherwise exempted or provided by law;
3. Except for redemption of shares corresponding to ownership ratio in LPBank, redemption pursuant to a legally effective court judgment or arbitral award, or redemption via matched-order trading, LPBank shall not redeem shares from the following subjects:
  - (i) Internal persons and related persons of internal persons as defined under the Law on Securities;
  - (ii) Shareholders holding shares subject to transfer restrictions under applicable laws and this Charter;
  - (iii) Major shareholders of LPBank.
4. Share redemption at the request of shareholders:
  - a) A shareholder who votes against a resolution on the reorganization of LPBank or change in the rights and obligations of shareholders specified in this Charter shall have the right

to request LPBank to redeem his/her shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for requesting LPBank to redeem. The request must be sent to LPBank within 10 (ten) working days from the date the GMS passes a decision on the issues specified in this Clause;

- b) LPBank must redeem shares as requested under Point (a) of this Clause at market price or at a price agreed by both parties within 90 (ninety) days from receipt of the request. If the price cannot be agreed upon, the shareholder may sell the shares to another person or the parties may request a valuation organization to conduct valuation. LPBank recommends at least three valuation organizations for the shareholder to select, and such selection shall be final.
5. LPBank may redeem shares from employees in accordance with its regulations on employee share issuance, redeem odd-lot shares under dividend share issuance plans, or redeem shares issued from equity capital in accordance with applicable laws.
6. Share redemption under Clauses 4 and 5 of this Article shall be exempt from the conditions specified in Points a, b, c, and d of Clause 2 of this Article.
7. After full payment for the redeemed shares, if the total value of assets recorded in LPBank's accounting books decreases by more than 10%, LPBank must notify all creditors within 15 (fifteen) days from the date of completion of payment for the redeemed shares.
8. Procedures for share redemption, payment conditions, handling of redeemed shares, reduction of charter capital (if required by law), reporting of redemption results, and disclosure of information shall comply with the Law on Securities and LPBank's internal regulations from time to time.

#### **Article 23. Inheritance of shares**

1. In the event of a shareholder's death, the settlement of the shareholder's rights and obligations shall be carried out in accordance with inheritance laws.
2. After presenting all legal documents proving lawful inheritance rights and completing procedures in accordance with inheritance laws, the heir shall receive the inherited shares in accordance with the law and become a shareholder of LPBank, and shall enjoy the rights and obligations of the inherited shareholder in accordance with this Charter and relevant laws.
3. The heir of shares held by members of the BOD, members of the BOS, Managers, and other titles at LPBank may own the shares and become a shareholder of LPBank; however, they shall not inherit the right to serve as a member of the BOD, member of the BOS, Manager, or other titles at LPBank.

#### **Article 24. Stock**

1. Stocks of LPBank are securities confirming the legal rights and interests of the owners to a portion of LPBank's share capital. Stocks may be book entries or electronic data. LPBank's stocks are listed on the Vietnam Stock Exchange and centrally registered at VSDC.



2. In case there is an error in the content and form of stocks issued by LPBank, the rights and interests of its owners will not be affected. The legal representative of LPBank is responsible for the damage caused by such errors to LPBank.
3. In case the stocks are lost, damaged or otherwise destroyed, the stocks shall be re-issued by LPBank to the shareholder at the request of such shareholder. The shareholder's proposal must contain the following contents:
  - a) Information about stocks that have been lost, damaged or otherwise destroyed;
  - b) Commitment to be responsible for disputes arising from the re-issuance of new stocks.
4. LPBank's stocks shall not be used as a pledge at LPBank itself.
5. In case stocks are issued in the form of certificates, LPBank shall issue stocks to shareholders within 30 (thirty) days from the date on which shareholders fully pay for the subscribed stocks.

## **Article 25. Register of Securities Holders and establishment of the list of shareholders**

1. Register of Securities Holders:
  - a) All securities of LPBank shall be registered and centrally deposited at VSDC;
  - b) LPBank shall register information relating to LPBank, its securities, and securities holders with VSDC;
  - c) The register of securities holders shall be established and maintained at VSDC. Hard copies and electronic copies of the shareholder lists provided at specific times at the request of LPBank shall be kept at LPBank's head office. Shareholders shall have the right to inspect, search, extract, or copy the names and contact addresses of shareholders contained in such shareholder lists;
  - d) In the event a shareholder changes his/her contact address, such shareholder must promptly notify LPBank or the relevant entities authorized to update information for registration and updating with VSDC. LPBank shall not be liable for any failure to contact a shareholder due to the shareholder's failure to notify changes to his/her contact address;
  - e) LPBank shall promptly update changes of shareholders in the list of shareholders at the request of relevant shareholders in accordance with VSDC's regulations from time to time.
2. Establishment of the list of shareholders:
  - a) The BOD shall specify the time to establish a list of shareholders entitled to shareholder's rights and must ensure that shareholders have enough time to register changes relating to their personal information and the number of shares that they own with LPBank before the above time;
  - b) The share transfer transactions arise from the date of closing the list of shareholders to the date the shareholder's rights are exercised, the transferor shall be the person entitled to such shareholders' rights.

**Article 26. Issuance of Bonds**

1. LPBank has the right to issue bonds, convertible bonds, bonds with warrants and other types of bonds in accordance with the Law on Credit Institutions, the Law on Securities and other relevant provisions of law;
2. The GMS shall have the authority to approve plans for the issuance of convertible bonds and bonds with warrants;
3. The BOD shall have the authority to decide on plans for the issuance of domestic bonds and bonds offered overseas, except for bond issuance plans falling under the authority of the GMS as prescribed in Point b of this Clause;
4. The authority to decide on the listing of bonds shall comply with the provisions of law.

**Chapter V****ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE OF LPBANK****Section 1 – Organizational and management structure and executive apparatus****Article 27. Organizational and management structure and executive apparatus of LPBank**

1. The organizational and management structure of LPBank includes:
  - a) GMS;
  - b) BOD;
  - c) BOS;
  - d) CEO.
2. The executive apparatus of LPBank includes:
  - a) CEO;
  - b) Deputy CEOs;
  - c) Chief Accountant;
  - d) Other units and individuals as decided by the BOD.

**Section 2 – Shareholders and General Meeting of Shareholders****Article 28. Shareholders**

1. A shareholder is an individual or organization that owns at least one share of LPBank, and has rights and obligations corresponding to the number and class of shares held.
2. LPBank shall have at least 100 (one hundred) shareholders and there is no maximum limit on the number of shareholders. Among them, there must be both institutional shareholders and individual shareholders in accordance with the regulations of the SBV. The shareholding ratio of shareholders shall comply with applicable laws and this Charter.
3. The appointment of an authorized representative by an institutional shareholder at LPBank shall be carried out in accordance with LPBank's regulations and the laws.

**Article 29. Rights of LPBank's shareholders**

1. Ordinary shareholders shall have the following rights:



- a) Attend and express opinions in meetings of the GMS and exercise the right to vote directly or through an authorized representative; each ordinary share has one vote;
  - b) Receive dividends according to the resolutions of the GMS;
  - c) Be given priority to purchase new shares in proportion to the percentage of ordinary shares of each shareholder in LPBank;
  - d) Transfer their shares and rights to purchase shares to other shareholders of LPBank or to other organizations or individuals in accordance with law and this Charter;
  - e) Review, search and extract information regarding names and contact addresses in the list of shareholders with voting rights, and request correction of inaccurate personal information;
  - f) Review, search, extract or copy the Charter of LPBank, the book of minutes of the GMS and the resolutions of the GMS;
  - g) Authorize in writing others to perform their rights and obligations; the authorized person may not stand for election in his/her own capacity. Authorize in writing another person to directly attend the GMS in accordance with the provisions of law and under the guidance of the BOD;
  - h) Receive a portion of the remaining assets in proportion to the number of shares owned at LPBank when LPBank is dissolved or goes bankrupt in accordance with the laws on dissolution and bankruptcy;
  - i) Nominate or recommend candidates for election to the BOD and the BOS in accordance with the provisions of LPBank's Charter or the provisions of law. The list of candidates must be submitted to the BOD within the time limit prescribed by the BOD.
  - j) Other rights as prescribed by law and this Charter.
2. Shareholders or group of shareholders owning 05% (five percent) of the total number of ordinary shares or more shall have the following rights:
- a) Review, search, extract the number of minutes and resolutions, decisions of the BOD, semi-annual and annual financial statements, reports of the BOS, contracts, transactions that must be approved by the BOD and other documents, except documents related to trade secrets or business secrets of LPBank;
  - b) Request the convening of a GMS in the event that the BOD seriously violates shareholders' rights, the obligations of managers, or issues decisions beyond its delegated authority;
  - c) Request the BOS to examine each specific issue related to the management and operation of LPBank when it deems it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal paper number of the individual for individual shareholders; name, enterprise code or legal paper number of the organization, the head office address for institutional shareholders; the number of shares and the time of registration of shares of each shareholder, the total number of

shares of the whole group of shareholders and the percentage of ownership in the total shares of LPBank; the issues to be checked and the purpose of checking;

- d) Nominate candidates for the BOD and the BOS;
  - e) Other rights as prescribed by law and this Charter.
3. Institutional shareholders have the right to appoint one or a number of authorized representatives to exercise their shareholder rights in accordance with the provisions of law; in case more than one authorized representative is appointed, the number of shares and votes of each representative must be specified. The appointment, termination or change of an authorized representative must be notified in writing to LPBank as soon as possible and takes effect only from the date of receipt of the document by LPBank. The notice must contain the following principal contents:
- a) Name, enterprise code, and head office address of the shareholder;
  - b) Number of authorized representatives and the respective share ownership ratio of each authorized representative;
  - c) Full name, contact address, nationality, legal paper number of each authorized representative;
  - d) Corresponding authorization period of each authorized representative, stating the date of commencement of representation;
  - e) Full name and signature of the authorized representative and the legal representative of the shareholder.
4. A shareholders or group of shareholders owning 05% or more of the total number of ordinary shares shall have the right to nominate candidates for the BOD and BOS. The nomination of candidates for the BOD and the BOS shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates for the BOD and the BOS must notify the group meeting to the attending shareholders before the opening of the GMS;
  - b) A shareholder or group of shareholders holding from 05% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 20% may nominate up to two (02) candidates; from 20% to less than 30% may nominate up to three (03) candidates; from 30% to less than 40% may nominate up to four (04) candidates; from 40% to less than 50% may nominate up to five (05) candidates; from 50% to less than 60% may nominate up to six (06) candidates; from 60% to less than 70% may nominate up to seven (07) candidates; from 70% to less than 80% may nominate up to eight (08) candidates; and from 80% to less than 90% may nominate up to nine (09) candidates.
- In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining number of candidates shall be nominated by the BOD, BOS and other shareholders.
5. Dividend preference shareholders have the following rights:
- a) Receive dividends at the rate prescribed by LPBank from time to time;



- b) Receive back part of the remaining assets in proportion to the number of shares contributed as capital to LPBank, after LPBank has paid off all debts, when LPBank is dissolved or goes bankrupt;
- c) Other rights as ordinary shareholders, except the right to vote, attend the GMS, or nominate candidates for the BOD and the BOS (Shareholders who own dividend preference shares do not have the right to vote, attend the GMS, or nominate people to the BOD and the BOS if they do not fall into the cases specified in Clause 6, Article 148 of the Law on Enterprises).

### **Article 30. Obligations of LPBank's shareholders**

- 1. Ordinary shareholders shall perform the following obligations:
  - a) Fully pay the amount corresponding to the number of shares committed to purchase within the time limit specified by LPBank; be liable for LPBank's debts and other property obligations to the extent of the capital contributed to LPBank;
  - b) Do not withdraw the contributed share capital from LPBank in any form leading to a decrease in the charter capital of LPBank, except for the case that LPBank or another person redeems shares in accordance with the provisions of law and this Charter. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in LPBank must be jointly responsible for the debts and other property obligations within the value of the shares that have been withdrawn;
  - c) Take responsibility before the law for the legality of the source of capital used for capital contribution, purchase, or receipt of transferred shares in LPBank; do not use capital sources provided by credit institutions or foreign bank branches, or capital raised from the issuance of corporate bonds, to purchase or receive transfer of LPBank's shares; do not contribute capital or purchase shares of LPBank in the name of other individuals or legal entities in any form, except in the case of entrustment as prescribed by law;
  - d) Comply with the Charter and internal management regulations of LPBank;
  - e) Comply with resolutions and decisions of the GMS and the BOD;
  - f) Provide accurate personal information when registering to purchase shares. Notify immediately when there is a change of registered information.
  - g) Ordinary shareholders must be personally responsible when acting on behalf of LPBank in any form to perform one of the following acts:
    - (i) Violating the law;
    - (ii) Conducting business and other transactions for personal gain or to serve the interests of other organizations and individuals;
    - (iii) Making payment of undue debts before possible financial risk to LPBank.
  - h) Keep confidentiality of information provided by LPBank in accordance with this Charter and the law; only use the information provided to exercise and protect their legitimate

rights and interests; it is strictly forbidden to distribute, copy or send information provided by LPBank to other organizations and individuals;

- i) Perform other obligations in accordance with the Law on Enterprises and this Charter.
2. Shareholders who receive investment entrustment for other organizations or individuals must provide information about the actual owner of the number of shares in which they receive investment entrustment; if information is not provided to LPBank, in the event that LPBank discovers the actual owner, LPBank has the right to suspend shareholder rights related to the number of shares whose actual owners are not made public.

### **Article 31. General meeting of shareholders**

1. The GMS consists of all shareholders with voting rights, and is the highest decision-making body of LPBank.
2. The GMS has the following rights and duties:
  - a) Approve the development orientation of LPBank;
  - b) Approve the Charter of LPBank and any amendments or supplements thereto;
  - c) Approve regulations on organization and operation of the BOD and BOS;
  - d) Decide on the number of members of the BOD and the BOS for each term; elect, exempt, dismiss, additionally elect or replace members of the BOD, members of the BOS in accordance with the standards and conditions prescribed by the Law on Credit Institutions and this Charter;
  - e) Decide the remuneration, bonus and other benefits for members of the BOD, members of the BOS and the operation budget of the BOD and BOS;
  - f) Consider and handle, according to its competence, violations of the BOD and the BOS, which cause damage to LPBank and its shareholders;
  - g) Decide on the organizational structure and management apparatus of LPBank;
  - h) Approve the plan to change the charter capital; approve the plan to offer shares, including the class of shares and the number of new shares to be offered for sale;
  - i) Approve the plan to redeem sold shares;
  - j) Approve the plan to issue convertible bonds and bonds with warrants;
  - k) Approve annual financial statements; and profit distribution plan after fulfilling tax obligations and other financial obligations of LPBank;
  - l) Approve the report of the BOD and the BOS on the performance of assigned tasks and powers;
  - m) Decide on the establishment of or conversion of legal forms of commercial presence overseas, and the establishment of subsidiaries of LPBank;
  - n) Approve LPBank's plan for capital contribution or the purchase and sale of shares in other enterprises or credit institutions, where the contributed capital, the intended purchase price, or the book value in case of sale of share or contributed capital represents 20% (twenty percent) or more of the LPBank's charter capital as recorded in the most recent audited financial statements;



- o) Approve LPBank's decision on investment, purchase, or sale of fixed assets, where the investment amount, the intended purchase price, or the original cost in case of sale of fixed assets represents 20% (twenty percent) or more of the Bank's charter capital as recorded in the most recent audited financial statements;
  - p) Approve contracts and other transactions with a value of 20% (twenty percent) or more of LPBank's charter capital as recorded in the most recent audited financial statements between LPBank and any member of the BOD, member of the BOS, CEO, major shareholder, related party of manager, member of the BOS, major shareholder of LPBank; or with LPBank's Subsidiaries or Associates, except in cases where LPBank is implementing a compulsory transfer plan;
  - q) Decide on the division, separation, consolidation, merger, transformation of legal forms, dissolution or request the Court to open bankruptcy proceedings;
  - r) Decide on solutions to overcome major financial fluctuations of LPBank;
  - s) Designate an independent audit firm or approve the list of independent audit firms and authorize the BOD to decide on selection of an independent audit firm to inspect LPBank's operations, and dismiss independent auditors when deemed necessary;
  - t) Approve the proposed remedial plan in case of early intervention;
  - u) Other rights and duties as prescribed in this Charter and the provisions of relevant laws.
3. The Annual GMS shall discuss and approve at least the issues specified at Points k and l, Clause 2 of this Article and other issues under its authority as prescribed in this Charter.

**Article 32. Authority to convene the General Meeting of Shareholders**

1. The GMS holds an annual meeting once a year. In addition to the annual meeting, the GMS may be convened on an extraordinary basis. The venue of the GMS must be in the territory of Vietnam. In case the GMS is held at the same time at many different locations, the venue of the GMS shall be determined as the place where the chairperson attends the meeting.
2. Form of meeting of the GMS: The convener of the meeting may decide to choose one of the following forms of the GMS: Directly (traditional form of meeting); Online; Combination of online and face-to-face meetings.
- For the form of face-to-face, online and face-to-face meetings: (i) Comply with the Regulation on Organization of the GMS online and electronic voting; (ii) The meeting convener is entitled to actively decide on the application and means of implementation; (iii) Methods and instructions for shareholders to attend the meeting and vote must be sent to shareholders together with the Notice of Meeting Invitation.
3. The GMS must hold an annual meeting within 4 (four) months from the end of the financial year. The BOD may decide to extend the annual GMS in case of necessity, but not exceeding 06 (six) months from the end of the financial year. The Annual GMS shall discuss and approve the following issues:
- a) Annual financial statements and annual business plan of LPBank;

- b) Report of the BOD on the governance and performance of the BOD and each member of the BOD;
- c) Report of the BOS on LPBank's business results and the performance of the BOD and the CEO;
- d) Report on self-assessment of performance of the BOS and each member of the BOS;
- e) Dividend rate for each share of each class;
- f) Other matters within the competence.

At the end of the financial year, the BOD and the BOS prepare relevant reports and documents; ensure that LPBank's Income Statements, Financial Statements, and Reports on assessment of management and administration of LPBank must be available at the head office of LPBank at least 10 days before the opening of the annual GMS.

4. The GMS holds an extraordinary meeting at the meeting of the BOD in the following cases:
  - a) The BOD considers it necessary for the benefit of LPBank;
  - b) The number of remaining members of the BOD and the BOS is less than the minimum number of members as prescribed by law;
  - c) At the request of a shareholder or a group of shareholders holding more than 10% of the total number of ordinary shares;
  - d) At the request of the BOS;
  - e) Other cases as prescribed by law.
5. The BOD must convene the GMS within 30 (thirty) days from the date on which the number of remaining members of the BOD and BOS is as specified at Point b or the request is received as prescribed at Points c and d, Clause 4 of this Article.

In case the BOD does not convene the GMS as prescribed, the Chairman and the members of the BOD shall be responsible before the law and must compensate for any damage incurred to LPBank.
6. In case the BOD does not convene the GMS as prescribed in Clause 5 of this Article, within the next 30 (thirty) days, the BOS will replace the BOD to convene the GMS in accordance with the provisions of the Law on Enterprises and this Charter.

In case the BOS fails to convene the GMS as prescribed, the BOS shall be responsible before the law and compensate for any damage incurred to LPBank.
7. In case the BOS fails to convene the GMS as prescribed in Clause 6 of this Article, the shareholder or group of shareholders as prescribed by law has the right to replace the BOD and the BOS to convene the GMS in accordance with the provisions of law and this Charter.
8. The convener must perform the following tasks to organize the GMS:
  - a) Make a list of shareholders entitled to attend the meeting;
  - b) Provide information and settle complaints related to the list of shareholders;
  - c) Prepare agenda and contents of the meeting;
  - d) Prepare documents for the meeting;



- e) Draft resolutions of the GMS according to the proposed contents of the meeting; list and details of candidates in case of election of members of the BOD and members of the BOS;
  - f) Determine the time and venue of the meeting;
  - g) Send the notice of meeting invitation to each shareholder entitled to attend the meeting;
  - h) Other tasks serving the meeting.
9. Expenses for convening and conducting the GMS as prescribed in Clauses 5, 6 and 7 of this Article will be reimbursed by LPBank.
10. In addition, the BOD must convene an extraordinary GMS at the request of the SBV. In case of an event affecting the safety of LPBank's operations, the SBV has the right to request LPBank's BOD to convene an extraordinary GMS and decide on the content requested by the SBV.

**Article 33. List of shareholders entitled to attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend the GMS shall be made based on the Register of Securities Holders of LPBank. The list of shareholders entitled to attend the GMS shall be prepared no later than 10 (ten) days before the date of sending the invitation letter to the GMS.
2. The list of shareholders entitled to attend the GMS shall contain the full name, contact address, nationality, legal paper number of the individual for individual shareholders; name, enterprise code or legal paper number of the organization, the head office address for institutional shareholders; number of shares of each class, number and date of shareholder registration of each shareholder.
3. Shareholders shall have the right to check, search, extract and copy name and contact address of shareholders in the list of shareholders entitled to attend the GMS; and request correction of false information or supplement necessary information about themselves in the list of shareholders entitled to attend the GMS. The order and procedures for requesting the provision of information in the Register of Securities Holders shall comply with regulations issued by the BOD of LPBank.

**Article 34. Agenda and contents of the General Meeting of Shareholders**

1. The convener of the GMS shall prepare the agenda and contents of the meeting.
2. Shareholders or groups of shareholders according to the provisions of the law shall have the right to propose matters to be included in the agenda of the GMS. Such proposals must be in writing and sent to LPBank at least 03 (three) working days before the opening date. The proposal must clearly specify the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed to be included in the meeting agenda.
3. In case the convener of the GMS rejects the proposals specified in Clause 2 of this Article, at least 02 working days before the opening date of the GMS, he/she must reply in writing and clearly state the reasons. The convener of the GMS shall only have the right to reject the proposals specified in Clause 2 of this Article in one of the following cases:
  - a) The proposal is not submitted within the prescribed time limit, or its contents are incomplete or incorrect;



- b) The proposed matter does not fall within the decision-making authority of the GMS;
  - c) The proposed matter is inconsistent with provisions of this Charter and/or inconsistent with the provisions of law.
4. The convener of the GMS must accept and include the proposals specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 3 of this Article; such proposals shall be officially added to the agenda and contents of the meeting if approved by the GMS.

#### **Article 35. Invitation to the General Meeting of Shareholders**

1. The convener of the GMS shall send a notice of meeting invitation to all shareholders in the List of Shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date. The notice shall be sent by registered methods and/or by electronic methods to ensure delivery to the contact address registered by the shareholder with LPBank/the securities company where the account is opened, and shall simultaneously be published on LPBank's official website. The sending of the notice of meeting invitation by electronic methods and the implementation methods thereof shall be decided by the BOD in accordance with the provisions of law and documents issued by competent authorities.
2. The notice of meeting invitation shall contain the name, head office address and enterprise code of LPBank; the name and contact address of the individual shareholder or the name and head office address of the institutional shareholder; time and venue of meeting and other requirements for meeting attendees.
3. The following documents shall be enclosed with the notice of meeting invitation:
  - a) Meeting agenda, documents to be used in the meeting and draft resolution for each matter in the meeting agenda.
  - b) Votes.
4. The submission of meeting documents together with the notice of meeting invitation as prescribed above may be replaced by posting such documents on LPBank's official website. In such case, the notice of meeting invitation must clearly specify the location and method for downloading the documents, and LPBank shall provide the meeting documents to shareholders upon request.

#### **Article 36. Right to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may directly attend the meeting, authorize in writing one or more individuals or organizations to attend the meeting or attend the meeting through one of the following methods:
  - a) Attend and vote/elect directly at the meeting.
  - b) Authorize other individuals and organizations to attend and vote/elect at the meeting.
  - c) Attend and vote/elect via videoconference, electronic voting or other electronic methods.
  - d) Send votes/election ballots to the meeting by mail, fax, or email.
  - e) Send votes/election ballots by other means as decided by the BOD.



Where shareholders submit votes/election ballots using the methods specified in Points d and e of this Clause, the shareholder shall only be deemed to have voted/elected if the vote/election ballot is received by LPBank (with written confirmation from LPBank/Chairperson of the meeting) prior to the time of vote counting.

In case more than one authorized representative is appointed, the Shareholder must specify the number of shares and votes of each authorized representative. In case a shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.

2. The authorization for the representative to attend the GMS must be made in writing. The power of attorney shall be made in accordance with the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. Individuals and organizations authorized to attend the GMS must present a power of attorney when registering to attend the meeting before entering the meeting room. The power of attorney must be signed in accordance with the following provisions:
  - a) In case an individual shareholder is an authorized person, the signatures of such shareholder and the individual or legal representative of the organization authorized to attend the meeting are required;
  - b) In case the authorized representative of an institutional shareholder is the authorizing person, the signatures of the authorized representative, the legal representative of the shareholder, and the person authorized to attend the meeting are required. The signature of the authorizing person must be stamped by the organization. In case the signature of the authorizing person is not yet authorized to be stamped with the organization's seal, it must be signed and stamped by a competent representative of the organization to confirm that it is the signature of the authorizing person;
  - c) In other cases, there must be signatures of the legal representative of the shareholder and the person authorized to attend the meeting.
3. Except for the case specified in Clause 4 of this Article, the vote of the person authorized to attend the meeting within the scope of authorization is still valid in one of the following cases:
  - a) The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
  - b) The authorizing person has terminated the authorization.
4. The provisions of Clause 2 of this Article shall not apply if LPBank receives a written notice of one of the cases specified in Clause 3 of this Article at least 24 (twenty-four) hours before the opening time of the GMS.
5. Only persons whose names are included in the list of shareholders entitled to attend the GMS have the right to attend or authorize attendance at the GMS.

#### **Article 37. Conditions for conducting the General Meeting of Shareholders**

1. A GMS shall be conducted when the number of shareholders attending the meeting represents more than 50% (fifty percent) of the total number of votes.

2. In case the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, the second meeting may be convened within 30 (thirty) days from the intended date of the first meeting. The meeting of the GMS convened for the second time shall be conducted when the number of shareholders attending the meeting represents at least 33% (thirty-three percent) of the total number of votes.
3. In case the meeting convened for the second time does not satisfy the conditions prescribed in Clause 2 of this Article, the meeting may be convened for the third time within 20 (twenty) days from the intended date of the second meeting. In this case, the GMS shall be conducted regardless of the total number of votes of the attending shareholders.
4. Only the GMS has the right to change the meeting agenda enclosed with the notice of meeting invitation as prescribed in Clause 3, Article 35 of this Charter.

**Article 38. Formalities for conducting meetings and voting at the General Meeting of Shareholders**

1. The formalities for conducting meetings and voting at the GMS shall be conducted in accordance with the following provisions:  
Prior to the opening of the meeting, the registration of shareholders attending the GMS must be conducted. Registered attendees shall be issued voting cards corresponding to the number of matters to be voted on in the meeting agenda.
2. The chairperson, secretary and vote counting committee of the GMS shall be prescribed as follows:
  - a) The Chairman of the BOD shall act as the Chairperson of the meeting or may authorize another member of the BOD to act as the Chairperson for meetings convened by the BOD; in case the Chairperson is absent or temporarily incapacitated, the remaining members of the BOD shall elect one of them to act as the Chairperson by majority vote; if it is not possible to elect a chairperson, the Head of the BOS shall operate the GMS to elect the Chairperson of the meeting and the person receiving the highest number of votes shall act as the Chairperson of the meeting;
  - b) In other cases, the person who signs the decision to convene the GMS shall control the GMS to elect the Chairperson, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;
  - c) The Chairperson shall appoint one or more persons to act as the Secretary of the meeting;
  - d) The GMS shall elect one or more members to the vote counting committee at the request of the Chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly define and detail the time for each matter in the agenda.
4. The Chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflect the wishes of the majority of attendees.



5. The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted in the form of votes in favor, votes against, and abstentions. The vote counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.
6. Shareholders or authorized representatives who arrive after the meeting has commenced shall be registered and shall have the right to participate in voting immediately after registration. The Chairperson shall not suspend the meeting to allow latecomers to register; in such cases, the validity of votes already cast shall not be affected.
7. The convener or the Chairperson of the GMS has the right to:
  - a) Request all meeting attendees to be subject to inspection or other lawful and reasonable security measures;
  - b) Request the competent authority to maintain order of the meeting; expel from the GMS any persons who do not comply with the Chairperson's executive authority, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with security inspection requirements.
8. The Chairperson has the right to postpone the GMS with sufficient number of registered people to attend the meeting to another time or change the meeting venue in the following cases:
  - a) The meeting venue does not have enough convenient seats for all meeting attendees;
  - b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate in discussions and voting;
  - c) There are attendees obstructing or disrupting order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

The postponement period shall not exceed 03 (three) days from the scheduled opening date of the meeting.
9. In case the Chairperson postpones or suspends the GMS contrary to the provisions of Clause 8 of this Article, the GMS shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion, and the validity of resolutions adopted at such meeting shall not be affected.

#### **Article 39. Approval of resolutions of the General Meeting of Shareholders**

1. Decisions of the GMS shall be adopted in accordance with the following provisions:
  - a) The GMS shall adopt decisions within its authority by either of the following methods:
    - (i) voting at the meeting; or (ii) obtaining written opinions;
  - b) Except for the cases specified in Points c, d, and e of this Clause, a decision of the GMS shall be adopted when it is approved by shareholders representing more than 50% (fifty percent) of the total votes of all shareholders attending the meeting, or by shareholders representing more than 50% of the total votes of all shareholders in the case of written consultation;
  - c) With respect to decisions on matters specified in Points h and o, Clause 2, Article 31 of this Charter, such decisions must be approved by shareholders representing more than

65% (sixty-five percent) of the total votes of all shareholders attending the meeting, or by shareholders representing more than 65% (sixty-five percent) of the total votes of all shareholders in the case of written consultation;

- d) With respect to decisions on matters specified in Point q, Clause 2, Article 31 of this Charter, such decisions must be approved by shareholders representing more than 65% of the total votes of all shareholders attending the meeting.
2. The election of members of the BOD and BOS must be done in the form of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the BOD or the BOS and shareholders may allocate all or part of their votes to one or more candidates.
3. Resolutions of the GMS passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for approving such resolutions are not followed as prescribed.
4. The resolution of the GMS must be notified to the shareholders entitled to attend the GMS within 15 days from the date on which the resolution is passed; in case LPBank has a website, the submission of a resolution may be replaced by posting it on LPBank's official website.
5. Decisions on matters specified at Points a, d, f, and q, Clause 2, Article 31 of this Charter must be passed by voting at the GMS.
6. Authority and formalities to collect written opinions of shareholders to pass a decision of the GMS shall comply with the following provisions:
  - a) The BOD has the right to collect opinions of shareholders in writing to approve the decision of the GMS at any time if it deems it necessary for the benefit of LPBank, except for the case specified in Clause 5 of this Article. The preparation of the list of shareholders to send the voting form must comply with the regulations on making the list of shareholders entitled to attend the GMS. The request and method of sending the voting form and accompanying documents shall comply with the regulations on invitation to the GMS;
  - b) The BOD must prepare the voting form, draft decision of the GMS and documents explaining the draft decision. The voting form enclosed with the draft decision and explanation documents must be sent by secured method to the registered address of each shareholder with voting rights at least 10 days before the deadline for returning the voting form;
  - c) The voting form must contain the following principal contents:
    - (i) Name, head office address, and enterprise code of LPBank
    - (ii) Purpose of collecting opinions;
    - (iii) Full name, contact address, nationality, legal paper number of the individual for individual shareholders; name, enterprise code or legal paper number of the organization, the head office address for institutional shareholders, or full name, contact address, nationality, legal paper number of the individual for representatives



of institutional shareholders; the number of shares of each class and the number of votes of shareholders;

- (iv) Matters subject to consultation for adoption of resolutions;
  - (v) Voting options, including approval, disapproval, and abstention;
  - (vi) Deadline for sending the answered voting forms to LPBank;
  - (vii) Full name and signature of the Chairman of the BOD.
- d) Shareholders can send their answered voting forms to LPBank in one of the following methods:
- (i) By mail: Answered voting forms must be signed by individual shareholders, authorized representatives or legal representatives of institutional shareholders. Voting forms sent to LPBank must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes.
  - (ii) By fax or email: Voting forms sent to LPBank via fax or email must be kept confidential until the time of counting.

The voting forms sent to LPBank after the time limit specified in the content of the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid.

- e) The voting form that is not sent back shall be considered as not participating in voting;
- f) The BOD shall count the votes and make the minutes of vote counting in the presence of the BOS or shareholders who do not hold managerial and executive positions of LPBank. The minutes of vote counting must contain the following principal contents:
  - (i) Name, head office address, and enterprise code;
  - (ii) Purpose and issues to be consulted for approval of the decision;
  - (iii) Number of shareholders with the total number of votes participating in voting, in which the number of valid and invalid votes is distinguished and method of sending votes, together with an appendix of the list of shareholders participating in voting;
  - (iv) Total number of votes for, against and abstention for each matter;
  - (v) Decisions which have been adopted;
  - (vi) Full name and signature of the Chairman of the BOD or a member authorized by the Chairman of the BOD to perform the duties of the Chairman and the vote counting supervisor.

The members of the BOD, the vote counting person and the vote counting supervisor must be jointly responsible for the truthfulness and accuracy of the minutes of vote counting; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate counting of votes.

- g) The minutes of vote counting results must be sent to shareholders within 15 (fifteen) days from the date of completion of vote counting. The submission of the minutes of vote counting may be replaced by posting on LPBank's official website;

- h) The answered voting forms, the minutes of vote counting, the full text of the approved resolution and relevant documents enclosed with the voting forms must all be kept at the head office of LPBank;
- i) The decision passed in the form of collecting written opinions of shareholders has the same validity as the decision passed at the GMS.

**Article 40. Minutes of the General Meeting of Shareholders**

1. The contents related to the minutes of the GMS shall comply with the following provisions:
  - a) The GMS must be recorded in minutes and may be recorded or recorded and kept in another electronic form. Minutes of the GMS must contain the following principal contents:
    - (i) Name, head office address, and enterprise code of LPBank;
    - (ii) Time and venue of the GMS;
    - (iii) Meeting agenda and contents;
    - (iv) Full name of the Chairperson and secretary;
    - (v) Summary of the meeting and opinions expressed at the GMS on each matter in the meeting agenda;
    - (vi) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
    - (vii) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, for, against and abstain votes; and the corresponding ratio on the total number of votes of shareholders attending the meeting;
    - (viii) The matters passed and the respective percentage of votes;
    - (ix) Signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the BOD attending the meeting and contains all the contents as prescribed in this Clause. The meeting minutes clearly states that the chairperson or secretary refuses to sign the meeting minutes.
  - b) Minutes of the GMS shall be made in Vietnamese and English and have the same legal effect. In case there is a difference in the content of the Vietnamese and English minutes, the contents of the Vietnamese minutes shall prevail.
  - b) Minutes of the GMS must be completed and approved before the closing of the meeting;
  - c) The chairperson and the secretary of the meeting or another person signing the meeting minutes must be jointly responsible for the truthfulness and accuracy of the minute's contents;
  - d) Minutes of the GMS must be sent or disclosed in accordance with the provisions of law;



- e) The minutes of the GMS, the appendix of the list of shareholders registered to attend the meeting, the full text of the approved resolutions and relevant documents enclosed with the notice of meeting invitation must be kept at the head office of LPBank.
2. Within 15 (fifteen) days from the closing date of the meeting or from the closing date of vote counting in the case of collecting written opinions, all resolutions and decisions passed by the GMS must be sent to the SBV in accordance with regulations.

**Article 41. Request for annulment of a decision of the General Meeting of Shareholders**

Within 90 (ninety) days from the date of receipt of the resolution or minutes of the GMS or the minutes of vote counting results to collect opinions from the GMS, a shareholder or group of shareholders owning 05% of the total number of ordinary shares or more has the right to request a Court or Arbitrator to consider and annul the resolution or part of the resolution of the GMS in the following cases:

1. The order and procedures for convening a meeting and making decisions of the GMS seriously violate the provisions of the Law on Enterprises and this Charter, unless the resolution of the GMS passed by 100% of the total number of voting shares is legal and effective even if the order and procedures for convening the meeting and approving such resolution violate the provisions of law and this Charter.
2. The order and procedures for decision-making and the content of the decision violate the law or this Charter.

**Section 3 – General Provisions on the Board of Directors, Board of Supervisors, Chief Executive Officer, Deputy Chief Executive Officers, and Other Managers and Executives****Article 42. Cases not allowed to hold positions**

1. The following persons shall not be eligible to serve as members of the BOD, members of the BOS, CEO, Deputy CEO, or equivalent positions of LPBank:
  - a) Persons falling under the categories specified in Clause 2 of this Article;
  - b) Persons prohibited from participating in the management and operation of enterprises or cooperatives under laws on cadres, civil servants, public employees, and laws on anti-corruption;
  - c) Persons who previously served as a private enterprise owner, general partner of a partnership, CEO (Director), member of the BOD, member of the Members' Council, supervisor, or member of the BOS of an enterprise, or as a member of the BOD or CEO (Director) of a cooperative at the time such enterprise or cooperative was declared bankrupt, except where such persons are appointed, designated, or assigned to participate in the management, operation, or supervision of an enterprise or cooperative which is a credit institution declared bankrupt in accordance with assigned duties;
  - d) Persons who have been exempted from the positions of Chairman or other member of the BOD; Chairman or other member of the Members' Council; Head or other member of the BOS; or CEO (Director) of a credit institution in accordance with law, or who have been



- determined by a competent authority to have committed violations leading to the revocation of the License of a credit institution;
- e) Related persons of members of the BOD or the CEO of LPBank, except as provided in Clause 5 Article 53 of this Charter;
  - f) Persons who are responsible according to inspection conclusions resulting in credit institutions, foreign bank branches being sanctioned for administrative violations in the field of currency and banking in the highest fine bracket for violations of license, administration, management, shares, stocks, capital contribution, share purchase, credit extension, purchase of corporate bonds, safety assurance ratio in accordance with the laws on handling of administrative violations in the field of currency and banking activities;
  - g) Other cases as prescribed by the law.
2. The following persons shall not be eligible to serve as Chief Accountant, Branch Director, or Director of a subsidiary of LPBank:
- a) Minors, persons with cognitive difficulties or impaired behavioral control; persons with limited or lost civil act capacity;
  - b) Persons who are being criminally prosecuted; persons serving imprisonment sentences; persons subject to administrative handling measures at compulsory drug rehabilitation establishments or compulsory education establishments; persons who are prohibited by a court from holding positions, practicing professions, or performing certain jobs;
  - c) Persons who have been convicted of crimes classified as serious crimes or more;
  - d) Persons who have been convicted of crimes infringing upon ownership and whose criminal records have not yet been expunged;
  - e) Cadres, civil servants, public employees, and managers holding positions from department level or higher in enterprises in which the State holds 50% (fifty percent) or more of the charter capital, except for persons appointed to act as representatives managing the State's contributed capital, or the contributed capital of enterprises in which the State holds 50% or more of the charter capital, at LPBank, or persons appointed, designated, or assigned to participate in the management, administration, or supervision of LPBank in accordance with assigned duties;
  - f) Commissioned officers, non-commissioned officers, professional soldiers, workers, and national defense employees of agencies and units under the Vietnam People's Army; commissioned officers, professional non-commissioned officers, and police workers of agencies and units under the Vietnam People's Public Security, except for persons appointed to act as representatives managing the State's contributed capital, or the contributed capital of enterprises in which the State holds 50% or more of the charter capital, at LPBank;
  - g) Other cases as prescribed by the law.
3. The spouse, parents, children, siblings of a member of the BOD or the CEO of LPBank, and the spouses of such persons, shall not serve as the Chief Accountant or as the person in charge of finance of LPBank.



## **Article 43. Cases of not holding the same position**

1. The Chairman of the BOD of LPBank shall not concurrently serve as an executive, a member of the BOS of LPBank or of another credit institution, or as a manager of another enterprise.
2. A non-independent member of the BOD shall not concurrently hold any of the following positions:
  - a) An executive of LPBank, except where such person is the CEO of LPBank;
  - b) A manager or executive of another credit institution or another enterprise, except where such person is a manager or executive of a subsidiary of LPBank, of the parent company of LPBank, or where such appointment is made in connection with the implementation of an approved compulsory transfer plan;
  - c) A supervisor or a member of the BOS of another credit institution or another enterprise.
3. An independent member of the BOD of LPBank shall not concurrently hold any of the following positions:
  - a) An executive of LPBank;
  - b) A manager or executive of another credit institution, or a manager of more than 02 other enterprises;
  - c) A supervisor or a member of the BOS of another credit institution or another enterprise.
4. A member of the BOS of LPBank shall not concurrently hold any of the following positions, except where such person is a manager, executive, or employee of a credit institution subject to compulsory transfer in accordance with an approved compulsory transfer plan:
  - a) A manager or an executive of LPBank, another credit institution, or another enterprise; or an employee of LPBank or of a subsidiary of LPBank;
  - b) An employee of an enterprise in which a member of the BOD of LPBank is a member of the BOD, an executive, or a major shareholder of such enterprise.
5. The CEO, Deputy CEO and equivalent titles of LPBank shall not concurrently serve as a manager, executive, supervisor, or member of the BOS of another credit institution or another enterprise, except where a Deputy CEO or equivalent title holder serves as a manager or executive of a subsidiary of LPBank or of the parent company of LPBank.

## **Article 44. Standards and conditions for Managers, Executives and some other titles of LPBank**

1. Members of the BOD must meet the following standards and conditions:
  - a) Not falling within any case of ineligibility to hold office as prescribed in Clause 1 Article 42 of this Charter;
  - b) Possessing professional ethics in accordance with regulations of the Governor of the SBV;
  - c) Holding a university degree or higher;
  - d) Satisfying one of the following conditions: Having at least 03 years of experience as a manager or executive of a credit institution; having at least 05 years of experience as a manager of an enterprise operating in the fields of finance, accounting, auditing or other enterprises with a minimum equity equal to the legal capital for the corresponding type

of credit institution; having at least 05 years working directly in the professional department of a credit institution or a branch of a foreign bank; or having at least 05 years of direct working experience in the fields of banking, finance, accounting, or auditing.

2. A member of the BOS must fully meet the following standards and conditions:
  - a) Meeting the standards and conditions prescribed in Points a and b Clause 1 of this Article;
  - b) Holding a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, or auditing;
  - c) Having at least 03 (three) years of direct working experience in the fields of banking, finance, accounting, or auditing;
  - d) Not being a related person of a manager of LPBank;
  - e) The Head of the BOS must reside in Vietnam during his/her term of office.
3. The CEO must fully meet the following standards and conditions:
  - a) Meeting the standards and conditions prescribed in Points a and b Clause 1 of this Article;
  - b) Holding a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, or auditing;
  - c) Satisfying one of the following conditions: Having at least 05 (five) years as an Executive of a credit institution; having at least 05 (five) years working as a CEO (Director), Deputy CEO (Deputy Director) of an enterprise with a minimum equity equal to the legal capital for each respective type of credit institution and having at least 05 years of working directly in the fields of finance, banking, accounting, auditing or having at least 10 (ten) years of working directly in the fields of finance, banking, accounting, and auditing;
  - d) Residing in Vietnam during the term of office.
4. Deputy CEO, Chief Accountant, Branch Director, CEOs (Directors) of Subsidiaries and equivalent titles must fully meet the following standards and conditions:
  - a) Not falling within any case of ineligibility to hold office as prescribed in Clause 2 Article 42 of this Charter; for Deputy CEOs, not falling within any case of ineligibility prescribed in Clause 1 Article 41 of this Charter;
  - b) Satisfying one of the following conditions: Holding a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing, or another field relevant to the position to be held; holding a university degree or higher in another field and having at least 03 (three) years of direct working experience in banking, finance, or in the professional field relevant to the position to be held;
  - c) Residing in Vietnam during the term of office;
  - d) The Chief Accountant must additionally satisfy all standards and conditions prescribed by the laws on accounting.

#### **Article 45. Standards and conditions for independent members of the Board of Directors**

Independent members of the BOD must fully meet the standards and conditions specified in Clause 1, Article 44 of this Charter and the following standards and conditions:



1. Not being a person who is currently working for LPBank or its Subsidiaries or has worked for LPBank or its Subsidiaries in the previous 03 (three) consecutive years.
2. Not being a person who receives the regular salary and remuneration of LPBank in addition to the remuneration of the BOD' members as prescribed.
3. Not being a person whose spouse, father, mother, child, brother, sister is a major shareholder of LPBank, Manager, supervisor or member of the BOS of LPBank or a subsidiary of LPBank.
4. Not representing ownership of shares of LPBank; not directly or indirectly owning, either individually or together with related persons, 01% (one percent) or more of the charter capital or voting shares of LPBank.
5. Not being a Manager, a Member of the BOS of LPBank at any time in the preceding 05 (five) years.
6. An individual may only be elected as an independent member of LPBank's BOD for no more than 02 consecutive terms.

**Article 46. Case of automatic disqualification**

1. In the following cases, a member of the BOD, the BOS or the CEO shall be automatically disqualified:
  - a) Falling under any of the cases in which holding a position is prohibited as stipulated in Article 42 of this Charter;
  - b) Being the capital contribution representative of an organization that is a shareholder of LPBank, where such organization ceases to exist;
  - c) No longer being an authorized capital contribution representative of an institutional shareholder;
  - d) Being expelled from the territory of the Socialist Republic of Vietnam;
  - e) LPBank having its operating license revoked;
  - f) The contract for hiring the CEO expires;
  - g) Death.
2. The BOD of LPBank shall submit a written report enclosed with supporting documents regarding personnel who automatically lose their status in accordance with Points a, b, c, d, f, and g, Clause 1 of this Article to the SBV within 05 (five) working days from the date such personnel automatically lose their status, and shall be responsible for the accuracy and truthfulness of such report; concurrently carrying out procedures for election or appointment to fill the vacant position in accordance with law.
  - a) In case the Chairman of the BOD is automatically disqualified as prescribed in Clause 1 of this Article, the members of the BOD are responsible for holding a meeting of the BOD to elect a member of the BOD as Chairman of the BOD;
  - b) In case the Head of the BOS is automatically disqualified as prescribed in Clause 1 of this Article, the members of the BOS are responsible for holding a meeting of the BOS to elect one member to be the Head of the BOS;

- c) In case the CEO is determined to automatically lose his/her status as prescribed in Clause 1 of this Article or is exempted or dismissed without a replacement, the BOD must immediately make a decision to appoint a member of the BOD (not the Chairman of the BOD)/Deputy CEO to run LPBank's operations to ensure stable and continuous operation of LPBank and to and report in writing to the SBV (through the Inspection and Supervision Agency and the Branch of SBV). The person appointed to run LPBank must be personally responsible for the assigned tasks during the time of undertaking this task. The person appointed to run may be appointed as Acting CEO and have all duties and powers (including duties and powers of the Legal Representative (if any) of the CEO.
3. After automatically losing their status, members of the BOD, members of the BOS, and the CEO of LPBank must take responsibility for their decisions during their incumbency.

#### **Article 47. Dismissal and exemption**

1. Except for cases of automatic disqualification as prescribed in Article 45 of this Charter, the Chairman and other members of the BOD; the Head and other members of the BOS; and the CEO of LPBank shall be exempted dismissed or if under any of the following cases:
  - a) Exemption in the event a resignation letter is submitted to the BOD or the BOS of LPBank;
  - b) Dismissal in the event of failure to participate in the activities of the BOD or the BOS for 06 consecutive months, except in cases of force majeure;
  - c) Dismissal in the event of failure to satisfy the criteria and conditions stipulated in Article 44 of this Charter;
  - d) Dismissal in the event an independent member of the BOD fails to comply with the provisions of Article 45 and Clause 3, Article 43 of this Charter.
  - e) Other cases of exemption or dismissal as prescribed by law.
2. After being exempted or dismissed, the Chairman, members of the BOD; Head, members of the BOS; and the CEO of LPBank must be responsible for their decisions during their term of office.
3. Within 10 (ten) working days from the date of approval of the decision on exemption or dismissal of the personnel specified in Clause 1 of this Article, LPBank's BOD must submit a written report with relevant documents to the SBV; and at the same time carry out procedures to elect and appoint vacant titles in accordance with the provisions of law, in which:
  - a) When receiving the resignation or relinquishment letter of the Chairman of the BOD, the BOD must hold a meeting to consider the decision and carry out procedures for dismissal and election of a Chairman of the BOD for replacement;
  - b) When receiving the resignation or relinquishment letter of the Head of the BOS, the BOS must hold a meeting to consider, decide and carry out the procedures for dismissal and election of a Head of the BOS for replacement;
  - c) For cases of exemption or dismissal of members of the BOD, members of the BOS as prescribed in Clause 1 of this Article, the BOD may hold an extraordinary GMS or submit it to the nearest GMS for decision;



- d) When the CEO is automatically disqualified under Clause 1, Article 46 of this Charter, is exempted or dismissed as prescribed in Clause 1 of this Article, the BOD must carry out procedures to request the SBV to appoint or approve the appointment of a new CEO according to regulations.

**Article 48. Suspension or temporary suspension of the exercise of rights and obligations of members of the Board of Directors, the Board of Supervisors, and Executives**

1. The SBV shall have the right to suspend or temporarily suspend the exercise of rights and obligations of the Chairman, members of the BOD, Head, members of the BOS, and Executives of LPBank who violate the provisions of Article 43, Clause 10, Article 51 of this Charter and other relevant provisions of law in the course of performing the assigned rights and obligations; or who fail to satisfy the criteria and conditions stipulated in Articles 44 and 45 of this Charter; and request the competent authority to dismiss, elect or appoint a replacement or appoint a replacement if deemed necessary.
2. The Special BOS (established by the SBV when deciding to put LPBank under special control situation) shall have the right to suspend or temporarily suspend the exercise of rights and obligations of the Chairman and members of the BOD; the Head and members of the BOS; and Executives of LPBank who are placed under special control if deemed necessary.
3. Persons who are suspended or temporarily suspended from exercising their rights and obligations as prescribed in Clauses 1 and 2 of this Article must have the responsibility to take part in dealing with problems and violations related to personal responsibility at the request of the SBV, the BOD, the BOS of LPBank or the Special BOS.
4. The Chairman and members of the BOD, the Head and members of the BOS, the CEO of LPBank may be suspended or temporarily suspended from performing their duties and powers under decisions of law enforcement agencies.

**Article 49. Approval of the tentative list of persons to be elected and appointed as Members of the Board of Directors, members of the Board of Supervisors, and the Chief Executive Officer**

1. The tentative list of persons to be elected and appointed as Members of the BOD, Members of the BOS, and the CEO of LPBank must be approved in writing by the SBV before electing and appointing these positions.
2. The persons who are elected and appointed as Members of the BOD, members of the BOS, and the CEO of LPBank must be on the list approved by the SBV.
3. LPBank must notify the SBV of the list of persons elected or appointed to the positions specified in Clause 1 of this Article within 10 (ten) working days from the date of such election or appointment.

**Article 50. Provision and public disclosure of information**

1. Members of the BOD, members of the BOS, CEO, Deputy CEO and equivalent positions of LPBank must disclose to LPBank the following information:
  - a) Name, enterprise code, and head office address of enterprises or other economic organizations in which such person, or such person together with related persons, holds ownership of contributed capital or shares representing 05% (five percent) or more of the



- charter capital, including contributed capital or shares held through authorization or entrustment to other individuals or organizations;
- b) Name, enterprise code, and head office address of enterprises or other economic organizations in which such person and related persons act as members of the BOD, members of the Members' Council, supervisors, members of the BOS, or CEO (Director);
  - c) Information on related persons being individuals, including: full name; personal identification number; nationality; passport number, date of issue and place of issue in respect of foreign individuals; and the relationship with the information provider;
  - d) Information on related persons being organizations, including: name, enterprise code, head office address of the enterprise; enterprise registration certificate number or equivalent legal documents; legal representative; and the relationship with the information provider.
2. Shareholders owning 01% or more of the charter capital of LPBank shall provide LPBank with the following information:
- a) Full name; personal identification number; nationality, passport number, date of issue and place of issue for foreign shareholders; enterprise registration certificate number or equivalent legal documents for institutional shareholders, including the date and place of issue thereof;
  - b) Information on related persons in accordance with Points c and d, Clause 1 of this Article;
  - c) Number and ownership ratio of shares held by such shareholder in LPBank;
  - d) Number and ownership ratio of shares held by such shareholder's related persons in LPBank.
3. The subjects specified in Clauses 1 and 2 of this Article shall submit the initial information in writing to LPBank and notify LPBank in writing of any changes to such information within 07 (seven) working days from the date such changes arise.
- With respect to the information specified in Points c and d, Clause 2 of this Article, shareholders are only required to provide information to LPBank when there is a change in their shareholding ratio, or the combined shareholding ratio of themselves and their related persons, of 01% or more of the charter capital of LPBank compared to the most recent disclosure.
4. LPBank shall post and retain the information specified in Clauses 1 and 2 of this Article at its head office and submit a written report to the SBV within 07 (seven) working days from the date LPBank receives such information. Annually, LPBank shall disclose the information specified in Points a, b, and d Clause 1 and Points a, c, and d Clause 2 of this Article to the GMS.
5. LPBank shall publicly disclose information on the full names of individuals and the names of organizations that are shareholders owning 01% or more of the charter capital of LPBank, and the information specified in Points c and d Clause 2 of this Article on LPBank's official website within 07 (seven) working days from the date LPBank receives such information.



6. Persons responsible for providing and publicly disclosing information shall ensure that the information provided and disclosed is truthful, accurate, complete, and timely, and shall bear responsibility for such provision and public disclosure.
7. Members of the BOD, the CEO who, in their own name or in the name of another person, perform any job in any form within the scope of LPBank's business, must explain the nature and content of such work before the BOD and the BOS and only perform when approved by the majority of the remaining members of the BOD; if they perform without declaration or without the approval of the BOD, all income from such activities shall belong to LPBank.

## **Article 51. Rights and obligations of Managers and Executives**

1. Comply with law, the Charter of LPBank, and resolutions and decisions of the GMS.
2. Exercise assigned rights and obligations honestly and carefully for the benefit of LPBank and shareholders.
3. Do not use LPBank's information, know-how, business opportunities, a use LPBank's position and assets for personal gain or to serve the interests of other organizations or individuals, causing harm to the interests of LPBank and shareholders.
4. Bear responsibility for compliance with restriction regulations to ensure safety in banking operations in accordance with law.
5. Ensure that LPBank's records are kept in order to provide data for the management, administration and control of all activities of LPBank, inspection, supervision and examination activities of the SBV.
6. Understand the types of risks in LPBank's operations.
7. Timely, fully and accurately notify LPBank about its interests in other organizations, transactions with other organizations and individuals that may cause conflicts with LPBank's interests and only participate in such transaction when approved by the BOD.
8. Do not create conditions for themselves or their related persons to borrow capital, use other banking services of LPBank with more preferential and favorable conditions than LPBank's general regulations.
9. Do not increase salary, remuneration or request bonus when LPBank suffers a loss.
10. Within the scope of assigned rights and obligations, be responsible for implementing written requests of the SBV on matters under its authority; implement recommendations, risk and operational safety warnings, warnings of risks leading to violations of laws on currency and banking; and conclusions, recommendations, and handling decisions arising from inspections.
11. Other rights and obligations in accordance with law and this Charter.

## **Article 52. Remuneration, salary and other benefits of managers, executives, and members of the Board of Supervisors**

1. The GMS shall decide on the remuneration, bonus and other benefits for members of the BOD, members of the BOS and the operating budget of the BOD and the BOS;
2. Remuneration and other benefits of members of the BOD:
  - a) Members of the BOD shall be entitled to work remuneration and bonuses. Work



- remuneration shall be calculated based on the number of working days required to complete the tasks of the members of the BOD and the remuneration per day. The BOD estimates the remuneration for each member on the principle of consensus. The total remuneration of the BOD shall be decided by the GMS at the annual meeting;
- b) Members of the BOD who work at Committees of the BOD or perform other tasks that, in the opinion of the BOD, are outside the scope of normal duties of a member of the BOD, may be paid additional remuneration or in the form of a fixed wage, salary, commission, percentage of profit or other form as decided by the BOD;
  - c) Members of the BOD shall have the right to be paid for meals, accommodation, travel and other reasonable expenses they have to pay when performing their assigned tasks.
3. Remuneration and other benefits of members of the BOS:
- a) Members of the BOS shall be entitled to remuneration and other benefits as decided by the GMS. The GMS shall decide the total remuneration and annual operating budget of the BOS based on the estimated number of working days, the quantity and nature of the work and the average daily remuneration of the members;
  - b) Members of the BOS shall be paid for meals, accommodation, travel, and expenses for using independent consulting services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the BOS approved by the GMS, unless otherwise decided by the GMS.
4. LPBank has the right to pay salary, remuneration and other benefits to the CEO according to business results and performance. Salary, remuneration and other benefits of the CEO shall be considered and decided by the BOD.
5. Remuneration and other benefits of members of the BOD, members of the BOS; salary, remuneration and other benefits of the CEO shall be included in the business expenses of LPBank in accordance with the provisions of law.

#### **Section 4 – Board of Directors**

##### **Article 53. Board of Directors and Structure of the Board of Directors**

1. The BOD is the governing body with full authority on behalf of LPBank to decide and exercise the rights and obligations of LPBank, except for matters falling under the authority of the GMS.
2. The term of the BOD shall not exceed 05 (five) years. Term of a member of the BOD is the same as that of the BOD. The term of the member of the BOD to be added or replaced is the remaining period of the term of the BOD. The BOD of the recently ended term will continue to operate until the BOD of the new term takes over the work.
3. The BOD shall consist of at least 05 (five) members and no more than 11 (eleven) members. The number of members for each term shall be decided by the GMS. The BOD must include at least 02 independent members, and two-thirds of the total number of members must be independent members and non-executive members of LPBank.



4. In the event that the BOD has fewer members than the minimum number prescribed in LPBank's Charter, LPBank shall, within 90 (ninety) days from the date on which the minimum number is not met, elect additional members to ensure compliance with the minimum number, unless otherwise provided by law.
5. Individuals and related persons of such individuals or representatives of contributed capital of an institutional shareholder and related persons of these persons may participate in the BOD, but must not exceed 02 members of the BOD of LPBank, except in cases where such persons are representatives of State capital contributions or a compulsory transferee.
6. The BOD shall use the seal of LPBank in the performance of its duties and exercise of its powers.
7. The BOD shall have a supporting unit. The functions and duties of such supporting unit shall be determined by the BOD.
8. The BOD must establish Committees to help the BOD perform their duties and powers, in which there must be a Committee on risk management and a Committee on human resources. The BOD stipulates the organizational structure, operation, functions, tasks and powers of the Committees.

#### **Article 54. Duties and powers of the Board of Directors**

1. Take responsibility before the GMS for the performance of assigned tasks and powers.
2. Submit to the GMS for decision and approval of the matters falling within the duties and powers of the GMS as prescribed in Clause 2, Article 31 of this Charter.
3. Decide on the establishment of branches, representative offices and non-business units.
4. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for CEO; Deputy CEO, and other executives within the authority of the BOD in accordance with its internal regulations.
5. Appoint a representative of LPBank's contributed capital at other enterprises and credit institutions.
6. Approve the LPBank's plan for capital contribution or the acquisition and sale of shares in other enterprises or credit institutions, where the contributed capital, the intended purchase price, or the book value in the case of sale of shares or capital contributions is less than 20% of LPBank's charter capital as recorded in the most recent audited financial statements.
7. Approve decisions on investment in, and the purchase or sale of, fixed assets of LPBank where the investment amount, expected purchase price, or original cost in the case of sale of fixed assets is equal to or greater than 10% of LPBank's charter capital as recorded in the most recent audited financial statements, except for investments in, or the purchase or sale of, fixed assets falling under the decision-making authority of the GMS.
8. Make decision on credit extensions under the authority of the BOD in accordance with the Law on Credit Institutions, except for other contracts and transactions under the decision-making authority of the GMS specified in Article 31 of this Charter.

9. Approve other contracts and transactions with a value of less than 20% of LPBank's charter capital as recorded in the most recent audited financial statements, or another lower ratio as prescribed in this Charter, between LPBank and members of the BOD, members of the BOS, the CEO, major shareholders of LPBank; related persons of managers, members of the BOS, and major shareholders of LPBank; and subsidiaries or associates of LPBank.
10. Approve other contracts and transactions with a value equal to or greater than 10% of LPBank's charter capital as recorded in the most recent audited financial statements.
11. Inspect, supervise and direct the CEO to perform assigned tasks; and conduct annual evaluation of the performance of the CEO.
12. Promulgate internal regulations related to the organization, administration and operation of LPBank in accordance with the provisions of the Law on Credit Institutions and relevant laws, except for matters under the competence of the BOS or the GMS, including but not limited to the following documents:
  - a) Regulations on organization and operation of the BOD;
  - b) LPBank's internal regulations on governance;
  - c) Regulations and provisions on organization and operation of LPBank's units;
  - d) Regulations and provisions on decentralization, authorization and limitations for the CEO in activities of capital mobilization, credit extension, investment, asset procurement and other matters of LPBank.
13. Decide on risk management policy and supervise the implementation of risk prevention measures of LPBank.
14. Review and approve the annual report.
15. Decide to offer new shares within the number of shares authorized to be offered for sale.
16. Decide on the plan to issue bonds, except for convertible bonds and bonds with warrants. Decide the offering price of shares and convertible bonds, unless the offer price has been fixed in the Issuance Plan approved by the GMS.
17. LPBank's decision to redeem shares in accordance with the approved plan.
18. Propose profit distribution plan, dividend rate to be paid; decide the time limit and procedures for paying dividends or dealing with losses arising in the course of business.
19. Prepare relevant contents and documents for submission to the GMS to decide on matters within the competence of the GMS, except for the contents falling within the duties and powers of the BOS.
20. Approve the program and operational plan of the BOD; programs, contents and documents serving the GMS; convene a GMS or collect opinions of shareholders in writing to pass resolutions and decisions of the GMS.
21. Organize, inspect and supervise the implementation of resolutions and decisions of the GMS and the BOD.
22. Timely notify the SBV of information that negatively affects the membership of the BOD, BOS, and CEO.



23. Decide to choose an independent auditing organization in the case authorized by the GMS.
24. Propose the reorganization, dissolution or bankruptcy of LPBank.
25. Decide on the development strategy and plan of LPBank (including projects on restructuring the credit institution system associated with business activities).
26. Decide on the annual business plan of LPBank.
27. Decide on the organizational structure and apparatus of LPBank, except for contents falling under the authority of the GMS.
28. Decentralize judgment to units and individuals of LPBank, except for cases under the authority of the GMS and the CEO as prescribed by law.
29. Carry out inspection, supervision and assessment of internal operations, risk management and adequate capital in accordance with the provisions of law.
30. Perform the tasks and works assigned by the GMS according to the Resolution of the GMS.
31. Decide on all other matters of LPBank, except those under the authority of the GMS as prescribed in this Charter.
32. Other duties and powers as prescribed by law and this Charter.

**Article 55. Rights and obligations of the Chairman of the Board of Directors**

1. Prepare program and operational plan of the BOD.
2. Convene and act as a Chairperson of meetings of the BOD.
3. Organize the adoption of resolutions and decisions of the BOD.
4. Supervise the process of organizing and implementing resolutions and decisions of the BOD.
5. Chair the GMS.
6. Ensure that members of the BOD receive complete, objective and accurate information and have enough time to discuss matters that must be considered by the BOD.
7. Assign tasks to members of the BOD.
8. Supervise the members of the BOD in the performance of their assigned rights, obligations and tasks.
9. At least once a year, evaluate the performance of each member and committees of the BOD and report to the GMS on the results of this evaluation.
10. Convene and act as a Chairperson of meetings of committees where the Chairman of the BOD is not concurrently the Chairman of the committee when deems it necessary.
11. In case the Chairman of the BOD is absent or unable to perform his/her duties, he/she shall authorize another member (other than the CEO) in writing to exercise the rights and obligations of the Chairman of the BOD according to the principles specified in this Charter.
12. Decide to invite consultants/advisors and establish consultancy/advisory councils for the BOD or the Chairman of the BOD.
13. Sign documents for dealing with work falling under the tasks and powers of the BOD or the Chairman of the BOD.

14. Other rights and obligations as prescribed in this Charter, LPBank's internal regulations and relevant laws.

**Article 56. Rights and obligations of members of the Board of Directors**

1. Exercise the rights and obligations of members of the BOD in accordance with the provisions of law, the SBV, Charter, other relevant internal regulations of LPBank and the assignment of the BOD, Chairman of the BOD honestly for the benefit of LPBank and shareholders; promote the independence of independent members of the BOD in the performance of their rights and obligations; and bear responsibility for the performance of their rights and obligations.
2. Review the financial statements prepared by the independent auditors, give opinions or request LPBank's Executive, the independent auditors and the internal auditors to explain matters related to the report.
3. Request the Chairman of the BOD to convene an extraordinary meeting of the GMS and the BOD in accordance with the provisions of law and this Charter.
4. Attend meetings of the BOD, discuss and vote on matters under the duties and powers of the BOD as prescribed in this Charter, and take responsibility before the GMS and the BOD for their decisions. In cases where a voting matter involves a conflict of interest with any member, such member shall not participate in voting.
5. Implement the resolutions and decisions of the GMS and the BOD.
6. Study and evaluate the situation and results of operations of LPBank. Contribute opinions to the formulation of development strategies, directions, operational and business plans of LPBank from time to time.
7. Participate in voting or giving opinions on the election of the titles of Chairman of the BOD.
8. Participate in Committees and Councils under the BOD to perform a number of tasks in accordance with LPBank's internal regulations and the law.
9. Promptly and fully report to the BOD the remuneration received from the Subsidiaries, associates and other cases in accordance with the law;
10. Report to the BOD at the latest meeting on transactions that must be reported in accordance with the provisions of law;
11. A member of the BOD shall have the right to request the CEO and Deputy CEO in LPBank to provide information and documents on the financial situation and business activities of LPBank and its units. The requested person must provide timely, complete and accurate information and documents at the request of members of the BOD. The order and procedures for requesting and providing information shall be prescribed by the BOD.
12. Do not authorize another person to attend meetings of the BOD to decide on matters specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14, and 18 of Article 54 of this Charter.
13. Explain to the GMS and the BOD the performance of assigned duties upon request.
14. Perform other duties as assigned by the Chairman of the BOD.
15. Other rights and obligations as prescribed in this Charter and the Law.



## Article 57. Meetings of the Board of Directors

1. The BOD meets periodically at least once a quarter and may convene an extraordinary meeting to promptly deal with unexpected matters.
2. Extraordinary meetings of the BOD are conducted at the request of:
  - a) Chairman of the BOD;
  - b) At least 02 (two) members of the BOD or 01 independent member of the BOD;
  - c) BOS;
  - d) CEO; or at least 05 (five) other Managers;
  - e) Other cases as prescribed by the law.
3. Within 07 (seven) working days from the date of receipt of a written request for an extraordinary meeting of the BOD from one of the subjects mentioned at Clause 2 of this Article, the Chairman of the BOD must convene and conduct an extraordinary meeting of the BOD. In case the Chairman fails to convene a meeting of the BOD at the request, the Chairman shall be responsible for any damage caused to LPBank; the applicant has the right to replace the BOD to convene a meeting of the BOD.
4. Meetings of the BOD will be held at the registered address of LPBank or other places specified by the BOD.
5. The Chairman of the BOD or the convener of a meeting of the BOD shall send the notice of meeting invitation no later than 03 (three) working days prior to the meeting date. The notice of meeting invitation must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. Enclosed with the notice of meeting invitation shall be documents to be used at the meeting and votes of members. The notice of meeting invitation of the BOD may be sent by invitation letter, phone, fax, electronic methods, or other methods, provided that it is delivered to the registered contact address of each member of the BOD at LPBank.
6. The meeting of the BOD is conducted when there are 3/4 (three quarters) of the total number of members of the BOD attending the meeting. In case the meeting of the BOD is convened but there are not enough members to attend as prescribed, the Chairman of the BOD or the authorized person may convene a second meeting of the BOD within (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the BOD attend the meeting.

A member of the BOD may authorize another person to attend the meeting and vote upon approval by the majority of members of the BOD, except for cases where authorization is prohibited under Article 56 of this Charter.
7. Voting at meetings of the BOD:
  - a) Each member of the BOD attending the meeting of the BOD shall have one vote at the meeting of the BOD;
  - b) Members of the BOD with interests related to the issue presented to the BOD to decide shall not be allowed to participate in voting on that issue and shall not be counted in the

number of delegates required to be present at the meeting, and also not receive authorization from other members of the BOD to participate in voting on that issue;

c) A member of the BOD is considered to attend and vote at the meeting in the following cases:

- (i) Attend and vote directly at the meeting;
- (ii) Authorize another person to attend the meeting and vote if approved by a majority of the members of the BOD;
- (iii) Attend and vote through an online conference, electronic voting or other electronic methods;
- (iv) Send votes to the meeting via mail, fax, or email.

In case of sending votes to the meeting via mail, the votes must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD at least one hour before the opening. The votes shall only be opened in the presence of all attendees at the meeting.

- 8. Members of the BOD disclose and report to the BOD related benefits in accordance with the law and internal regulations of LPBank.
- 9. Decisions of the BOD are approved if approved by a majority of the members of the BOD who have the right to attend the meeting. In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the BOD or another member of the BOD authorized by the Chairman of the BOD to preside over the meeting (in the absence of the Chairman of the BOD).
- 10. Meetings of the BOD must be made into a meeting minutes in Vietnamese and may be made in a foreign language. The Chairman, the Secretary and the signers in the Meeting minutes shall be responsible for the accuracy and truthfulness of the Meeting minutes of the BOD.
- 11. After closing of the meeting, the Secretary of the meeting drafts and submits to the Chairman of the BOD to sign the meeting resolution (a joint Resolution or Resolutions on each matter) and send it to the members of the BOD, the Executive Board and the BOS, and relevant units and individuals for implementation and supervision, and simultaneously archive them at LPBank.
- 12. The members of the BOS, the CEO and possibly other managers and experts are invited to attend all or part of the meetings of the BOD, but are not allowed to vote.

#### **Article 58. Meeting minutes of the Board of Directors**

- 1. The contents related to the Meeting minutes of the BOD shall comply with the following regulations:
  - a) Meetings of the BOD must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The minutes must contain the following principal contents:
    - (i) Name, head office address, and enterprise code of LPBank;
    - (ii) Purpose, agenda and contents of the meeting;
    - (iii) Time and venue of the meeting;



- (iv) Full name of each member attending the meeting or authorized person to attend the meeting and method to attend the meeting; full names of members not attending the meeting and reasons;
  - (v) Matters discussed and voted on at the meeting;
  - (vi) Summary of opinions expressed by each member attending the meeting according to the order of events of the meeting;
  - (vii) Voting results clearly stating members who approve, disapprove and abstain;
  - (viii) Decisions that have been passed and the proportion of votes passed;
  - (ix) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.
- b) The Meeting minutes of the BOD and documents used in the meeting must be kept at the head office of LPBank.
2. In case the chairperson, the person recording the minutes refuses to sign the meeting minutes but if it is signed and approved by all other members of the BOD attend the meeting and have all the contents as prescribed in paragraphs i, ii, iii, iv, v, vi, vii, and viii, point a, clause 1 of this Article, this minutes shall be valid. The minutes must clearly state the refusal of the chairperson and/or the minute-taker to sign. The signatories to the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the BOD's meeting minutes. The chairperson and the minute-taker shall bear personal liability for any damage caused to the enterprise as a result of their refusal to sign the minutes in accordance with the law and the Charter of LPBank.
3. Meeting minutes of the BOD must be made in Vietnamese and possibly in a foreign language, and these two copies have equal legal validity. In case these minutes have differences in content, they shall be explained according to the minutes made in Vietnamese.

**Article 59. Authority and procedures for collecting opinions of members of the Board of Directors by written form or electronic means**

1. For the purpose of promptly resolving matters within the authority of the BOD, the Chairman of the BOD shall decide on the collection of opinions from members of the BOD by written form or electronic means (including email or other forms of data messages in accordance with the provisions of the Law on Electronic Transactions).
2. The Secretary of the BOD prepares the voting forms and necessary documents related to the content of the consultation. The voting forms and accompanying documents must be sent by a secured method to the contact address of each member of the BOD.
3. The voting forms must have the following main contents:
  - a) Name, head office address, enterprise code of LPBank and date of issue;
  - b) Purpose of consultation;
  - c) Full names and contact addresses of members of the BOD;
  - d) Matters to be consulted;
  - e) Voting options, including: for, against and abstain;

- f) Time limit for sending the answered voting form to LPBank;
  - g) Full name and signature of the Chairman of the BOD.
4. The answered voting form must be signed by a member of the BOD and sent to LPBank in accordance with LPBank's regulations. In cases where a member of the BOD submits his/her opinion via electronic means, it must ensure that their views are fully conveyed to the Secretary of the BOD. Opinions submitted electronically shall have the same legal validity as written opinions. If a member fails to submit a response within the prescribed time limit, it shall be deemed that the member has "no opinion."
5. The counting of votes and making minutes to summarize opinions must be attended by the Chairman of the BOD and the Secretary of the BOD and other individuals required by the Chairman of the BOD. The minutes to summarize opinions must have the following main contents:
- a) Name, head office address, number and date of issuance of the Establishment and Operation License, Business Registration Certificate of LPBank;
  - b) Purpose and matters to be consulted;
  - c) Total number of votes sent, total number of votes collected, number of valid votes, number of invalid votes. The minutes must contain an appendix of the list of members of the BOD who participated in voting;
  - d) Total number of votes for, against and abstention for each matter to be consulted;
  - e) Full name, signature of the Chairman of the BOD, Secretary of the BOD and other participating individuals (if any).
6. The Chairman of the BOD, the Secretary of the BOD and other individuals (if any) participating in the collection of opinions of the members of the BOD in writing or via electronic means must be jointly responsible for the truthfulness and accuracy of the minutes to summarize opinions; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate counting of votes.
7. The minutes to summarize opinions together with the resolutions and decisions of the BOD adopted based on the results of the vote counting must be sent to the members of the BOD within 15 (fifteen) days from the end of the vote counting.
8. The answered voting forms, the minutes to summarize opinions, the full text of the approved resolution and relevant documents enclosed with the voting forms must all be kept at the head office of LPBank.
9. Decisions adopted by collecting opinions of members of the BOD in writing or via electronic means shall have the same legal validity as decisions adopted at the meeting of the BOD.



## **Section 5 – Board of Supervisors**

### **Article 60. Board of Supervisors and Structure of the Board of Supervisors**

1. The BOS shall perform supervision and assessment of compliance with the provisions of laws, internal regulations, the Charter and resolutions and decisions of the GMS and the BOD.
2. The BOS shall have at least 05 (five) members. The number of members of the BOS shall be decided by the GMS from time to time.
3. The BOS shall have an internal audit division and a supporting unit to carry out its duties.
4. The term of the BOS shall not exceed 05 (five) years. The term of the members of the BOS follows the term of the BOS. The term of the member to be added or replaced is the remaining period of the term of the BOS. The BOS of the term just ended will continue to operate until the BOS of the new term takes over the work.
5. Where the number of members of the BOS falls below the minimum number prescribed in this Charter, within 90 (ninety) days from the date on which the minimum number is not met, the BOS shall request the BOD to convene a GMS to elect additional members to ensure the minimum number, unless otherwise provided by law.
6. The BOS shall hold regular meetings at least once every quarter and may convene extraordinary meetings to promptly address urgent matters. The Head of the BOS must convene an extraordinary meeting at the request of:
  - a) The Chairman of the BOD or at least two-thirds of the members of the BOD;
  - b) Head of the BOS;
  - c) At least 01 (one) member of the BOS;
  - d) The CEO;
  - e) Other cases as prescribed by the law.
7. The BOS issues internal regulations on the contents related to the BOS' activities in accordance with the law and this Charter.

### **Article 61. Duties and powers of the Board of Supervisors; the right to provide information of the Board of Supervisors**

1. Duties and powers of the BOS
  - a) Supervise the governance and management of LPBank in compliance with laws, internal regulations, the Charter, and resolutions and decisions of the GMS and the BOD; and be accountable to the GMS for the performance of its assigned duties and powers in accordance with the Law on Credit Institutions and the Charter of LPBank;
  - b) Promulgate internal regulations of the BOS; annually review the internal regulations of the BOS, and important policies on accounting and reporting;
  - c) Appoint, dismiss, discipline, suspend and decide on salary levels and other benefits for positions in the internal audit department;
  - d) Organize the implementation of internal audit activities; have full, accurate, and timely access to information and documents related to LPBank's governance and management

activities; have the right to use LPBank's resources to perform assigned duties and powers; and hire experts, independent consultants, and external organizations to perform assigned tasks, while remaining responsible for the performance of the BOS' duties;

- e) Supervise the financial status and appraise LPBank's (6-month) semi-annual and annual financial statements; report to the GMS on the results of such appraisal, including assessments of the reasonableness, legality, truthfulness, and prudence in accounting, statistics, and preparation of financial statements. The BOS may consult the BOD before submitting reports and recommendations to the GMS;
- f) Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of LPBank falling under the decision-making authority of the GMS and the BOD; and prepare and submit annual reports on supervision results to the GMS and the BOD;
- g) Supervise compliance with regulations on restrictions to ensure safety in LPBank's operations;
- h) Inspect accounting books, other documents and management and administration of LPBank's operations when deemed necessary or in the following cases:
  - (i) At the request of resolutions and decisions of the GMS;
  - (ii) At the request of the SBV or of a major shareholder or a group of major shareholders, in accordance with the law. Such inspection shall be conducted within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the BOS shall report and explain the matters inspected to the requesting organization or individual.
- i) Promptly notify the GMS and the BOD upon detecting that any manager or executive of LPBank has committed violations of law, the Charter, internal regulations of LPBank, or resolutions and decisions of the GMS or the BOD; require the violator to immediately cease such violations and propose remedial measures, if any;
- j) Prepare a list of founding shareholders within 05 years from the date they become founding shareholders; shareholders owning 01% or more of the charter capital; and related persons of members of the BOD, members of the BOS, the CEO of LPBank, and shareholders owning 01% or more of the charter capital; and maintain and update changes to such list;
- k) Request the BOD to hold an extraordinary meeting or request the BOD to convene an extraordinary GMS in accordance with the provisions of law on Credit Institutions and this Charter;
- l) Convene an extraordinary GMS in case the BOD makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds its assigned authority and other cases as prescribed in this Charter;
- m) Promptly report to competent State authorities in accordance with the law;
- n) Carry out supervision over senior management with respect to internal audit activities in accordance with legal regulations;



- o) Other duties and powers as prescribed by the law, this Charter and other documents of LPBank.
2. The BOS' right to be provided with information
- The relevant agencies and individuals must perform to ensure the right of the BOS to be provided with information as follows:
- a) The notice of meeting invitation, the voting form of members of the BOD and accompanying documents must be sent to the members of the BOS at the same time and in the same manner as for members of the BOD;
  - b) Resolutions and meeting minutes of the GMS and the BOD must be sent to the members of the BOS at the same time and in the same manner as shareholders and members of the BOD;
  - c) The report of the Director or CEO submitted to the BOD or other documents issued by LPBank shall be sent to the Members of the BOS at the same time and in the same manner as for the members of the BOD;
  - d) Members of the BOS shall have the right to access LPBank's files and documents kept at the head office, branches and other locations; have the right to visit the workplaces of managers, executives and employees of LPBank during working hours;
  - e) The BOD, members of the BOD, the Director or CEO, other managers and executives must provide fully, accurately and promptly information and documents on the management, administration and business activities of LPBank at the request of a member of the BOS or the BOS.

**Article 62. Rights and obligations of the Head of the Board of Supervisors**

- 1. Organize the implementation of tasks and powers of the BOS in accordance with Article 58 of this Charter and applicable laws, and be responsible for the performance of his/her rights and obligations.
- 2. Convene and act as a Chairperson of meetings of the BOS.
- 3. Sign documents under the authority of the BOS on behalf of the BOS.
- 4. Convene an extraordinary GMS on behalf of the BOS or request the BOD to hold an extraordinary meeting as prescribed at Points k and l of Clause 1, Article 61 of this Charter.
- 5. Attend meetings of the BOD, express opinions, but not participate in voting.
- 6. Request to record his/her opinions in the meeting minutes of the BOD if such opinions are different from the resolutions and decisions of the BOD and report such opinions to the GMS.
- 7. Prepare the working plan of the BOS and assign specific duties to each member of the BOS.
- 8. Ensure that members of the BOS receive complete, objective and accurate information and have sufficient time to discuss matters subject to consideration by the BOS.
- 9. Supervise and direct the performance of assigned duties and the exercise of rights and obligations of members of the BOS.
- 10. Supervise and direct the performance of assigned duties and the exercise of rights and obligations of members of the BOS.

## **Article 63. Rights and obligations of members of the Board of Supervisors**

1. Comply with the law, the Charter of LPBank, and the internal regulations of the BOS, and perform assigned duties under the direction of the Head of the BOS in implementing the duties and powers of the BOS in an honest and prudent manner, for the benefit of LPBank and its shareholders, and be responsible for the performance of their rights and obligations.
2. Elect the Head of the BOS and the Deputy Head of the BOS.
3. Request the Head of the BOS to convene an extraordinary meeting of the BOS.
4. Supervise business activities, supervise accounting books, assets, financial statements and propose remedial measures.
5. Request managers to report on and explain the financial status, business performance of subsidiaries, investment plans, projects, development programs, and other decisions relating to the management and administration of LPBank.
6. Request managers to report on and explain the financial status, business performance of subsidiaries, investment plans, projects, development programs, and other decisions relating to the management and administration of LPBank.
7. Report to the Head of the BOS on unusual financial activities and take responsibility for their assessment and conclusions.
8. Attend meetings of the BOS, discuss and vote on matters falling within the duties and powers of the BOS, except for matters involving conflicts of interest with such member.
9. Other rights and obligations as prescribed by law and this Charter.

## **Section 6 – Chief Executive Officer**

### **Article 64. Chief Executive Officer and assisting apparatus**

1. The BOD shall appoint one of its members as the CEO or hire a CEO. The CEO is the highest executive officer of LPBank, responsible to the BOD and the law for the exercise of the rights and obligations assigned in accordance with the provisions of law, this Charter and regulations issued by the BOD.
2. The term of the CEO shall not exceed 05 (five) years.
3. In the event of a vacancy in the position of CEO, the BOD of LPBank shall appoint a CEO within 90 (ninety) days from the date of such vacancy.
4. The BOD shall specify the structure, functions and duties of the assisting apparatus for the CEO, except for contents falling under the authority of the CEO.

### **Article 65. Rights and obligations of the Chief Executive Officer**

1. The CEO has the highest responsibility before the BOD and the law for the management of LPBank's operations in accordance with this Charter and other internal regulations of LPBank and relevant laws.
2. Organize the implementation of resolutions and decisions of the GMS and the BOD.
3. Decide on matters within his/her authority related to LPBank's daily business operations.



4. Establish and maintain an effective internal control system.
5. Prepare and submit to the BOD for approval or report to competent authorities for approval of financial statements. Be responsible for the accuracy and truthfulness of financial statements, statistical reports, settlement figures and other financial information.
6. Promulgate, under his/her authority, internal regulations and provisions; operational processes and procedures for running the business management system and the management information system.
7. Report to the BOD, BOS, GMS and competent state authorities on LPBank's operations and business results.
8. Decide to apply measures beyond his/her authority in case of natural disasters, enemy sabotage, fire, incidents and take responsibility for such decision and promptly report to the BOD.
9. Propose and recommend the internal management organizational structure of LPBank for submission to the BOD or the GMS for decision in accordance with their respective authorities.
10. Request the BOD to hold an extraordinary meeting in accordance with the provisions of law on Credit Institutions.
11. Appoint, exempt and dismiss managerial and executive positions of LPBank, except for those under the decision-making authority of the GMS and the BOD.
12. Enter into contracts on behalf of LPBank in accordance with this Charter and LPBank's internal regulations.
13. Propose LPBank's plan on using profits and dealing with losses in business.
14. Conduct labor recruitment; and decide the salary and bonus of employees according to his/her authority.
15. Carry out inspection, supervision and assessment of internal operations, risk management and adequate capital levels in accordance with the provisions of law.
16. Other rights and obligations as prescribed in this Charter, LPBank's internal regulations and relevant laws.

## **Section 7 – Employees and trade union**

### **Article 66. Employees and trade union**

LPBank shall formulate regulations relating to:

1. The recruitment, hiring, severance, salary, social insurance, welfare, reward and discipline for the employees of LPBank;
2. Activities of LPBank's trade union organization shall comply with the provisions of law.

**CHAPTER IV****INTERNAL AUDIT AND CONTROL SYSTEM****Article 67. Internal control system**

1. The internal control system is a set of mechanisms, policies, processes, internal rules and regulations, and the organizational structure of LPBank, which is established and implemented to ensure the prevention, detection, and timely handling of risks.
2. The internal control system of LPBank is established to ensure the following requirements:
  - a) Protection, management, and safe and efficient use of assets and other resources;
  - b) A financial information system and management information system that is truthful, reasonable, complete, and timely;
  - c) Compliance with law and with internal mechanisms, policies, processes, and internal regulations.
3. LPBank shall engage an independent auditing organization to assess part or the entirety of the internal control system at the request of the SBV when it deems necessary.
4. LPBank shall establish the internal control system and implement the application of technology in internal control activities in accordance with regulations of the Governor of the SBV.

**Article 68. Internal audit**

1. LPBank's internal audit is organized into a vertical unified system, directly subordinate to and under the direct direction of the BOS.
2. Internal audit shall conduct independent and objective reviews and assessments of the appropriateness and compliance with the mechanisms, policies, processes, and internal regulations of LPBank, and shall make recommendations aimed at enhancing the effectiveness of systems, processes, and regulations, thereby contributing to ensuring that LPBank operates safely, effectively, and in compliance with law.
3. Internal audit results must be reported to the BOS and sent to the BOD and the CEO of LPBank.

**Chapter V****FINANCIAL, ACCOUNTING, INFORMATION AND REPORTING REGIME****Section 1 – Financial and Accounting Regime****Article 69. Financial regime**

1. LPBank shall be financially autonomous and shall assume full responsibility for all of its business operations, and shall fulfill its obligations and commitments in accordance with the provisions of law.
2. The BOD, BOS, and the CEO of LPBank shall be responsible before the law and the State management authorities for compliance with the financial regime of LPBank.



**Article 70. Fiscal year**

The fiscal year of LPBank shall commence on January 1 and end on December 31 of each calendar year. The first fiscal year shall commence from the date LPBank is granted its License and shall end on December 31 of the same year.

**Article 71. Use of capital**

1. LPBank may use capital to serve business activities, invest in construction, and purchase fixed assets in accordance with the provisions of law.
2. LPBank has the right to change the capital structure and assets to serve the development of operations in accordance with the provisions of law.
3. LPBank is entitled to mobilize capital and assets among its Subsidiaries with legal status and independent accounting on the basis of ensuring compliance with the provisions of law.

**Article 72. Accounting system**

1. LPBank shall implement the accounting and statistical regime in accordance with the provisions of law.
2. LPBank will make accounting books in accordance with the provisions of law. Such books must be accurate, up-to-date, systematic and sufficient to demonstrate and explain transactions.
3. LPBank shall make accounting according to the system of accounting accounts prescribed by the SBV.
4. LPBank shall use Vietnamese Dong as the currency used in accounting.
5. LPBank shall open an account at a Vietnamese bank (SBV or a commercial bank) or at a foreign bank licensed to operate in Vietnam. In case of necessity, LPBank may open an international bank account in accordance with the provisions of law. LPBank will conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where LPBank opens accounts in accordance with the laws.

**Article 73. Independent audit**

1. Prior to the end of each fiscal year, LPBank shall select an independent auditing organization that meets the requirements prescribed by the Governor of the SBV to audit the financial statements and to provide assurance services regarding the operation of the internal control system in the preparation and presentation of financial statements for the subsequent fiscal year. The selection of the independent auditing organization shall be conducted in accordance with relevant provisions of law.
2. Within 30 (thirty) days from the date of deciding to choose an independent auditing organization, LPBank must notify the SBV of the selected independent auditing organization.
3. During the audit process, LPBank shall be responsible for:
  - a) Providing timely, complete, and truthful information and documents necessary for the audit;
  - b) Coordinating and creating favorable conditions for auditors to conduct audits.

4. The Annual GMS shall appoint an independent auditing company or approve the list of independent auditing companies and authorize the BOD to decide to select one of these entities to audit LPBank's financial statements for the next financial year based on the terms and conditions agreed with the BOD.

## **Section 2 – Appropriation of funds and profit distribution**

### **Article 74. Reserve funds**

LPBank may set aside the following funds:

1. Reserve fund for supplementing charter capital.
2. Financial reserve fund.
3. Bonus fund.
4. Welfare fund.
5. Other funds as prescribed by law.

### **Article 75. Profit Distribution**

1. The remaining profit of LPBank after offsetting losses from previous years and fulfilling tax obligations in accordance with provisions of law shall be distributed in accordance with provisions of law.
2. Dividend payment:
  - a) LPBank may only pay dividends to shareholders when it operates profitably, has fully fulfilled tax obligations and other financial obligations in accordance with provisions of law, has set aside the funds of LPBank and offset prior losses in accordance with provisions of law, and after dividend payment, LPBank still ensures full payment of due debts and other due financial obligations;
  - b) In accordance with the decision of the GMS and provisions of law, dividends shall be announced and paid from the remaining profit of LPBank but shall not exceed the level proposed by the BOD after being approved by the GMS;
  - c) LPBank shall not pay interest on any dividend amounts to which shareholders are entitled;
  - d) Dividends may be paid in cash, in stocks, or in other assets;
  - e) Dividend payment procedures shall be implemented in accordance with provisions of law;
  - f) Other matters related to profit distribution shall be implemented in accordance with provisions of law.

## **Section 3 – Information and Reporting Regime**

### **Article 76. Reporting**

1. LPBank shall comply with the reporting regime and information disclosure obligations in accordance with provisions of law.



2. LPBank shall be responsible for promptly submitting written reports to the SBV in the following cases:
  - a) The occurrence of abnormal developments in professional operations that may seriously affect the business performance of LPBank;
  - b) Changes in the organizational structure, governance, or administration; changes in the financial status of major shareholders; and other changes that seriously affect the business operations of LPBank, including the purchase, sale, or transfer of shares of major shareholders;
  - c) Changes to the name of branches of LPBank; temporary suspension of business operations for a period of less than 05 (five) working days; listing of shares on the domestic securities market.
3. LPBank's Subsidiaries and Associates shall be responsible for submitting their financial statements and operational reports to the SBV upon request.
4. LPBank shall submit annual reports to the SBV in accordance with provisions of law.

#### **Article 77. Disclosure of financial statements**

1. Within 120 (one hundred and twenty) days from the end of the fiscal year, LPBank shall publicly disclose its financial statements in accordance with provisions of law, except in cases where LPBank is subject to special supervision.
2. LPBank shall publish the audited annual financial statements within the time limit prescribed by the law.

#### **Article 78. Information**

1. LPBank shall provide account holders with information regarding transactions and account balances in accordance with agreements with account holders, on the basis of compliance with relevant provisions of law.
2. LPBank shall be responsible for providing the SBV with information related to its business operations and shall receive information from the SBV regarding customers having credit relationships with LPBank in accordance with regulations of the SBV.
3. LPBank is entitled to exchange information with other credit institutions regarding its operations.

#### **Article 79. Information confidentiality**

1. Managers, executives, employees of LPBank, and related persons shall not disclose customer information or business secrets of LPBank.
2. LPBank shall ensure the confidentiality of customer information in accordance with provisions of law.
3. LPBank shall not provide its customer information to other organizations or individuals, except where requested by competent State authorities in accordance with provisions of law or with the consent of the customer.

## **Chapter VI**

### **RIGHT TO INVESTIGATE BOOKS AND RECORDS**

#### **Article 80. Right to review and search books and records**

1. Shareholders shall have the right to inspect, review, extract, and copy the names and contact addresses of shareholders in accordance with regulations of LPBank, and shall have the right to inspect, review, extract, or copy the Charter of LPBank, resolutions, and minutes of meetings of the GMS.
2. Members of the BOD, members of the BOS, the CEO, and other members of the Executive Board shall have the right to inspect the Register of Securities Holders of LPBank, the list of shareholders, and other records of LPBank for purposes related to their positions, provided that such information is kept confidential.
3. LPBank shall archive this Charter and all amendments and supplements thereto, the License, internal regulations, documents evidencing ownership of assets, annual financial statements certified by independent auditors, minutes of meetings of the GMS and the BOD, reports of the BOS, accounting books, and any other documents as required by law at its head office or another location within the operating area of the head office.
4. This Charter shall be published on LPBank's official website.

## **Chapter VII**

### **SETTLEMENT OF INTERNAL DISPUTES**

#### **Article 81. Settlement of internal disputes**

1. In the event of a dispute or claim relating to LPBank's operations or to the rights of shareholders arising out of the Charter or from any rights or obligations under the Law on Credit Institutions, the Law on Enterprises, or any other Law or other administrative regulations, between:

- a) A shareholder or shareholders and LPBank;
- b) Any shareholder or shareholders and the BOD, BOS, CEO, or senior managers.

The related parties shall endeavor to resolve such dispute by negotiation and conciliation. Except in the case of a dispute involving the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution of the dispute and shall require each party to present the facts relevant to the dispute within 21 (twenty-one) working days from the date the dispute arises. If the dispute is related to the BOD or the Chairman of the BOD, any party can request the competent authority to settle.

2. If no decision is reached in mediation within 10 (ten) weeks from the start of the mediation process or the mediator's decision is not accepted by the parties, any party may refer such dispute to a competent Court.
3. Each party shall bear its own costs related to the negotiation and conciliation procedures. The costs of the Court shall be borne by the party as decided by the Court.



**Chapter VIII****EARLY INTERVENTION, SPECIAL CONTROL, REORGANIZATION, BANKRUPTCY,  
DISSOLUTION, AND LIQUIDATION****Article 82. Early intervention and special control**

1. In certain cases as prescribed by law, LPBank may be considered and decided by the SBV to be subject to early intervention, placed under special control, or terminated from early intervention or special control in accordance with provisions of law and guidance of the SBV.
2. In the event that LPBank is subject to early intervention and/or special control, LPBank shall comply with requirements, restrictive measures, and implement remedial plans in accordance with provisions of law and guidance of the SBV.

**Article 83. Reorganization**

1. LPBank may be reorganized in the form of division, separation, consolidation, merger, or conversion of legal form after obtaining written approval from the SBV.
2. Conditions, dossiers, and procedures for approval of the reorganization of LPBank shall be implemented in accordance with regulations of the Governor of the SBV.

**Article 84. Bankruptcy**

1. After the SBV issues a document to terminate special control or a document to terminate application or a document not to apply measures to restore solvency but LPBank still falls into bankruptcy, LPBank must make an application to the Court to open procedures to handle the request for bankruptcy declaration according to the provisions of the Law on Bankruptcy.
2. Bankruptcy of LPBank shall comply with the provisions of the Law on Bankruptcy.

**Article 85. Dissolution and liquidation of assets**

1. LPBank shall be dissolved in the following cases:
  - a) Voluntary dissolution, provided that LPBank has the ability to fully settle all debts and obtains written approval from the SBV.
  - b) Expiration of the operating term of LPBank without requesting for an extension, or request for an extension that is not approved in writing by the SBV.
  - c) Revocation of the License.
  - d) LPBank subject to early intervention or special control where another credit institution assumes all obligations.
2. Liquidation of assets of LPBank:
  - a) Upon dissolution as prescribed in Clause 1 of this Article, LPBank shall conduct asset liquidation under the supervision of the SBV and in accordance with the order and procedures for asset liquidation prescribed by the SBV.
  - b) All costs related to the liquidation shall be borne by LPBank.

**Chapter IX****EFFECTIVE DATE, AMENDMENTS AND SUPPLEMENTS TO THE CHARTER****Article 86. Effective date, regulations on transition, amendments and supplements to the Charter**

1. Effective date:
  - a) This Charter shall take effect from 19/05/2026.
  - b) This Charter replaces the Charter of LPBank dated February 11, 2026.
2. LPBank, shareholders, and related parties shall implement transitional provisions in accordance with provisions of law applicable from time to time.
3. Any amendment or supplementation of this Charter shall be subject to consideration and decision by the GMS.
4. Matters not provided for in this Charter shall be implemented in accordance with relevant provisions of law. Where any provision of this Charter is inconsistent with provisions of law, such provision shall automatically cease to be effective, and LPBank shall apply the corresponding provisions of law./.

**Vu Quoc Khanh**