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| **VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY** | **THE SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness** |
| No.: 2088/2026/VietCredit-TT | *Hanoi, November 25, 2026* |

# PROPOSAL
# APPROVAL OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS OF VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

**To: The General Meeting of Shareholders of Vietcredit General Finance Joint Stock Company**

- *Pursuant to Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 and its amendments and supplements;*
- *Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and its amendments and supplements;*
- *Pursuant to the Charter of Vietcredit General Finance Joint Stock Company;*
- *Pursuant to Board of Directors Resolution No. 2085/2026/VietCredit-NQ dated 25/11/2026 on approval of the agenda and matters for the 2026 Extraordinary General Meeting of Shareholders;*

The Board of Directors (BOD) respectfully submits the amendments and supplements to the Regulations on the Organization and Operation of the Board of Directors to the General Meeting of Shareholders for approval as follows:

## I. Basis for submission

- To meet its corporate governance needs, the Company proposes to designate the Chairman of the Board of Directors as its legal representative in place of the Chief Executive Officer;
- To ensure compliance and consistency with the proposed amendments and supplements to the Company's Charter submitted to the General Meeting of Shareholders for approval under GMS Proposal No. 2086/2026/VietCredit-TT dated 25/11/2026.

## II. Matters submitted for approval

On that basis, the BOD respectfully submits the following matters to the General Meeting of Shareholders for approval:

1) Approval of the amendments and supplements to the Regulations on the Organization and Operation of the Board of Directors, as detailed in the Appendix and the full text of the draft attached to this Proposal;
2) Assign the BOD to carry out or direct the necessary procedures to issue the Regulations on the Organization and Operation of the Board of Directors as amended and supplemented above.

Signature Not Verified
Ký bởi: CÔNG TY TÀI CHÍNH TỔNG HỢP CỔ PHẦN TÍN VIỆT
Ký ngày: 26/11/2026 09:15:35

Respectfully submitted for approval.

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




***Nguyen Duc Phuong***

***Recipients:***
- *General Meeting of Shareholders;*
- *Archived: Admin Dept., BOD' Office.*

# APPENDIX

## AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

**Notes:**

- *Articles not detailed in this Appendix remain unchanged.*
- *Text proposed for change in the "Current" column is shown in bold and underlined.*
- *Proposed amendments and supplements in the "Draft" column are shown in bold text.*
- *Certain editorial changes, including renumbering of clauses and sections following additions or deletions, are not detailed in this comparative appendix.*

| No. | Current Regulations on the Organization and Operation of the Board of Directors | | Draft Regulations on the Organization and Operation of the Board of Directors | | Reason for amendment |
|---|---|---|---|---|---|
| | Provision | Text | Provision | Text | |
| 1 | Article 1 | Scope and applicability | Article 1 | Scope, **principles of application and applicability** | Adds principles of application to the heading of Article 1. |
| 2 | Article 1 | No corresponding provision | Article 1 | Add Clause 2, Article 1:<br>**2. Principles of application: These Regulations set out in detail how the Company's Charter is implemented. In the event of a discrepancy between these Regulations and the Charter, the Charter prevails. If the Charter or these Regulations differ from applicable law, the law prevails. The Board of Directors shall promptly submit amendments to the General Meeting of Shareholders to** | Adds principles for applying these Regulations. |

| No. | Current Regulations on the Organization and Operation of the Board of Directors | | Draft Regulations on the Organization and Operation of the Board of Directors | | Reason for amendment |
|---|---|---|---|---|---|
| | Provision | Text | Provision | Text | |
| | | | | **ensure consistency with the Charter and applicable law.** | |
| 3 | Clause 2, Article 1 | Applicability: These Regulations apply to the Board of Directors, its Chairman and members, and relevant individuals and units that support and assist the Board at Vietcredit Finance Joint Stock Company. | Clause 3, Article 1 | 3. Applicability: These Regulations apply to the Board of Directors, its Chairman and members, and relevant individuals and units that support and assist the Board at Vietcredit **General** Finance Joint Stock Company. | Updates the Company's name. |
| 4 | Clause 2 and Clause 3, Article 2 | **2.** Company: Vietcredit Finance Joint Stock Company.<br>**3.** Company Charter: Charter of Vietcredit Finance Joint Stock Company. | Clause 2 and Clause 3, Article 2 | **2.** Company: Vietcredit **General** Finance Joint Stock Company.<br>**3.** Company Charter: Charter of Vietcredit **General** Finance Joint Stock Company. | Updates the Company's name. |
| 5 | Clause 1, Article 4 | No corresponding provision | Clause 1, Article 4 | Add Point l and Point m, Clause 1, Article 4:<br>**l. Request the Chief Executive Officer, executives, and the Company's units and individuals to provide complete, accurate and timely information, reports and documents necessary for the Board of Directors to perform its functions and duties. Requests for information shall follow the Company's internal procedures.**<br>**m. Request the Committees to review and assess matters within their respective** | Adds rights and obligations of Board members. |

| No. | Current Regulations on the Organization and Operation of the Board of Directors | | Draft Regulations on the Organization and Operation of the Board of Directors | | Reason for amendment |
|---|---|---|---|---|---|
| | Provision | Text | Provision | Text | |
| | | | | **functions and make recommendations to the Board of Directors.** | |
| 6 | Clause 5, Article 8 | | Clause 5, Article 8 | Add Point k, Clause 5, Article 8:<br>**k. Exercise the rights and perform the obligations of the Company's legal representative under the Charter. Authorization in the capacity of legal representative does not alter the decision-making authority allocated under the Charter.** | To add the rights and obligations of the Chairman of the Board of Directors corresponding to the change in the legal representative. |
| 7 | Point z, Clause 2, Article 12 | z. Issue the Regulations on the and Operation of the Board of Directors and the Company's Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; issue the Company's information disclosure regulations and other business regulations; | Point z, Clause 2, Article 12 | z. Issue the Regulations on the **Organization** and Operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; issue the Company's information disclosure regulations and other business regulations; | Updates the title of the Regulations. |
| 8 | Clause 2, Article 12 | No corresponding provision | Clause 2, Article 12 | Add Point ff, gg, hh, Clause 2, Article 12:<br>**ff. Approve remedial plans if the Company is subject to early intervention under applicable law and the Company's Charter.** | Adds powers and obligations of the Board of Directors in |

| No. | Current Regulations on the Organization and Operation of the Board of Directors | | Draft Regulations on the Organization and Operation of the Board of Directors | | Reason for amendment |
|---|---|---|---|---|---|
| | Provision | Text | Provision | Text | |
| | | | | **gg. Approve debt sale plans and matters relating to debt sales within the authority prescribed by internal regulations.**<br>**hh. Determine the amount of compensation when dealing with asset losses in accordance with law. The Board of Directors may delegate authority for handling these matters under the Company's internal regulations.** | line with the Charter. |
| 9 | Article 20 | No corresponding provision | Clause 9, Article 20 | Add Clause 9, Article 20:<br>**9. Remuneration, bonuses and other benefits within the aggregate amount approved by the General Meeting of Shareholders shall be determined and allocated based on position, scope of responsibility, workload, degree of participation and performance. Allocation must be transparent, avoid conflicts of interest and be reported or disclosed as required by law.** | Adds criteria for determining and allocating remuneration, bonuses and other benefits for Board members. |
| 10 | Clause 1, Article 25 | The Regulations on the Operation of the Board of Directors of Vietcredit Finance Joint Stock Company take effect upon approval by the General Meeting of Shareholders. | Clause 1, Article 25 | The Regulations on the **Organization** and Operation of the Board of Directors of Vietcredit **General** Finance Joint Stock Company take effect upon approval by the General Meeting of Shareholders. | Updates the Company's name. |

# REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS

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## CHAPTER I: GENERAL PROVISIONS

### Article 1. Scope, principles of application and applicability

1. Scope: The Regulations on the Organization and Operation of the Board of Directors govern the personnel structure, operating principles, powers and obligations of the Board of Directors, its Chairman and its members, in accordance with the Law on Enterprises, the Law on Credit Institutions, the Company's Charter and other relevant laws.
2. Principles of application: These Regulations set out in detail how the Company's Charter is implemented. If these Regulations differ from the Charter, the Charter prevails. If the Charter or these Regulations differ from applicable law, the law prevails. The Board of Directors shall promptly submit amendments to the General Meeting of Shareholders to ensure consistency with the Charter and applicable law.
3. Applicability: These Regulations apply to the Board of Directors, its Chairman and members, and relevant individuals and units that support and assist the Board at Vietcredit General Finance Joint Stock Company.

### Article 2. Terms, definitions and abbreviations

1. Law on Credit Institutions means Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 and its amendments and supplements from time to time.
2. Company means Vietcredit General Finance Joint Stock Company.
3. Company Charter means the Charter of Vietcredit General Finance Joint Stock Company.
4. GMS means General Meeting of Shareholders.
5. BOD means Board of Directors.
6. BOS means Board of Supervisors.
7. Affiliated persons are defined under Clause 24, Article 4 of the Law on Credit Institutions for matters concerning the Company's organization and operations governed by legislation on credit institutions. For information disclosure and other matters not governed by that legislation, affiliated persons shall be determined under the Law on Enterprises and the Law on Securities, as applicable.
8. Manager includes the Chairman and other members of the BOD and the Chief Executive Officer.
9. Executive means the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Branch Director, or any individual appointed by the BOD to another position and designated as an executive equivalent to any of those positions.

10. Other terms, definitions and abbreviations not specified in these Regulations have the meanings assigned in the Company's Charter.

**Article 3. Operating principles of the Board of Directors**

1. The BOD operates collectively. Its members are individually responsible for their assigned work and jointly accountable to the GMS and under law for the BOD's resolutions and decisions concerning the Company's development.

2. The BOD assigns the Chief Executive Officer responsibility for organizing, directing and implementing its resolutions and decisions.

## CHAPTER II: MEMBERS OF THE BOARD OF DIRECTORS

**Article 4. Rights and obligations of members of the Board of Directors**

1. BOD members have all rights and obligations prescribed by the Law on Securities, the Law on Enterprises, the Law on Credit Institutions and the Company's Charter, as follows:

   a. Exercise their rights and perform their obligations as BOD members honestly and prudently, in the interests of the credit institution and its shareholders, in accordance with the BOD's internal regulations and the assignments of the Chairman of the BOD; uphold the independence of independent BOD members in exercising their rights and performing their obligations; and be accountable for the exercise of their rights and performance of their obligations;

   b. Review the financial statements prepared by the independent auditor, provide comments, or request the Company's executives, the independent auditor and the internal auditor to explain matters relating to those statements;

   c. Request the Chairman of the BOD to convene an extraordinary BOD meeting;

   d. Attend BOD meetings and discuss and vote on matters within the duties and powers of the BOD under the Company's Charter, except where the member is not permitted to vote because of a conflict of interest. Be accountable to the GMS and the BOD for their decisions;

   e. Implement resolutions and decisions of the GMS and the BOD;

   f. Account to the GMS and the BOD for the performance of assigned duties upon request;

   g. Report promptly and fully to the BOD any remuneration received from subsidiaries, associates and other organizations in which they represent the Company's capital contribution;

   h. Report to the BOD at its next meeting transactions between the Company, its subsidiaries or other companies in which the Company controls more than 50% of charter capital, and the BOD member or that member's affiliated persons; and

transactions between the Company and any company in which the BOD member was a founding member or an enterprise manager during the three (03) years immediately preceding the transaction;

i. Disclose information when trading in the Company's shares in accordance with law;

j. Fulfill obligations to provide and publicly disclose information in accordance with law;

k. A BOD member may not authorize another person to attend a BOD meeting to decide matters specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 of Article 70 of the Law on Credit Institutions;

l. Require the CEO, executives, units and individuals of the Company to provide, fully, accurately and promptly, information, reports and documents necessary for the BOD to discharge its functions and duties. Requests for information shall follow the Company's internal rules on procedures;

m. Request the Committees to review and evaluate matters within their respective functions and make recommendations to the BOD;

n. Other rights and obligations under applicable law and the Company's Charter.

2. If the Company becomes a listed company under the Law on Securities, independent BOD members shall prepare an assessment report on the activities of the BOD.

**Article 5. Right of members of the Board of Directors to receive information**

1. BOD members have the right to request the CEO, Deputy CEOs and other managers of the Company to provide information and documents on the financial position and business activities of the Company and its units.

2. A manager receiving such a request shall promptly provide the requesting BOD member with full and accurate information and documents.

3. The procedures for requesting information shall be prescribed in writing by the BOD from time to time.

**Article 6. Term of office and number of members of the Board of Directors**

1. The BOD of the Company must have at least five (05) and no more than eleven (11) members. The GMS shall determine the number of members for each term. The BOD must have at least two (02) independent members, and two-thirds of its total members must be independent members and members who are not executives of the Company.

2. The BOD's term of office may not exceed five (05) years. The term of a BOD member shall correspond to the term of the BOD. A BOD member elected to fill a vacancy or replace another member shall serve for the remainder of the BOD's term. The outgoing BOD shall continue to act until the incoming BOD takes over.

3. An individual together with that individual's affiliated persons, or representatives of an institutional shareholder's capital contribution together with their affiliated persons, may serve on the BOD, but together may not occupy more than two (02) seats on the Company's BOD, except in the case of representatives of State capital contributions or a mandatory transferee.

4. Shareholders holding voting shares may pool their voting rights to nominate BOD candidates. A shareholder or group of shareholders holding from 5% to less than 20% of all voting shares may nominate one (01) candidate; from 20% to less than 30%, up to two (02); from 30% to less than 40%, up to three (03); from 40% to less than 50%, up to four (04); from 50% to less than 60%, up to five (05); from 60% to less than 70%, up to six (06); from 70% to 80%, up to seven (07); and from 80% to less than 90%, up to eight (08).

5. A BOD member ceases to hold office upon automatic disqualification, relief from office, removal, replacement, suspension or temporary suspension in accordance with the Company's Charter and applicable law.

6. The appointment of BOD members must be disclosed in accordance with the laws on securities and the securities market.

7. BOD members need not be shareholders of the Company.

8. If the number of BOD members falls below the minimum specified in Clause 1 of this Article, the credit institution must elect additional members within 90 days from the date of the shortfall to restore the minimum number, except as provided in Clause 5 of Article 166 of the Law on Credit Institutions.

9. The rights and obligations of independent BOD members and the manner in which they organize and coordinate their activities shall be governed by applicable law.

10. Where the Company's BOD was elected before the effective date of the Law on Credit Institutions (1 July 2024) and does not satisfy the requirements of Clauses 1 and 3 of this Article, it may continue to operate until the end of its term.

**Article 7. Qualifications and eligibility requirements for members of the Board of Directors**

1. A BOD member must satisfy all of the following qualifications and eligibility requirements:

   a. Not be disqualified from holding office under Clause 1 of Article 32 of the Company's Charter;

   b. Meet the professional ethics requirements prescribed by the Governor of the State Bank of Vietnam;

   c. Hold at least a university degree;

d. Meet at least one of the following conditions: (i) have at least three (03) years of experience as a manager or executive of a credit institution; (ii) have at least five (05) years of experience as a manager of an enterprise operating in finance, accounting or auditing, or of another enterprise with equity at least equal to the legal capital applicable to the corresponding type of credit institution; (iii) have at least five (05) years of direct work experience in an operational unit of a credit institution or foreign bank branch; or (iv) have at least five (05) years of direct work experience in a unit specializing in finance, banking, accounting or auditing;

2. An independent BOD member must meet all qualifications and eligibility requirements under Clause 1 of this Article and the following additional requirements:

a. Not currently work for the Company or any of its subsidiaries, and not have worked for the Company or any of its subsidiaries in the preceding three (03) consecutive years;

b. Not receive any regular salary or remuneration from the Company other than remuneration payable as a BOD member;

c. Have no spouse, parent, child or sibling, or spouse of any of those persons, who is a major shareholder of the Company or a manager, controller or BOS member of the Company or any of its subsidiaries;

d. Not represent any shareholding in the Company; and not, together with affiliated persons, directly or indirectly hold 1% or more of the Company's charter capital or voting share capital;

e. Not have been a manager or a BOS member of the Company at any time during the preceding five (05) consecutive years.

3. An independent BOD member shall notify the BOD upon ceasing to meet all qualifications and eligibility requirements under Clause 2 of this Article and shall automatically cease to be an independent BOD member as of the date those requirements are no longer met. The BOD shall report the matter at the next GMS meeting or convene a GMS meeting to elect an additional or replacement independent BOD member within the time limits specified in Clauses 8 and 10 of Article 6 of these Regulations.

**Article 8. Chairman and Vice Chairman of the Board of Directors**

1. The BOD shall elect the Chairman and Vice Chairman of the BOD from among its members and may relieve or remove either officeholder from the position of Chairman or Vice Chairman, as applicable.

2. The Chairman of the Company's BOD may not concurrently be an executive or a BOS member of the Company or another credit institution, or a manager of another enterprise.

3. The Chairman of the BOD shall fully discharge the duties and exercise the powers prescribed by law, the Company's Charter, the Internal Corporate Governance Regulations and the Regulations on the Organization and Operation of the Board of Directors; and direct the work of the BOD, its Committees and its members in matters within the BOD's functions, duties and powers;
4. Authorize another BOD member to perform the Chairman's duties and exercise the Chairman's powers in accordance with law and the Company's Charter.
5. The Chairman of the BOD has the following rights and obligations:
   a. Draw up the BOD's work program and activity plans; and be accountable for exercising the Chairman's rights and performing the Chairman's obligations;
   b. Convene and chair BOD meetings;
   c. Sign documents within the BOD's authority on its behalf;
   d. Organize the adoption of BOD resolutions and decisions;
   e. Oversee and organize oversight of the implementation of BOD resolutions and decisions;
   f. Chair GMS meetings;
   g. Ensure that BOD members receive full, objective and accurate information and have sufficient time to discuss matters that the BOD must consider;
   h. Assign duties to BOD members;
   i. Supervise BOD members in exercising their rights, fulfilling their obligations and carrying out their assigned duties;
   j. Annually evaluate the performance of each BOD member and of the BOD's Committees, and report the results to the GMS;
   k. Exercise the rights and perform the obligations of the Company's legal representative under the Charter; any authorization given in the capacity of legal representative does not alter the allocation of decision-making authority under the Charter;
   l. Exercise other rights and perform other obligations under the Company's Charter and applicable law.
6. A Vice Chairman of the BOD has the rights and obligations of a BOD member under law and performs the duties assigned by the Chairman of the BOD. The BOD shall decide the number and identity of its Vice Chairmen.
7. If the Chairman of the BOD is absent or unable to perform the Chairman's duties, the Chairman must authorize a Vice Chairman or another BOD member in writing to act in the Chairman's

place, but only if the Chairman has notified the BOD that the Chairman is absent, must be absent due to force majeure, or is unable to perform the duties.

8. If the Chairman is absent without having authorized a BOD member to act or becomes unable to perform the Chairman's duties, the remaining members shall elect one of their number as acting Chairman of the BOD by a majority vote of the remaining members. The acting appointment may not exceed six (06) months from the date the member assumes the temporary position. Within that period, the BOD shall elect a new Chairman and publicly announce the result in accordance with the regulations of the State Bank of Vietnam and the Company's Charter.

9. The BOD shall appoint a Company Secretary if it considers an appointment necessary. The Company Secretary has the following rights and obligations:

   a. Assist in convening GMS and BOD meetings and take minutes of those meetings;

   b. Assist BOD members in exercising their assigned rights and performing their assigned obligations;

   c. Assist the BOD in applying and implementing corporate governance principles;

   d. Assist the Company in developing shareholder relations and protecting shareholders' lawful rights and interests, as well as in complying with information provision and public disclosure obligations and administrative procedures;

   e. Exercise other rights and perform other obligations under the Company's Charter and applicable law.

**Article 9. Automatic disqualification, relief from office and removal of members of the Board of Directors**

1. A member of the Board of Directors is automatically disqualified in any of the following cases:

   a. The member is disqualified from holding office under Article 32 of the Company's Charter;

   b. The member dies;

   c. The member represents the capital contribution of an institutional shareholder of the Company and that institution ceases to exist;

   d. The member ceases to be the authorized representative of the capital contribution of an institutional shareholder;

   e. The member is expelled from the territory of the Socialist Republic of Vietnam;

   f. The Company's License of Establishment and Operation is revoked.

2. Within five (05) working days from the date of automatic disqualification under Points a, b, c, d and e of Clause 1 of this Article, the Company's BOD shall send a written report with supporting documents to the State Bank of Vietnam and shall be responsible for the accuracy and truthfulness of the report. It shall carry out the procedures for electing or appointing a person to fill the vacancy in accordance with law.
3. Following automatic disqualification, a BOD member of the Company remains accountable for decisions made while in office.
4. A BOD member shall be relieved from office in any of the following cases:
   a. The member's civil act capacity is restricted;
   b. The member submits a letter of resignation;
   c. The member fails to meet the qualifications and eligibility requirements under Article 41 of the Law on Credit Institutions;
   d. The GMS so decides;
   e. Other cases provided for in the Company's Charter or by law.
5. A BOD member shall be removed from office in any of the following cases:
   a. The member does not participate in BOD activities for six (06) consecutive months, except in a case of force majeure;
   b. The GMS so decides.
   c. An independent BOD member fails to meet the requirements of Clause 2 of Article 41 and Clause 3 of Article 43 of the Law on Credit Institutions;
   d. Other cases provided for in the Company's Charter or by law.
6. Where it considers it necessary, the GMS may decide to replace, relieve from office or remove a BOD member in circumstances other than those specified in Clauses 4 and 5 of this Article.
7. After being relieved or removed from office, the Chairman and other BOD members remain accountable for decisions made while in office.
8. Within 10 days of adoption of a decision to relieve or remove a BOD member, the Company's BOD shall submit a written report with relevant documents to the State Bank of Vietnam.
9. The BOD shall convene a GMS meeting to elect additional BOD members in the following cases:
   a. The number of BOD members has fallen by more than one-third below the number specified in the Company's Charter. In this case, the BOD shall convene a GMS meeting within 60 days from the date on which the number fell by more than one-third;

b. The number of independent BOD members has fallen below the proportion required by the Company's Charter and applicable law;

c. Except in the cases specified in Points a and b of this Clause, the GMS shall elect a replacement for a BOD member who has been relieved or removed from office at its next meeting.

**Article 10. Procedures for electing, relieving and removing members of the Board of Directors**

1. A shareholder or group of shareholders holding at least 5% of all ordinary shares has the right to nominate candidates for the BOD. Nominations shall be made as follows:

   a. Ordinary shareholders forming a group to nominate BOD candidates shall notify the shareholders attending the GMS meeting of the formation of that group before the meeting opens;

   b. Depending on the number of seats on the BOD, a shareholder or group of shareholders referred to in this Clause shall be entitled to nominate one or more BOD candidates, as determined by the GMS. If the shareholder or group nominates fewer candidates than it is entitled to nominate under the GMS decision, the remaining candidates shall be nominated by the BOD and other shareholders.

2. If shareholders or groups of shareholders nominate fewer candidates than they are entitled to nominate, the total number nominated is insufficient for the seats to be filled, or the candidates do not meet the applicable eligibility requirements and qualifications, the BOD shall nominate the remaining candidates under the Company's Charter, the Internal Corporate Governance Regulations and the Regulations on the Organization and Operation of the Board of Directors. The incumbent BOD shall clearly disclose any additional nominations before the GMS votes to elect BOD members, in accordance with law.

3. BOD members shall be elected by cumulative voting. Each shareholder shall have votes equal to the number of shares held multiplied by the number of BOD seats to be filled and may allocate all or part of those votes to one or more candidates. Candidates shall be declared elected in descending order of votes received, beginning with the candidate who received the most votes, until the number of seats prescribed by the Company's Charter is filled. If two (02) or more candidates tie for the last BOD seat, a further vote shall be held among the tied candidates, or the candidate shall be selected under the criteria in the election regulations or the Company's Charter.

4. The GMS shall decide by ballot on the election, relief from office and removal of BOD members.

**Article 11. Notice of the election, relief from office and removal of members of the Board of Directors**

1. Once BOD candidates have been identified, the Company shall disclose information about them on its website at least 10 days before the GMS meeting opens so that shareholders can review the candidates before voting. BOD candidates shall undertake in writing that the personal information disclosed is truthful and accurate and that, if elected, they will perform their duties honestly, prudently and in the best interests of the Company. The information to be disclosed about BOD candidates includes:
   a. Full name and date of birth;
   b. Professional qualifications;
   c. Employment history;
   d. Other management positions (including BOD positions at other companies);
   e. Interests relating to the Company and its affiliated parties;
   f. Other information, if any, required under the Company's Charter and applicable law.
2. The Company shall disclose information on companies at which candidates hold BOD or other management positions, and on any interests the candidates have in relation to the Company.
3. The results of the election, relief from office or removal of BOD members shall be announced in accordance with the regulations governing information disclosure.
4. The proposed list of persons for election or appointment as BOD members of the Company must be approved in writing by the State Bank of Vietnam before such election or appointment. Persons elected or appointed as BOD members must be included on the list approved by the State Bank of Vietnam.
5. The Company shall notify the State Bank of Vietnam of the list of persons elected or appointed as BOD members within 10 days from the date of their election or appointment.

## CHAPTER III: BOARD OF DIRECTORS

**Article 12. Rights and obligations of the Board of Directors**

1. The BOD is the governing body of the Company, with full authority to act in the Company's name in making decisions, exercising rights and performing obligations of the Company, except in matters reserved to the GMS.
2. The BOD has the following powers and obligations:
   a. Decide the Company's strategy, medium-term development plan, annual business plan and operating objectives;

b. Submit to the GMS for decision or approval matters within the GMS's duties and powers under Clause 3 of Article 67 of the Law on Credit Institutions;

c. Decide on the establishment of branches, representative offices and public service units of the Company;

d. Elect, relieve from office and remove the Chairman and Vice Chairman of the BOD; appoint, relieve from office, discipline and suspend, and determine salaries, bonuses and other benefits for, the CEO, Deputy Chief Executive Officers and other executives, persons holding positions directly advising and supporting the BOD (including BOD advisers, BOD Secretary, Chief of the Board of Directors' Office and Person in Charge of Corporate Governance), directors of branches and subsidiaries, heads of representative offices and holders of other positions within its authority under the BOD's internal regulations;

e. Supervise and direct the CEO and other managers in conducting the Company's day-to-day business;

f. Appoint representatives of the Company's capital contributions in other enterprises and credit institutions;

g. Approve plans for capital contributions to, or the purchase or sale of shares or capital interests in, other enterprises and credit institutions, where the contribution amount, proposed purchase price or carrying amount in the case of a sale is less than 20% of the Company's charter capital as stated in its latest audited financial statements;

h. Approve decisions to invest in, purchase or sell the Company's fixed assets where the investment amount, proposed purchase price or historical cost in the case of a sale is at least 10% of the Company's charter capital as stated in its latest audited financial statements, except where the investment, purchase or sale is within the GMS's authority;

i. Decide on credit facilities under Clause 7 of Article 136 of the Law on Credit Institutions, except for contracts and other transactions within the GMS's authority;

j. Approve contracts and other transactions valued at less than 20% of the Company's charter capital as stated in its latest audited financial statements between the Company and its BOD members, BOS members, CEO or major shareholders; affiliated persons of its managers, BOS members or major shareholders; or its subsidiaries or associates. A BOD member with an interest in the matter has no right to vote;

k. Approve contracts and other transactions valued at 10% or more of the Company's charter capital as stated in its latest audited financial statements, or at any lower threshold provided for in the Company's Charter;

l. Inspect, supervise and direct the CEO in carrying out assigned duties and evaluate the CEO's performance annually;

m. Issue internal regulations on the organization, governance and operation of the Company consistent with the Law on Credit Institutions and other applicable laws, except for matters within the authority of the BOS or the GMS;

n. Decide on the Company's risk management policies and oversee the implementation of risk prevention measures;

o. Review and approve the annual report;

p. Decide on the offering of new shares within the number of shares authorized for offering and on raising additional capital by other means;

q. Decide the offering prices of the Company's shares and convertible bonds;

r. Decide on the repurchase of the Company's shares under an approved plan in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;

s. Recommend the profit distribution plan and dividend amounts; determine the timing and procedures for dividend payments or for addressing losses incurred in the course of business.

t. Prepare the matters and relevant documents to be submitted to the GMS for decision and approval on matters within its authority, except for matters within the duties and powers of the BOS.

u. Approve the BOD's work program and activity plans and the agenda, matters and documents for GMS meetings; convene GMS meetings or solicit shareholders' written opinions for the adoption of GMS resolutions and decisions.

v. Organize, inspect and supervise the implementation of resolutions and decisions of the GMS and the BOD.

w. Promptly notify the State Bank of Vietnam of any information that may adversely affect the eligibility of any BOD member, BOS member or the CEO.

x. Decide on market development, marketing and technology solutions;

y. Decide on the Company's internal management regulations and the organizational structure, functions and duties of its centers and functional departments;

z. Issue the Regulations on the Organization and Operation of the Board of Directors and the Internal Corporate Governance Regulations following approval by the GMS, as well as the Company's Information Disclosure Regulations and other regulations governing its business operations;

aa. Be accountable to the GMS for discharging assigned duties and exercising assigned powers;

bb. The BOD may use the Company's organizational apparatus and resources to perform its duties and exercise its powers;

cc. Decide on the regulations governing the organization and operation of the Company's executives;

dd. The BOD and its committees may, at the Company's expense and without prior consultation with any of the Company's managers, engage staff, independent advisers, independent accountants and other external advisers to perform relevant work in accordance with the Charter and law, where necessary to exercise their powers and perform their duties;

ee. Approve matters relating to a restructuring plan linked to the resolution of bad debts that fall within the BOD's authority under law or at the request of a competent state authority;

ff. Approve remedial plans if the Company is placed under early intervention, in accordance with law and the Company's Charter;

gg. Approve debt sale plans and matters relating to debt sale activities within its authority under internal regulations;

hh. Determine the amount of compensation when dealing with asset losses in accordance with law. The BOD may delegate authority to deal with such matters under the Company's internal regulations;

ii. Exercise other rights and perform other duties under the Law on Enterprises, the Law on Securities, the Law on Credit Institutions and the Company's Charter.

3. The BOD shall adopt resolutions and decisions by voting at a meeting, soliciting written opinions or using another method prescribed by the Company's Charter. Each BOD member has one vote.

4. If a BOD resolution or decision contravenes the law, a GMS resolution or the Company's Charter and causes damage to the Company, the members who voted in favor shall be held jointly and personally liable for the resolution or decision and shall compensate the Company for the damage; members who voted against it shall be exempt from liability. In such a case, shareholders of the Company may request the Court to suspend the implementation of, or annul, the resolution or decision.

**Article 13. Responsibility of the Board of Directors for convening an Extraordinary General Meeting of Shareholders**

1. The BOD shall convene an extraordinary GMS meeting in the following cases:

a. The BOD considers the meeting necessary in the interests of the Company;

b. The number of remaining BOD or BOS members is below the minimum prescribed in Article 6 of these Regulations and Clause 2 of Article 51 of the Law on Credit Institutions;

c. At the request of a shareholder or group of shareholders holding at least 5% of the Company's total ordinary share capital under the Charter. The request to convene the GMS meeting shall be in writing, clearly state the reasons for and purpose of the meeting, and bear all the relevant shareholders' signatures; it may be made in counterparts that together bear all such signatures;

d. At the request of the BOS;

e. To decide on matters at the request of the State Bank of Vietnam when an event affecting the safety of the Company's operations occurs;

f. Other cases provided for by law and the Company's Charter.

2. Convening an extraordinary GMS meeting:

The BOD shall convene a GMS meeting within 30 days of the event specified in Point b of Clause 1 of this Article or of receipt of a request specified in Points c, d or e of Clause 1 of this Article.

3. The convener of the GMS meeting shall:

a. Prepare a list of shareholders entitled to attend the meeting;

b. Provide information and resolve complaints concerning the list of shareholders;

c. Prepare the agenda, matters for consideration and meeting documents;

d. Draft the GMS resolutions on the matters proposed for the meeting and, if BOD or BOS members are to be elected, prepare a list of candidates and their particulars;

e. Determine the time and venue of the meeting;

f. Send the notice of meeting to each shareholder entitled to attend under the Company's Charter and applicable law;

g. Perform other tasks necessary for the meeting.

**Article 14. Committees, Councils and support units of the Board of Directors**

1. The BOD may establish subcommittees to assist it. The BOD shall determine the number of members of each subcommittee, which shall comprise at least three (03) persons, including BOD members and external members. A BOD member shall chair the subcommittee. The subcommittee shall operate in accordance with the rules of the BOD. A subcommittee resolution shall take effect only if a majority of the members attend the subcommittee meeting and vote to adopt it.

2. The BOD shall establish the following Committees or Councils, among others:

   a. Risk Management Committee;

   b. Personnel Committee;

   c. Other committees or councils as it considers necessary.

   The BOD shall determine from time to time the specific duties and powers of these Committees and the number, qualifications and eligibility requirements of their members in accordance with the regulations of the Governor of the State Bank of Vietnam and applicable law.

3. Decisions of the BOD or of a subcommittee under the BOD shall be implemented in accordance with law, the Company's Charter and its internal regulations.

**Article 15. Person in Charge of Corporate Governance**

1. Person in Charge of Corporate Governance:

   a. The Company's BOD shall appoint at least one (01) Person in Charge of Corporate Governance to assist with corporate governance at the Company. The Person in Charge of Corporate Governance may also serve as Company Secretary under Clause 5 of Article 156 of the Law on Enterprises.

   b. The Person in Charge of Corporate Governance may not concurrently work for the approved audit organization auditing the Company's financial statements.

2. The Person in Charge of Corporate Governance has the following rights and obligations:

   a. Advise the BOD on organizing GMS meetings in accordance with applicable rules and on matters involving the Company and its shareholders;

   b. Prepare BOD, BOS and GMS meetings at the request of the BOD or BOS;

   c. Advise on meeting procedures;

   d. Attend meetings;

   e. Advise on procedures for preparing BOD resolutions in accordance with law;

   f. Provide BOD and BOS members with financial information, copies of BOD meeting minutes and other information;

   g. Monitor the Company's disclosure of information and report to the BOD on disclosure activities;

   h. Act as a point of contact for stakeholders;

   i. Maintain confidentiality in accordance with law and the Company's Charter;

j. Exercise other rights and perform other obligations under law and the Company's Charter.

**Article 16. Support units of the BOD**

1. BOD Secretary:

   a. The BOD may assign one or more employees or units to act as BOD Secretary. The BOD shall prescribe the role, functions and duties of the BOD Secretary in accordance with law.

   b. The functions and duties of the BOD Secretary include:

      (i) Make arrangements for regular or extraordinary BOD meetings as required;

      (ii) Take meeting minutes;

      (iii) Advise on meeting procedures;

      (iv) Maintain confidentiality in accordance with the Company's Charter and law;

      (v) Perform other tasks assigned by the Chairman of the BOD.

2. Board of Directors' Office:

   a. The Board of Directors' Office assists the BOD by supporting its direction, management and oversight activities in implementing strategic objectives throughout the Company.

   b. The Board of Directors' Office comprises the Chief of the Board of Directors' Office, the BOD Secretary, and the officers, experts and staff prescribed by the Regulations on the Organization and Operation of the Board of Directors' Office issued by the BOD.

   c. The Board of Directors' Office shall perform its functions and duties in accordance with the Regulations on the Organization and Operation of the Board of Directors' Office issued by the BOD.

## CHAPTER IV: MEETINGS OF THE BOARD OF DIRECTORS

**Article 17. Meetings of the Board of Directors**

1. The Chairman of the BOD shall be elected at the first BOD meeting, held within seven (07) working days from the close of the election of that BOD. The member who received the highest number or proportion of votes shall convene and chair the meeting. If more than one member ties for the highest number or proportion of votes, the members shall select one (01) of the tied members by majority vote to convene the BOD meeting.

2. The BOD shall meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the BOD shall convene a BOD meeting at the request of any of the following:

a. The BOS or an independent BOD member;

b. The CEO or at least five (05) other managers;

c. At least two (02) BOD members;

d. In other cases provided for in the Company's Charter.

4. A request under Clause 3 of this Article shall be made in writing and clearly state the purpose, matters to be discussed and decisions to be made that fall within the BOD's authority.

5. The Chairman of the BOD shall convene a BOD meeting within seven (07) working days of receipt of a request under Clause 3 of this Article. If the Chairman fails to convene the requested meeting, the Chairman shall be liable for any resulting damage to the Company, and the requesting party may convene the BOD meeting in the Chairman's place.

6. The Chairman of the BOD or the convener of the BOD meeting shall send the notice of meeting no later than three (03) working days before the meeting date. The notice shall specify the time and venue, agenda and matters to be discussed and decided. Meeting documents and the member's voting ballot shall accompany the notice.

7. A BOD meeting notice may be sent by written invitation, telephone, fax, electronic means or another method prescribed in the Company's Charter, provided that it reaches each BOD member at the contact address registered with the Company.

8. The Chairman of the BOD or the convener shall send the notice of meeting and accompanying documents to BOS members in the same manner as to BOD members.

9. BOS members may attend and participate in discussions at BOD meetings but may not vote.

10. A BOD meeting may proceed if at least three-quarters (3/4) of all members attend. If a meeting convened under this Clause does not have the required quorum, it shall be reconvened within seven (07) days of the date scheduled for the first meeting. The reconvened meeting may proceed if more than half of the BOD members attend.

11. A BOD member is deemed to attend and vote at a meeting in any of the following cases:

a. Attending and voting in person;

b. Authorizing another person to attend and vote under Clause 13 of this Article and Point k of Clause 1 of Article 4 of these Regulations;

c. Attending and voting by online conference, electronic voting or other electronic means;

d. Sending a voting ballot for the meeting by mail, fax or email;

e. Sending a voting ballot by another method prescribed in the Company's Charter.

12. A voting ballot sent by mail shall be enclosed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour before the meeting opens. A voting ballot may be opened only in the presence of all persons attending the meeting.

13. Members shall attend all BOD meetings. A member may authorize another person to attend and vote if a majority of BOD members approve, in accordance with Article 72 of the Law on Credit Institutions.

14. A BOD resolution or decision is adopted if approved by a majority of the members attending the meeting. If votes are equally divided, the side supported by the Chairman of the BOD prevails.

15. Where necessary, the Chairman of the BOD or the convener may invite other persons to attend BOD meetings to consider and resolve technical matters.

16. BOD members attending BOD meetings have the duties and powers specified in these Regulations and the Company's Charter. Other persons invited to attend BOD meetings may speak but may not vote.

17. BOD meetings may be held at the Company's head office or another venue specified by the BOD. Meetings may be held in person, online or by other electronic means.

18. Online BOD meetings:

    a. A BOD meeting may be held by online conference when all or some BOD members are in different locations, provided that each member participating in the meeting can:

        - Hear the other participating BOD members speak at the meeting;

        - Speak to all other participants simultaneously.

    b. BOD members may discuss matters directly by telephone, by other means of communication or by a combination of those methods. A BOD member who participates in such a meeting is deemed to be "present" at the meeting.

    c. Decisions adopted at a duly convened and conducted online meeting take effect immediately upon its conclusion but must be confirmed by the signatures of all attending BOD members on the meeting minutes.

19. Authority and procedures for soliciting BOD members' written opinions:

    a. The Chairman of the BOD may decide to solicit written opinions from BOD members to approve matters within the BOD's authority;

    b. At the request of the Chairman of the BOD, the BOD Secretary or Board of Directors' Office shall prepare written voting ballots and any necessary documents relating to the matters on which opinions are sought. The ballots and accompanying documents shall

be delivered in person or sent by a secure method or email, so that they reach the contact address or email address of each BOD member. For the purposes of these Regulations, a member's email address means the address provided to the member by the Company;

c. A written voting ballot shall contain the following principal particulars: the Company's name and head office address, the number and date of issue of the License of Establishment and Operation, the Enterprise Registration Certificate, the purpose of soliciting opinions, the BOD member's full name and contact address, the matters on which opinions are sought, the voting options, the deadline for returning the completed ballot to the Company, and the full name and signature of the Chairman of the BOD;

d. The BOD Secretary or Board of Directors' Office shall count the votes and prepare the Minutes of Vote Counting for Obtaining Written Opinions of the Members of the Board of Directors in accordance with applicable rules;

e. A decision adopted by soliciting BOD members' written opinions has the same effect as a decision adopted at a BOD meeting. A decision takes effect if a majority of the BOD members whose opinions are solicited vote in writing in favor of the matter submitted for decision. If votes are equally divided, the side supported by the Chairman of the BOD prevails;

f. Completed written voting ballots signed by BOD members or emails from BOD members, the vote-counting minutes, the full text of the adopted resolution and relevant documents sent with the ballots shall be kept at the Company's head office;

g. To deal promptly with urgent matters within the BOD's decision-making authority at an extraordinary meeting, the Chairman of the BOD may solicit BOD members' written opinions in either of the following ways:

   (i) The BOD member records their opinion directly on a written opinion form signed by the Chairman of the BOD or responds by email;

   (ii) The BOD member records their opinion directly on the executive's or submitting unit's proposal for each matter.

h. A decision adopted by soliciting BOD members' written opinions has the same effect as a decision adopted at a BOD meeting, provided it is approved by a majority of the BOD members whose opinions are solicited. If votes are equally divided, the side supported by the Chairman of the BOD prevails.

**Article 18. Minutes of Board of Directors meetings**

1. BOD meetings shall be minuted and may be audio recorded or otherwise recorded and stored electronically. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. They shall contain the following principal particulars:
   a. The Company's name, head office address and enterprise identification number;
   b. The time and venue of the meeting;
   c. The purpose, agenda and matters considered at the meeting;
   d. The full name of each attending member or authorized representative and the manner in which they attended; the full names of absent members and reasons for their absence;
   e. The matters discussed and voted on at the meeting;
   f. A summary of each attending member's comments in the order in which they were made at the meeting;
   g. The voting results, specifying which members voted for, voted against or expressed no opinion;
   h. The matters approved and the corresponding percentages of votes in favor;
   i. The full names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.
2. If the chairperson and the minute-taker refuse to sign the meeting minutes, the minutes shall nevertheless be valid if signed by all other BOD members attending the meeting and if they contain all particulars required by Points a, b, c, d, e, f, g and h of Clause 1 of this Article.
3. The chairperson, the minute-taker and the persons signing the minutes are responsible for the truthfulness and accuracy of the BOD meeting minutes.
4. BOD meeting minutes and documents used at the meeting shall be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language have equal legal effect. In the event of a discrepancy, the Vietnamese-language minutes shall prevail.

## CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS

**Article 19. Submission of annual reports**

1. At the end of the financial year, the BOD shall submit the following reports to the GMS:
   a. Report on the Company's business results;
   b. Audited financial statements;

c. Report assessing the management and operation of the Company;

d. Report of the BOS.

e. Other reports required under the Company's Charter and by law.

2. The reports specified in Points a, b and c of Clause 1 of this Article shall be sent to the BOS for review no later than 30 days before the opening of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the BOS's report on inspection and supervision, and the audit report shall be kept at the Company's head office no later than 10 days before the opening of the Annual General Meeting of Shareholders, unless the Company's Charter specifies a longer period. A shareholder who has held shares in the Company continuously for at least one (01) year may inspect the reports referred to in this Article in person, either alone or together with a lawyer or a licensed accountant or auditor.

**Article 20. Remuneration, bonuses and other benefits of Board of Directors members, and the Board of Directors' operating budget**

1. The Company shall pay remuneration and bonuses to BOD members based on its business results and performance.

2. The GMS shall determine the aggregate remuneration and bonuses payable to BOD members and the BOD's annual operating budget.

3. BOD members are entitled to remuneration for their work and to bonuses. Remuneration shall be calculated according to the number of working days required for a BOD member to discharge their duties and the daily remuneration rate. The BOD shall agree unanimously on the proposed remuneration for each member.

4. Each BOD member's remuneration shall be included in the Company's business expenses in accordance with the law on corporate income tax, shown separately in the Company's annual financial statements and reported to the GMS at its annual meeting.

5. A BOD member who holds an executive position, serves on a BOD subcommittee or performs work outside the ordinary duties of a BOD member may receive additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, percentage of profits or otherwise, as determined by the BOD in accordance with the GMS decision.

6. BOD members shall be reimbursed for all travel, meals, accommodation and other reasonable expenses incurred in carrying out their responsibilities, including expenses incurred in attending GMS meetings, BOD meetings or meetings of BOD subcommittees.

7. The Company may purchase liability insurance for BOD members with the approval of the GMS. The insurance shall not cover liabilities arising from violations of law or the Company's Charter by BOD members.

8. The operating budget shall be allocated and used, and remuneration, bonuses and benefits for the Chairman and members of the BOD shall be administered, in accordance with internal regulations issued by the BOD from time to time.

9. Remuneration, bonuses and other benefits within the aggregate amount approved by the GMS shall be determined and allocated based on position, scope of responsibility, workload, level of participation and performance. The process shall be transparent, avoid conflicts of interest, and be reported and disclosed as required by law.

**Article 21. Disclosure of relevant interests**

1. The Company's BOD members shall provide the Company with the following information:

   a. The name, enterprise identification number and head office address of any enterprise or other economic organization in which the member, alone or together with affiliated persons, holds in their name capital contributions or shares representing 5% or more of charter capital, including capital contributions or shares that another organization or individual has been authorized or entrusted to hold in their own name;

   b. The name, enterprise identification number and head office address of any enterprise or other economic organization in which the member and their affiliated persons are members of the Board of Directors or Members' Council, controllers, members of the Board of Supervisors, or hold the position of Chief Executive Officer (Director);

   c. For an affiliated person who is an individual: full name; personal identification number; for a foreign national, nationality, passport number, date and place of issue; and relationship to the person providing the information;

   d. For an affiliated person that is an organization: name, enterprise identification number, head office address, number of the Enterprise Registration Certificate or equivalent legal document, legal representative, and relationship to the person providing the information.

2. BOD members shall send the Company the information required under Clause 1 of this Article in writing on the initial occasion and whenever it changes, within seven (07) working days from the date the information first arises or changes.

3. The information specified in Clause 1 of this Article shall be posted and kept at the Company's head office and reported in writing to the State Bank of Vietnam within seven (07) working days after the Company receives it. The Company shall annually disclose the information specified in Points a, b and d of Clause 1 of this Article to its GMS.

4. BOD members shall ensure that information provided and publicly disclosed is truthful, accurate, complete and timely, and shall be responsible for providing and publicly disclosing that information.

5. A BOD member who in their own name or on behalf of another person undertakes any work, in any form, within the scope of the Company's business shall explain the nature and substance of that work to the BOD and may proceed only with the approval of a majority of the remaining BOD members. If the member undertakes the work without disclosure or without BOD approval, all income derived from that activity belongs to the Company.

## CHAPTER VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS

### Article 22. Relationship among members of the Board of Directors

1. BOD members shall work together and keep one another informed of relevant matters when carrying out assigned work.

2. In carrying out assigned work, the BOD member with primary responsibility shall take the initiative to coordinate on any matter within another BOD member's area of responsibility. If BOD members disagree, the member with primary responsibility shall refer the matter to the Chairman of the BOD for decision within the Chairman's authority, for a meeting to be held or for the opinions of BOD members to be solicited in accordance with law, the Company's Charter and these Regulations.

3. If assignments are redistributed among BOD members, the members shall hand over the relevant work, records and documents. The handover shall be documented in writing and reported to the Chairman of the BOD.

### Article 23. Relationship with the CEO and other executives

1. In its governance role, the BOD issues resolutions for implementation by the CEO and executive management. The BOD also inspects and supervises the implementation of its resolutions.

2. BOD resolutions and decisions are binding throughout the Company. If, in implementing a BOD resolution or decision, the CEO identifies a matter affecting the Company's interests, the CEO shall ask the BOD to review and adjust it as appropriate. If the BOD does not amend the resolution or decision, the CEO shall still implement it but may reserve their opinion and refer the matter to the GMS or another competent authority.

3. The BOD shall ensure that the necessary mechanisms, policies, human resources and facilities are in place to enable executives to perform their assigned duties.

4. The BOD shall decide on the executive structure and approve the CEO's proposed allocation of duties among executive positions, so that the CEO may sign the written assignment in accordance with law, the Company's Charter and its internal regulations.

5. If the CEO is also a BOD member, the CEO shall provide accurate, timely and complete information to the BOD on matters relating to the management of the Company's business operations.
6. The Chairman of the BOD shall attend, or authorize another BOD member to attend, management coordination meetings and meetings chaired by the CEO to prepare matters for submission to the BOD.
7. At BOD meetings, the Chairman of the BOD or the meeting chair shall, based on the matters under consideration, decide whether to invite executives and heads of relevant units to attend, report on specific work and provide comments, if any.
8. The CEO and other executives shall facilitate BOD members' performance of their assigned duties and ensure that they can access information and reports as quickly as possible.
9. The BOD shall meet quarterly with executives to review and assess the performance of their duties during the quarter; where necessary, the BOD may convene monthly meetings to provide direct guidance on work to be performed.
10. If an executive becomes aware of risks or incidents that may significantly affect the Company's reputation or business operations, or other matters that warrant reporting, the executive shall immediately report the matter to the Chairman of the BOD and to the BOD members directly responsible for the relevant area so that they can direct a timely response.

**Article 24. Relationship with the BOS**

1. The BOD and the BOS shall work together as equal and independent bodies. The BOS oversees the BOD's activities, and the two bodies shall coordinate closely and assist each other in carrying out their duties.
2. Upon receipt of inspection minutes or summary reports from the BOS, the BOD shall review them and instruct the relevant units to develop and implement timely corrective measures.
3. The Chairman of the BOD shall ensure that BOS members are invited to all regular and extraordinary BOD meetings.
4. In addition to the information reported periodically, BOS members may request the BOD to provide information and documents on the management and operation of the Company's business.
5. The BOD shall ensure that copies of all financial and other information provided to BOD members, as well as BOD resolutions, decisions and meeting minutes, are provided to BOS members at the same time as to BOD members.

## CHAPTER VII: IMPLEMENTATION PROVISIONS

**Article 25. Effectiveness**

1. The Regulations on the Organization and Operation of the Board of Directors of Vietcredit General Finance Joint Stock Company shall take effect on the date of their approval by the GMS.
2. Amendments and supplements to these Regulations shall be submitted to the GMS for consideration and decision.
3. Order of precedence:
   a. If there is any discrepancy between these Regulations and the Company's Charter, the Company's Charter shall prevail.
   b. Matters relating to the BOD not addressed in these Regulations shall be governed by the Company's Charter.
   c. Where legal provisions relating to the Company's operations are not addressed in these Regulations or new legal provisions differ from the terms of these Regulations, such legal provisions shall automatically apply to and govern the Company's operations.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**