

**VIETINBANK SECURITIES JOINT STOCK COMPANY**

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**REGULATIONS ON THE OPERATION  
OF THE BOARD OF DIRECTORS OF VIETINBANK  
SECURITIES JOINT STOCK COMPANY**

**Code QC.00.02.IV**

*(Approved for issuance under Resolution No. 02/2025/NQ-DHDCD-CKCT dated  
November 18, 2025 by the 2025 Extraordinary General Meeting of Shareholders and  
Resolution No. 229/2025/NQ-HDQT-CKCT dated December 29, 2025 of the Board of  
Directors of VietinBank Securities Joint Stock Company)*

**HANOI – December 2025**

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**COMPANY**  
**CODE QC.00.02.IV**

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# REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS OF VIETINBANK SECURITIES JOINT STOCK COMPANY

Code: QC.00.02.IV

*(Approved for issuance under Resolution No. 02/2025/NQ-DHDCD-CKCT dated November 18, 2025, by the 2025 Extraordinary General Meeting of Shareholders and Resolution No. 229/2025/NQ-HDQT-CKCT dated December 29, 2025 of the Board of Directors of VietinBank Securities Joint Stock Company)*

## Chapter I

### GENERAL PROVISIONS

#### Article 1. Governing Scope and Subjects of Application

##### 1.1. Governing Scope

The Regulations on the Operation of the Board of Directors of the VietinBank Securities Joint Stock Company specify the organizational structure of personnel, operating principles, rights, and obligations of the Board of Directors and its members, ensuring compliance with the provisions of the Law on Enterprises, the Law on Securities, the Company's Charter, and other relevant laws.

##### 1.2. Subjects of application

These Regulations apply to the Board of Directors of the VietinBank Securities Joint Stock Company and its members.

#### Article 2. Reference Documents

##### 2.1. Legal Documents

a. The Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("**Law on Enterprise**") and its amendments, supplements and guiding documents on implementation.

b. The Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("**Law on Securities**") and its amendments, supplements and guiding documents on implementation;

c. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities ("**Decree 155**");

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d. Circular No. 116/2020/TT-BTC dated December 31, 2020 issued by the Ministry of Finance, guiding a number of articles on corporate governance applicable to Public Companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("**Circular 116**");

e. Circular No. 121/2020/TT-BTC dated December 31, 2020 issued by the Ministry of Finance governing the operations of securities companies ("**Circular 121**").

f. Other relevant legal documents.

## **2.2. Internal Company Documents**

a. The Charter of organization and operation of VietinBank Securities Joint Stock Company has been approved by the General Meeting of Shareholders;

b. Other relevant internal documents of the Company.

## **Article 3. Explanation of Terms and Abbreviations**

### **3.1. Explanation of Terms**

a. The terms used in these Regulations shall have the same meanings as defined in the Company's Charter.

b. Other Terms:

- Company: Refers to the VietinBank Securities Joint Stock Company, abbreviated as "VietinBank Securities".

- Charter/Company's Charter: The Charter of Organization and Operation of the VietinBank Securities Joint Stock Company, and its amendments and supplements approved by the General Meeting of Shareholders.

- Units: Departments, Divisions, and other operational entities at the Company's headquarters, Branches, Transaction Offices, and Representative Offices of the Company.

- Executive Board: Includes the General Director, Deputy General Directors, Chief Accountant.

- Company Executives: Include the General Director, Deputy General Directors, Chief Accountant and Directors of Branches of the Company.

- Company Managers: Include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General Directors of the Company.

### **3.2. Abbreviations**

- GMS: General Meeting of Shareholders.

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- BOD: Board of Directors.
- BOS: Board of Supervisors.

#### **Article 4. Operating Principles of the Board of Directors**

- 4.1. The Board of Directors operates under a collective regime, assigning individual responsibilities while ensuring the principles of centralization, democracy, and transparency. Each member is individually responsible for the tasks assigned, authorized, or delegated to them, and collectively responsible before the GMS and the law for resolutions and decisions of the Board of Directors regarding the Company's development.
- 4.2. All activities of the Board of Directors must ensure the supervision of the GMS and comply with the Charter and relevant laws.
- 4.3. Members of the Board of Directors participate in the leadership, management and supervision of the Company's activities as assigned by the Board of Directors and the Chairman of the Board of Directors.
- 4.4. The Board of Directors assigns the General Director responsibility for organizing and administering the implementation of its resolutions and decisions.
- 4.5. The Board of Directors utilizes the Company's resources and seal to perform its governance functions and must appoint at least one (01) Corporate Governance Officer as per the law, the Company's Charter, and the Internal Regulations on Corporate Governance to support effective corporate governance within the Company.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 5. Rights and Obligations of the members of the Board of Directors**

- 5.1. BOD members shall have full rights as prescribed by the Law on Securities, the Law on Enterprises, relevant laws, and the Company's Charter, including the right to be provided information and documents on the financial situation and business activities of the Company and of the units within the Company.
- 5.2. BOD members have responsibilities and obligations as prescribed by law, the Company's Charter, and the following specific obligations:
- a. Perform the responsibilities of a Company's manager in accordance with the provisions of law and the Company's Charter;

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b. Exercise assigned rights and obligations and assigned tasks honestly and carefully to ensure maximum legitimate interests of the Company and for the highest interests of shareholders and the Company;

c. Be loyal to the interests of the Company and shareholders; do not use the Company's information, trade secrets, or business opportunities, do not use information obtained through his/her position and do not abuse the position, title and assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d. Attend all Board of Directors meetings and provide clear opinions on issues discussed at the meeting;

e. Promptly, fully and accurately notify the Company of any enterprises in which members of BOD and their related persons are the owner or own capital contribution or shares in accordance with the provisions of the Law on Enterprises and the Law on Securities. Publicly disclose related interests and update the list of related persons in accordance with the Law on Enterprises and other relevant legal provisions;

f. Report promptly and fully to the BOD on the remunerations they receive from subsidiaries, affiliates and other organizations;

g. Report to the Board of Directors at the most recent meeting on the following transactions:

(i) Transactions between the Company, its subsidiaries, or companies in which the Company holds more than fifty percent (50%) of charter capital with members of the Board of Directors and related person or those members; as well as transactions between the Company and a company where a member of the Board of Directors is a founder or a manager within the last three (03) years prior to the transaction;


(ii) Transactions between the Company and enterprises in which a related person of a member of the Board of Directors is a member of the Board of Directors, General Director (Director) or major shareholder.

h. Report and disclose information when conducting transactions in the Company's shares in accordance with the provisions of law.

5.3. Independent members of the Company's Board of Directors must prepare evaluation reports on the Board of Directors' performance in accordance with the Law on Securities and other relevant regulations.

5.4. In performing assigned tasks, the members of the Board of Directors have the right to request any Company Executive, Company's Representative at invested Units, other individuals holding managerial positions, employees, or relevant Units

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to work directly with them in order to understand the operational situations and ensure the implementation of the resolutions and regulations of the Board of Directors.

5.5. The members of the Board of Directors shall perform their duties and tasks as assigned by the Board of Directors, the Chairman of the Board of Directors, and under the authorization of the Chairman of the Board of Directors (if any); they shall be accountable to the Board of Directors and the Chairman of the Board of Directors for the assigned and authorized duties and tasks.

#### **Article 6. BOD Members' Right to Access Information**

6.1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors and other managers to provide information and documents on the financial situation and business activities of the Company and of the units within the Company.

6.2. The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members. Procedures for requesting and providing information according to the Company's Charter, Internal Regulations on Corporate Governance, other Company's internal regulations and laws.

#### **Article 7. Term of office and number of members of the Board of Directors**

7.1. The Company's Board of Directors has five (05) members.


7.2. The term of office of a member of the Board of Directors shall not exceed five (05) years and a member of the Board of Directors may be re-elected for an unlimited number of terms. Each individual may only be elected as an Independent member of the Company's Board of Directors for no more than two (2) consecutive terms.

7.3. In the event that all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work, except as otherwise provided in the Company's Charter.

7.4. The number, rights, obligations, organizational structure, and operational coordination of independent members of the Board of Directors shall be implemented according to the Company's Charter, Internal Corporate Governance Regulations, other internal regulations of the Company, and applicable law.

#### **Article 8. Standard and conditions for members of the Board of Directors**

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8.1. Members of the Board of Directors must meet the following standards and conditions:

a. Not fall into the category of persons prescribed in the provisions of Clause 2, Article 17 of the Law on Enterprises;

b. Have professional qualifications and experience in business administration or in the Company's business field, industry or profession and do not necessarily have to be a shareholder of the Company, except as otherwise provided in the Company's Charter;

c. The Board of Directors' member may only concurrently be a member of the Board of Directors at maximum of five (05) other companies and may not be a member of the Board of Directors, member of the Board of Members, or General Director (Director) of another securities company;

d. A member of the Board of Directors must not be a family member of the General Director and other managers of the Company; of the manager or person with the authority to appoint the manager of the parent company;

e. Other standards and conditions as prescribed in the Company's Charter, the Law on Securities, and relevant laws.

8.2. An independent member of the Board of Directors is a member meeting the standards and conditions as prescribed in the Company's Charter, the Law on Securities, and relevant legal documents.

8.3. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer meets the conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date such conditions are no longer met. The Board of Directors must report the case where an independent member of the Board of Directors no longer meets the conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receiving the notice from the relevant independent member of the Board of Directors.

#### **Article 9. Chairman of the Board of Directors**

9.1. The Chairman of the Board of Directors shall be elected, discharged, or removed by the Board of Directors from among its members.

9.2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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9.3. The Chairman of the Board of Directors shall have the following rights and duties:

- a. To prepare the operational plans and programs of the Board of Directors;
- b. To prepare the agendas, contents and materials for meetings; convene, chair and preside over the meetings of the Board of Directors;
- c. To organize the adoption of the Board of Directors' resolutions and decisions;
- d. To supervise the implementation of the Board of Directors' resolutions and decisions;
- e. To convene and chair meetings of the General Meetings of Shareholders convened by the Board of Directors;
- f. To lead and ensure the effective operation of the Board of Directors;
- g. To develop, implement, and review procedures related to the organization and operation of the Board of Directors;
- h. To ensure the exchange of full, timely, accurate, and clear information between the members and the Chairman of the Board of Directors;
- i. To ensure efficient communication and contact with the shareholders;
- j. To organize the periodic assessment of the works done by the Board of Directors, its divisions and each member;
- k. To facilitate the effective operating and performance of independent members of the Board of Directors and establish a constructive relationship between executive and non-executive members of the Board of Directors;
- l. To assign members of the Board of Directors to act as focal points for overseeing, directing, and handling/proposing to handle issues within the authority of the Board of Directors (if necessary); supervise members of the Board of Directors in performing their assigned duties and exercising their rights and obligations;
- m. To assign members of the Board of Directors to assist the Chairman of the Board of Directors in organizing the implementation of decisions of the Board of Directors within their assigned areas/scope of responsibility as the focal point in charge (if necessary);
- n. To assign members of the Board of Directors to assist the Chairman of the Board of Directors to supervise the implementation of the decisions of the Board of Directors, evaluating the effectiveness of management and administration activities, as well as the execution of strategies, business plans, resolutions, and decisions of

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the Board of Directors within the areas or scope of responsibility for which the members are designated as focal points (if necessary);

o. On behalf of the Board of Directors, handle unexpected, urgent, or force majeure matters involving significant risks to the Company's capital, assets, reputation, or brand that fall within the authority of the Board of Directors and require urgent and immediate action. The Chairman of the Board of Directors must immediately report to the Board of Directors at the next meeting;

p. Direct the activities of the Board of Directors, its subcommittees, and members of the Board of Directors, as well as major, important issues and strategic matters across all areas under the functions, tasks and jurisdiction of the Board of Directors. Authorize other members of the Board of Directors to carry out their tasks and jurisdiction according to the law and the Company's Charter (if necessary);

q. On behalf of the Board of Directors, make decisions on matters previously approved in principle by the Board of Directors, and report these decisions at the next meeting of the Board of Directors;

r. Execute other duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors, based on practical needs and circumstances;

s. Other rights and obligations as prescribed by law, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal regulations of the Company.

9.4. In case the Chairman of the Board of Directors submits a letter of resignation or he is removed or discharged, the Board of Directors must elect a substitute within ten (10) days since the letter of resignation is received or the Chairman is removed or discharged.

9.5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, the Chairman shall authorize another member in writing to exercise the rights and fulfill the responsibilities of the Chairman in accordance with the principles prescribed in the Company's Charter, Internal Regulations on Corporate Governance, Company's other internal regulations (if any) and relevant laws, while notifying the remaining members of the Board of Directors and the General Director of such authorization. In case the authorized person is not found or the Chairman dies, goes missing or is detained, serves a prison sentence, administrative measures at a compulsory detoxification facilities or education facilities, escapes from the residing place, has restricted or lost civil act capacity or has difficulties in judgment or self-control, or he/she is prohibited by the Court to undertake the title, practice or do a certain works, then the remaining members shall elect one of them as the

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Chairman of Board of Directors in accordance with the majority principles till a new decision is made by the Board of Directors.

9.6. When it is deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

- a. Assist in organizing and convening General Meetings of Shareholders and Board of Directors meetings; take minutes of the meetings;
- b. Assist members of the Board of Directors in exercising their assigned rights and duties;
- c. Assist the Board of Directors in applying and implementing corporate governance principles;
- d. Assist the Company in maintaining shareholder relations and protecting the lawful rights and interests of shareholders; ensure compliance with obligations for information disclosure, transparency, and administrative procedures;
- e. Other rights and obligations as prescribed in the Company's Charter and applicable laws.

**Article 10. Discharge, Removal, Replacement, and Addition of Members of the Board of Directors**

10.1. The General Meeting of Shareholders (GMS) may discharge members of the Board of Directors in the following cases:

- a. A member of the Board of Directors no longer satisfies the standards and conditions prescribed in Clause 2, Article 38 and/or Clause 1, Article 39 of the Company's Charter;
- b. Have a resignation letter and it was accepted;
- c. Other cases as prescribed by law and the Company's Charter.

10.2. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

- a. Not participating in the activities of the Board of Directors for six (06) consecutive months, except for cases of force majeure;
- b. Other cases as prescribed by law and the Company's Charter.

10.3. When it is deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors, discharge or remove a member of the

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Board of Directors, except for the cases specified in Clause 10.1 and Clause 10.2 of this Article.

10.4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of Board of Directors is reduced by more than one-third ( $\frac{1}{3}$ ) of the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third ( $\frac{1}{3}$ );

b. The number of independent members of the Board of Directors decreases and does not ensure the ratio as prescribed by the Company's Charter and relevant laws.

Except for the cases stipulated in points a and point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the discharged or removed member of the Board of Directors at the nearest meeting.

#### **Article 11. Procedures for Election, Discharge, and Removal of the members of Board of Directors**

11.1. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares (or a smaller percentage as prescribed in the Company's Charter) have the right to nominate candidates for the Board of Directors. Unless otherwise provided in the Company's Charter, the nomination process shall be as follows:

a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group formation before the opening of the meeting of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors, the shareholders or groups of shareholders specified in this Clause have the right to nominate one or several candidates as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

11.2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still not enough as required under Clause 11.1 of this Article, the incumbent Board of Directors shall introduce additional candidates or organize

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nominations according to the Company's Charter, Internal regulations on corporate governance, the Regulation of the operation of the Board of Directors, and applicable laws. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

11.3. Unless otherwise provided in the Company's Charter, the voting to elect members of the Board of Directors shall be implemented by the method of cumulative voting. Accordingly, each shareholder has total voting slips corresponding to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors and Shareholders may accumulate all or a part of their votes to one or some candidates. The person who is elected to be a member of the Board of Directors is determined in accordance with the top-to-bottom vote quantity, starting with the candidate having the highest number of votes till sufficient members are available as prescribed by the Company Charter. In the event that there are more than 02 candidates having the same votes for the final member of the Board, re-voting shall be held among the candidates having the same vote quantity or such final member shall be selected according to the criteria specified in the election regulations.


11.4. The election, discharge, and removal of the members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting.

## **Article 12. Notification of the Election, Discharge or Removal of Members of the Board of Directors**

12.1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for shareholders to review these candidates before voting. The Board of Directors candidate must have a written commitment to the honesty and accuracy of disclosed personal information and must commit to perform their duties honestly, carefully, and for the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other managerial positions (including positions of the Board of Directors of other companies);

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- e. Interests related to the Company and its related parties;
- f. Other information (if any) as prescribed by the Company's Charter and applicable law.

The Company must be responsible for disclosing information about the companies in which the candidate is holding the title of Board of Directors' member, other management positions and the interests related to the Company of the candidate for the Board of Directors (if any).

12.2. The disclosure of the results of the election, discharge, or removal of members of the Board of Directors must be complied with the legal regulations on information disclosure in the securities market.

### **Chapter III**

## **BOARD OF DIRECTORS**

#### **Article 13. Rights and Obligations of the Board of Directors**

13.1. The Board of Directors is the Company's management authority, having full authority to act on behalf of the Company to decide and fulfill the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

13.2. The rights and obligations of the Board of Directors shall be governed by law, the Company's Charter, internal regulations on corporate governance, other internal regulations of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

- a. To decide on the Company's strategy, mid-term development plan, and annual business plan;
- b. To propose the classes of shares and the total number of shares for each class which may be offered;
- c. To decide on selling unsold shares within the number of offered shares for each class; to decide to raise additional capital in other forms;
- d. To decide on the type of bonds, total value of bond, and the timing of private bonds offering by the Company, except in cases specified in point p, Clause 2, Article 24 of the Company's Charter;
- e. To decide on the offered price of shares and bonds of the Company;
- f. To decide on the Company's repurchase of no more than ten percent (10%) of the total number of each class of shares sold within a twelve (12) month period as

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prescribed in Article 133 of the Law on Enterprises (except for the case of buying odd lots shares at the request of customers, buying to correct transaction errors as prescribed by the Vietnam Securities Depository and Clearing Corporation, repurchasing shares at the request of shareholders as prescribed in point a, Clause 2, Article 16 of the Company's Charter, and other relevant legal provisions (if any));

g. To decide on investment plans and investment projects within the authority and limitation as prescribed by law and the Company's Charter;

h. To decide on market development, marketing, and technology solutions;

i. To approve purchase, sale, loan, lending contracts, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the latest financial statements of the Company, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in point d, Clause 2, Article 24, Clause 2 and Clause 3, Article 59 of the Company's Charter. Approve contracts and transactions as prescribed in Clause 4, Article 59 of Company' Charter;

j. To elect, dismiss, discharge the Chairman of the Board of Directors;

k. To appoint, re-appoint, dismiss, discharge, reward, discipline, decide to sign and terminate labor contracts with the General Director; decide salary and other benefits of the General Director;

l. To appoint authorized representatives to participate in Members' Councils or General Meeting of Shareholders of other enterprises, decide on the remuneration and other benefits of those people;


m. To appoint, re-appoint, discharge, remove, dismiss, reward, discipline, decide to sign and terminate labor contracts with Deputy General Directors, Chief Accountants, Branch Directors, Deputy Branch Directors, Heads of departments at Head office, Head of Internal Audit Department, Person in charge of corporate governance, the Company Secretary (if any) upon the proposal of the General Director; decide on salaries and other benefits of these individuals;

n. To decide on the remuneration, bonuses, and other benefits for each member of the Board of Directors and Supervisors within the total remuneration, bonuses, and other benefits and budget approved by the General Meeting of Shareholders;

o. To decide on the quantity of employees based on the Company's annual business plan;

p. To supervise and direct the General Director and other managers in the daily business operation of the Company; require the Company's Executives to report,

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explain, submit to the Board of Directors the contents of the assigned fields of responsibility and tasks (if necessary);

q. To decide the organizational structure (number, name, functions, main tasks of: (i) Branches, Transaction Offices, Representative Offices; (ii) Functional Departments/Boards at Head Office). Decide on the internal management regulations of the Company (except for regulations under the authority of the General Meeting of Shareholders). Decide on the establishment, termination of operations, temporary suspension operations or reorganization of: Subsidiaries, Branches, Transaction Offices, Representative Offices of the Company and decide on capital contribution, purchase of shares of other enterprises in accordance with the provisions of law, the Company's Charter and internal regulations of the Company;

r. To approve agenda and content of documents for General Meetings of Shareholders, convene the General Meetings of Shareholders, or collect opinions for the General Meeting of Shareholders to adopt resolutions;

s. To submit audited annual financial statements to the General Meeting of Shareholders;

t. To propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

u. To propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

v. To develop the Regulations on the Operation of the Board of Directors and the Internal regulations on corporate governance to submit to the General Meeting of Shareholders in accordance with the law and the Company's Charter, and to decide on the issuance of these regulations after they have been adopted by the General Meeting of Shareholders and disclosed on the Company's website;

w. To decide on the issuance of the Financial regulations, Regulations on Information disclosure of the Company, and other regulations or rules in accordance with the authority and provisions of law and the Company's Charter;

x. To supervise and prevent the conflicts of benefits among the members of the Board of Directors, Supervisors, General Director, and other managers, including misuse of the Company's assets and abuse of transactions with related party;

y. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director, and other managers of the Company;

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- z. To appoint the person in charge of corporate governance of the Company;
- aa. To treat all shareholders equally and respect the legitimate interests of Company's stakeholders;
- bb. To ensure that the Company's operations comply with provision of law, the Company's Charter, and internal regulations of the Company;
- cc. Be responsible to shareholders for the Company's operations;
- dd. Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, relevant legal provisions, the Company's Charter, Internal regulations on corporate governance, and other the Company's internal regulations.

13.3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by written opinions or by using electronic telecommunications devices, information technology or other forms prescribed by the Company's Charter. Each member of the Board of Directors shall have one vote.

13.4. In case the resolution or decision approved by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, the Company's Charter, causing damage to the Company, the members who approved the resolution or decision shall jointly and severally bear personal responsibility for such resolution or decision and shall compensate the Company for damages; members who opposed the passing of the above resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation of or annul the above resolution or decision.

13.5. The Board of Directors must establish departments or assign people to perform risk management task, and must build a risk management system in accordance with the provisions of law applicable to securities companies and other relevant legal provisions (if any).

#### **Article 14. Duties and powers of the Board of Directors in approving and signing contract or transaction between the Company and related parties**

The Board of Directors shall approve the following contracts and transactions:

14.1. To approve contracts and transactions with a value less than thirty-five percent (35%) of the total assets recorded in the latest financial statements of the Company, provided that the total value of such transactions within twelve (12) months from the date of the first transaction does not exceed thirty-five percent (35%) of the total assets recorded in the financial statements, between the Company and any of the following parties:

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- a. Members of the Board of Directors, Supervisors, General Director, other managers, and their related parties;
- b. Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the total number of ordinary shares of the Company and their related persons;
- c. Enterprises in which members of the Board of Directors, Supervisors, General Director and other managers must declare according to the provisions of Clause 2, Article 164 of the Law on Enterprises and other relevant legal provisions.

The representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Board of Supervisors of the subjects related to that contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notice unless the Company's Charter specifies a different period; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

14.2. Other contracts, transactions in accordance with the Company's Charter and the law (if any).

#### **Article 15. Board of Directors' Responsibility in convening the Extraordinary General Meeting of Shareholders**

15.1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The quantity of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c. At the request of shareholders or a group of shareholders as prescribed in Point 1, Clause 2, Article 20 of the Company's Charter, the request to convene a meeting of the General Meeting of Shareholders must be made in writing, stating the reason and purpose of the meeting and the contents as prescribed in Point m, Clause 2, Article 20 of the Company's Charter and must have full signatures of the relevant shareholders or the request must be made in multiple copies and must have full signatures of the relevant shareholders;
- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and the Company's Charter.

15.2. Convening an Extraordinary meeting of the General Meeting of Shareholders:

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Unless otherwise specified in the Company's Charter, The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date of occurrence of the case specified in Clause 15.1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate the Company for any damages arising.

15.3. The person convening the meeting of the General Meeting of Shareholders must perform the following duties and tasks:

a. Prepare a list of shareholders eligible to attend the meeting of the General Meeting of Shareholders. The list of shareholders eligible to attend the General Shareholders' Meeting shall be prepared not sooner than ten (10) days before the day on which the invitation to the meeting of the General Meeting of Shareholders is sent.

The list of shareholders eligible to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification number for individual shareholders; name, business code or legal document number of the organization, head office address for organizational shareholders; quantity of shares of each class, number and date of shareholder registration of each shareholder.

b. Provide information and resolve complaints related to the shareholder list;

c. Prepare the meeting agenda and content, and prepare relevant materials in accordance with the Company's regulations and applicable laws;

d. Draft the resolutions of the General Meeting of Shareholders in accordance with the proposed content of the meeting; the list and detailed information of candidates in case of elections for members of the Board of Directors or Board of Supervisors;

e. Determine the time and venue of the meeting;

f. Send the meeting invitations to each eligible shareholder to attend the meeting according to the Article 25, Clause 4, Point f of the Company's Charter;

g. Perform other tasks in support of the General Meeting of Shareholders.

#### **Article 16. Sub-committees Assisting the Board of Directors**

16.1. The Board of Directors may establish a subcommittee to be in charge of development policies, human resources, remuneration, internal auditing, and risk management. The number of members in the subcommittee is decided by the Board of Directors, with a minimum of three (03) members including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head

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of subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolution of the subcommittee shall only be effective when the majority of members attend and vote for approval at the subcommittee's meeting.

16.2. The implementation of resolutions of the Board of Directors or its subcommittees must comply with current legal regulations and the Company's Charter, Internal regulations on corporate governance of the Company.

## **Chapter IV**

### **MEETING OF THE BOARD OF DIRECTORS**

#### **Article 17. Meetings and Conferences of the Board of Directors**

17.1. Meetings and conferences of the Board of Directors include:

- a. The Board of Directors shall organize a meeting or conference (when necessary) to implement the resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors, major mechanisms, policies, or important tasks of the Company, certain units, or specific areas of operation;
- b. Meeting of the Board of Directors in accordance with Article 18 of these Regulations ("**Meeting of the Board of Directors**").
- c. Board of Directors meeting with the Executive Board (when necessary);
- d. Periodically, when necessary or at the request of the Units, the Chairman or a member of the Board of Directors shall work with the Units at the Head Office or directly at the Units.

17.2. Frequency of meetings and conferences of the Board of Directors:

- a. Regular meetings and conferences;
- b. Extraordinary meetings, conferences.

17.3. Forms of organizing meetings and conferences of the Board of Directors:

- a. In-person;
- b. Online.

#### **Article 18. Meeting of the Board of Directors**

18.1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days since the date of ending the election of Board of Directors. This meeting shall be convened and chaired by the

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member with the highest number of votes or rates. In the event of having more than one member with the highest and equal number of votes or rates, the members shall vote in accordance with the majority principle to elect one (01) of them to convene the Board of Directors' meeting.

18.2. The Board of Directors shall hold a meeting at least once every quarter and may hold extraordinary meetings. The meeting order and procedures are carried out according to the provisions herein and the Company's Charter.

18.3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a. At the request of the Board of Supervisors or an Independent member of the Board of Directors;
- b. At the request of the General Director or at least five (05) other managers;
- c. At the request of at least two (02) members of the Board of Directors;
- d. Other cases as prescribed by the Company's Charter and the laws.

18.4. The request specified in Clause 18.3 of this Article must be made in writing, specify the purpose, issues to be discussed and decided within the authority of the Board of Directors.

18.5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 18.3 of this Article. In case the Board of Directors' meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the requesting person shall have the right to convene the meeting of the Board of Directors in lieu of the Chairman.

18.6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation at least three (03) working days before the meeting date (unless otherwise specified in the Company's Charter). The invitation notice must define specifically the time and venue of the meeting, agenda, and issues to be discussed and decided. The invitation must include the meeting materials and the voting slips for members.

The invitation to the Board of Directors' meeting may be sent by invitation letter, telephone, fax, electronic means or other means in accordance with the Company's Charter and is ensured to reach the contact address of each member of the Board of Directors registered with the Company.

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18.7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Supervisors as to the members of the Board of Directors.

Supervisors have the right to attend meetings of the Board of Directors; and to discuss but not to vote.

18.8. The meeting of the Board of Directors shall be conducted when at least three quarters (3/4) of the total number of members are present. In case the meeting convened according to this Clause is not conducted because the number of attendees is less than the quorum, it will be convened for the second time within seven (07) days from the intended date of the first meeting (unless the Company's Charter specifies a shorter period). In this case, the meeting shall be conducted if more than half (1/2) of the total members of the Board of Directors are present.

18.9. A member of the Board of Directors is considered to attend and vote in a meeting in the following cases:

- a. Attend and vote directly at the meeting;
- b. Authorize another person to attend and vote as prescribed in Clause 18.11 of this Article and Section (ii), Point b, Clause 8.2, Article 8 of the Company's Internal regulations on corporate governance;
- c. Attend and vote via online conference, electronic voting, or other electronic form;
- d. Send voting slips to the meeting via mail, fax, or email;
- e. Send voting slips by any other methods specified in the Company's Charter.

18.10. In case of sending the voting slips to the meeting by mail, the voting slips must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. The voting slips may only be opened in the presence of all attendees.

18.11. Members shall attend full meetings of the Board of Directors. Members may authorize another person to attend meetings and vote if such authorization is approved by a majority of Board of Directors' members.

18.12. The meeting of the Board of Directors may be conducted via online conference among the members of the Board of Directors when all or some members are present in different places provided that each member attending the meeting can:

- a. Hear each other Board of Directors' member speaks at the meeting;
- b. Speak to all other attendees simultaneously.

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The discussion among the members can be conducted directly through the phone or by other means of telecommunications or the combination of all those means of communication. Any member of the Board of Directors attending such meeting shall be acknowledged as “present” in such meeting. The venue of the meeting conducted according to this provision shall be the location where the majority of members of the Board of Directors gather together, or the location where the Chairperson of the meeting shall be present.

Resolutions of the Board of Directors passed in a meeting by telephone and/or by other means of communication properly organized and conducted shall take effect immediately upon the end of the meeting but must be recorded in the minutes as prescribed in Article 19 of this Regulation.

**18.13. Methods of passing resolutions of the Board of Directors:**

a. In in-person or online meetings, members vote by voting slips, voice, raised hand, or any other suitable method for each issue after the Chairperson presented the issue and closed the discussion. Voting options may be agree, disagree, or no comment.

b. Resolution or decision of the Board of Directors shall be adopted by a majority (over fifty percent (50%)) of the voting members of the Board of Directors attending the meeting with voting rights; in case agree votes and disagree votes are equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors or the Chairperson of the meeting (in case the Chairman of the Board of Directors does not preside the Board of Directors’ meeting).

c. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. In case the number of agree votes and disagree votes are equal, the final decision will belong to the side with the opinion of the Chairman of the Board of Directors. This resolution has the same effect and value as the resolution passed at the meeting.

18.14. Resolutions and decisions of the Board of Directors are mandatory and binding throughout the Company. Resolutions and decisions must be copied and sent to units and individuals responsible for their implementation, compliance and coordination.

**Article 19. Minutes of the meeting of the Board of Directors**

19.1. Meetings of the Board of Directors must be noted in the minutes of the meeting and can be recorded, saved and kept under any other electronic forms. The Corporate Governance Officer of the Company, the Company Secretary, or the member/individual attending the meeting appointed by the Chairperson, is

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responsible for recording the minutes of the meeting. The minutes of the meeting shall be made in Vietnamese and can be additionally made in a foreign language with full and main contents as follows:

- a. Name, head office address, establishment and operation license number, business registration code (if any);
- b. Time and venue of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full names of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reasons;
- e. Matters discussed and voted on at the meeting;
- f. A summary of each member's opinion speech according to the process of the meeting;
- g. Voting results, which specify the members agree, disagree and no comment;
- h. The issues passed and the corresponding percentage of votes for passing;
- i. Full name and signature of the Chairperson of the meeting and the person taking the minutes, except for the case specified in clause 19.2 of this article. In addition, the Minutes of the meeting of the Board of Directors may have the signatures of the members of the Board of Directors/authorized representatives attending the meeting at the request of the Chairperson of the meeting.
- j. Other contents as prescribed in the Company's Charter, Internal regulations on corporate governance of the Company, and laws (if any).

19.2. In case the Chairperson of the meeting or the person recording the minutes refuses to sign the meeting minutes but all other members of the Board of Directors attending the meeting sign and the minutes have full content as prescribed in points a, b, c, d, e, f, g, and h of clause 19.1, then these minutes shall be valid.

19.3. The Chairperson of the meeting, the minute recorder and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the meeting minutes of the Board of Directors.

19.4. Meeting minutes of Board of Directors and documents used in the meetings must be kept at the Company's head office. The Chairman of the Board of Directors is responsible for forwarding the meeting minutes of the Board of Directors to the members and such minutes shall be considered as authentic evidence of the work conducted in such meetings.

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19.5. Minutes prepared in Vietnamese and foreign languages shall have the same legal validity. For any discrepancy in the contents of the minutes of the meeting, the contents of the Vietnamese minutes of the meeting shall prevail.

**Article 20. Voting Rights of the Board of Directors' Members at the Meetings of the Board of Directors**

20.1. Unless otherwise specified in clause 20.2 of this Article, each member of the Board of Directors attending the meeting (or an authorized representative in accordance with the Company's Charter, Internal regulations on corporate governance of the Company) shall have one (01) vote.

20.2. A member of the Board of Directors who has a related interest in a party to a contract or transaction shall not have voting rights on matters related to that contract or transaction.

20.3. In the event that an issue arises during the Board of Directors meeting concerning the interests or voting rights of a member of the Board of Directors and that member does not voluntarily abstain from voting, the Chairperson's decision shall be final, unless the interest's nature or scope of the relevant member of the Board of Directors has not been fully disclosed.

Any Board of Directors' member benefiting from a contract or transaction as stipulated in Article 59 of the Company's Charter is considered to have a significant interest in that contract or transaction.

**Article 21. Authority and Procedure for Obtaining Written Opinions of Members of the Board of Directors**

21.1. In case of urgent matters that require the Company's action, and the Board of Directors cannot convene a meeting or can promptly resolve issues within the Board of Directors' authority without the need for a meeting, the Chairman of the Board of Directors shall decide to solicit written opinions from the members of the Board of Directors.

21.2. The Company Secretary or the Corporate Governance Officer, or another officer assigned by the Chairman of the Board of Directors, shall send all related documents to the members of the Board of Directors, along with a voting form for their opinion (via fax, email, or other appropriate methods). The voting form must include the main content as stipulated by law and the Company's Charter (if any).

21.3. Members of the Board of Directors are responsible for returning their completed voting forms (signed by the member of the Board of Directors) to the Chairman of the Board of Directors/Vote Counting Division/Company Secretary/Corporate Governance Officer/officers assigned by the Chairman of the

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Board of Directors according to the period required in the Working Letter sent to the members of the Board of Directors for obtaining opinions (if any), or no later than three (03) working days after from the date of receipt of the complete documents. Upon expiring the time limit, if a member of the Board of Directors fails to return the answered Voting Form to the Chairman of the Board of Directors/Vote Counting Division/ Corporate Governance Officer/Company Secretary/officers assigned by the Chairman of the Board of Directors as requested, such member shall be deemed to have no opinion on the matter to be voted on.

If a member of the Board of Directors authorizes another member to vote, the authorization must be notified prior to or simultaneously with the sending of the Voting Form to the Chairman of the Board of Directors.

21.4. The Vote Counting Division, Company Secretary, or officer assigned by the Chairman of the Board of Directors specified in clauses 21.2 and 21.3 of this Article shall be responsible for preparing the Vote Counting Minutes and the drafting the Board of Directors' Resolution and submitting it to the Chairman of the Board of Directors for consideration.

21.5. The Vote Counting Minutes shall be prepared in Vietnamese and may also be in a foreign language (both versions have equal validity, and in case of discrepancies, the Vietnamese version shall prevail). The minutes must include the following main content:

- a. Name, address of the head office, License number, issuance date, and issuance place of the Establishment and Operation License;
- b. Purpose and issues on which opinions are sought for the approval of the resolution;
- c. Total number of voting forms sent for opinion;
- d. Number of the Board of Directors members who participated in voting and the total number of votes cast, distinguishing between valid and invalid votes;
- e. Total votes in agree, disagree, and no comment for each issue;
- f. Issues approved;
- g. Full names and signatures of the Chairman of the Board of Directors, the Company Secretary, the Corporate Governance Officer or the other officers assigned by the Chairman of the BOD to count the votes, along with other participants in the vote count (if any).

21.6. The members who sign the Minutes of the Vote Counting for written opinions are responsible for the truthfulness and accuracy of the Minutes of the vote counting; and are jointly responsible for damages arising from decisions approved due to dishonest and inaccurate vote counting. The Minutes of the vote counting results

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along with the Resolution/Decision of the Board of Directors approved based on the vote counting results must be sent to the relevant members of the Board of Directors, Supervisors, General Director and Deputy General Director for coordination in implementation and supervision of implementation.

21.7. The answered Voting Forms, the Minutes of the vote counting, the full text of the approved Resolution and related documents enclosed the Voting Form must all be kept at the Company's head office for the retention period prescribed by law.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF BENEFITS**

#### **Article 22. Submission of Annual Reports**

22.1. At the end of the fiscal year, the Board of Directors shall submit the General Meeting of Shareholders the following reports:

- a. Report on the Company's Business performance;
- b. The audited annual financial statements;
- c. The report evaluating the Company's management and operation;
- d. The appraisal report of the Board of Supervisors.

22.2. The reports specified in points a, b, and c of Clause 22.1 of this Article must be submitted to the Board of Supervisors for appraisal no later than thirty (30) days before the Annual General Meeting of Shareholders opens, unless the Company's Charter provides otherwise.

22.3. The reports specified in Clauses 22.1 and 22.2 of this Article, the Board of Supervisors' appraisal report, and the audited financial statements must be kept at the Company's head office no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter specifies a longer period. Shareholders owning shares of the Company for at least one (1) consecutive year have the right to directly examine the reports mentioned in this Article, either individually or with the assistance of lawyers, accountants, or certified auditors.

#### **Article 23. Remuneration, bonuses, and other benefits of the Board of Directors Members**

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23.1. Members of the Board of Directors are entitled to remuneration, bonuses, and other benefits based on the Company's performance and results, in compliance with legal regulations and related internal regulations.

23.2. Remuneration is calculated based on the number of days required to complete the tasks of members of the Board of Directors and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on consensus. The total amount of remuneration, bonuses, and other benefits for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

23.3. The remuneration of each member of the Board of Directors shall be accounted for as part of the Company's operating expenses according to corporate income tax laws, and listed as a separate item in the Company's annual financial statement and reported to the General Meeting of Shareholders at the annual meeting.

23.4. The members of the Board of Directors who hold executive positions or serving on subcommittees of the Board of Directors or performing other duties beyond the usual scope of duties of the member of the Board of Directors may receive additional compensation in the form of a fixed payment, salary, commission, profits-sharing, or in other forms as decided by the Board of Directors in compliance with legal and internal regulations of the Company.

23.5. The members of the Board of Directors are entitled to reimbursement for all reasonable travel, meal, accommodation, and other expenses incurred in the performance of the members of the Board of Directors' duties, including costs related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

23.6. The members of the Board of Directors may be provided with liability insurance by the Company after approval from the General Meeting of Shareholders. This insurance does not cover liabilities of the members of the Board of Directors related to violations of law or the Company's Charter.

#### **Article 24. Disclosure of related interests**

The disclosure of interests and related parties of the Company shall be conducted according to the following regulations:

24.1. The members of the Board of Directors must declare to the Company their related, including:

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a. Name, business registration number, head office address, business lines, sector of enterprises in which they hold capital contributions or share; including the ownership percentage and the period of ownership;

b. Name, business registration number, head office address, business lines, sector of enterprises in which their related persons hold, individually or jointly, capital contributions or shares exceeding ten percent (10%) of the Company's charter capital.

24.2. The declaration specified in Clause 24.1 of this Article must be implemented within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

24.3. The members of the Board of Directors acting on behalf of themselves or others to perform any work within the scope of the Company's business must report the nature and content of such work to the Board of Directors and may only proceed if approved by the majority of the remaining members of the Board of Directors; if the work is implemented without disclosure or approval by the Board of Directors, any income generated from such activities shall belong to the Company.

24.4. Other cases requiring disclosure of interests and related information must comply with the Company's Charter, internal regulations, and applicable law.

## **Chapter VI**

### **DECENTRALIZATION, DELEGATION AND THE WORKING RELATIONSHIP, INSPECTION, AND SUPERVISION OF THE BOARD OF DIRECTORS**

#### **Article 25. Decentralization and Delegation of the Board of Directors**

##### **25.1. Principles of Decentralization and Delegation of Authority:**

a. The Board of Directors shall decide on the Company's strategic matters, strategic goals, annual plans, management policies, and framework documents for key operations, or any issues that the Board of Directors deems necessary related to the management of the Company.

b. The Board of Directors shall decide on the authority, limits, and scope of the General Director decision-making for the Company's activities, ensuring that the General Director can make timely decisions in the daily operations of the Company. The decentralization and delegation shall be reflected in the Company's internal

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regulations or in written form, in accordance with legal regulations, as proposed by the General Director or in situations the Board of Directors deems necessary. In cases where the Board of Directors has not decentralized or delegated authority, the maximum limit for the General Director shall be the highest level permitted by law, the Company's Charter, and the Company's Financial Regulations.

c. The Chairman of the Board of Directors on behalf of the Board of Directors shall sign or authorize the General Director or other members of the Board of Directors to sign documents to submit reports to competent authorities for decision on matters within the Board of Directors' duties and powers.

d. The General Director signs documents to submit reports to competent authorities for decisions on matters within the General Director's duties and powers or on matters already decentralized or delegated by the Board of Directors.

e. In cases of exceptional severity that could negatively affect the Company's reputation, stability, or lead to serious legal or ethical violations, the Board of Directors may intervene directly in matters that have been decentralized or delegated to the General Director.

f. The Executive Board plays a consultative role, is responsible for executing and implementing the Board of Directors' directives in the Company's professional and operational activities.

g. The General Director is the head of the executive apparatus, with the highest responsibility to the Board of Directors and the General Meeting of Shareholders for the Company's operations. The General Director proactively manages the Company's activities, resolving tasks within the scope of legal functions, tasks, and powers according to the provisions of law, the Company's Charter, and internal regulations, while complying to governance and management principles stipulated in this Regulation.

h. The General Director is responsible for fully and promptly implementing reports as prescribed/requested by the Board of Directors or matters that the General Director deems the Board of Directors needs to know to ensure the Board of Directors fulfills its role and responsibility and optimizes the Company's operational efficiency.

#### 25.2. For specific matters:

a. Decentralization regarding the procurement of fixed assets, goods, and services shall be implemented according to the regulations and rules on the procurement of fixed assets, goods and services issued by the Board of Directors, the Company's

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Financial Regulations, and relevant resolutions or decisions of the Board of Directors.

b. Decentralization related to borrowing activities shall be implemented in accordance with the Company's Financial Regulations and legal provisions.

c. Decentralization relating to margin trading and securities lending activities, advance payment for securities sales shall be implemented according to the Regulations and Rules on margin trading and securities lending activities, advance payment for securities sales issued by the Board of Directors and relevant legal provisions.

d. Decentralization relating to investment, securities trading, and underwriting activities shall be implemented according to the Regulations and Rules on investment, securities trading, and underwriting activities issued by the Board of Directors and relevant legal provisions.

e. Decisions regarding human resources work shall follow the Personnel Management rules issued by the Board of Directors.

f. Other decentralization matters shall follow the specific provisions of the Company's Charter, related Regulations, internal rules issued by the Board of Directors, the Company's Financial Regulations and applicable laws (if any).

#### 25.3. Decentralization of plan approval:

a. The Board of Directors shall approve the Company's development strategy, business strategy, and annual business plans and approve the assignment of annual business plan targets to Units within the Company.

b. The General Director shall be responsible for implementing the business plans to the Units based on the strategies and plans approved by the Board of Directors.

#### 25.4. Decentralization in working and relationship development with State Agencies, Partners, and Media Agencies:

a. The Chairman of the Board of Directors and members authorized by the Chairman of the Board of Directors have the rights and obligations to represent the Board of Directors and the Company when working with State authorities, external organizations, and individuals.

b. The Chairman of the Board of Directors shall represent the Company in meetings or events with senior leaders of higher-level authorities, relevant departments, major business partners or major clients, strategic clients and media agencies, etc. In case the Chairman of the Board of Directors cannot attend, another member of the Board of Directors or an Executive Board member will be assigned to

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do so. After attending, the members of the Board of Directors/Executive Board member must report the content of the meeting to the Chairman of the Board of Directors.

c. Important Company's meetings must involve the participation and leadership of a member of the Board of Directors or an Executive Board member assigned to supervise the relevant work areas, and relevant staff. Relevant departments/divisions at the Headquarters are responsible for preparing the content and logistics for the meeting as directed by the host.

#### 25.5. Decentralization on other matters of the Board of Directors:

a. Documents submitted by the General Director to the Board of Directors for consideration and approval must comply with administrative and legal procedures and include all related documents with comments from functional departments/divisions, and member units in accordance with applicable regulations, rules and business processes.

b. Matters arising during management and operation that exceed the General Director's authority must be submitted to the Board of Directors for consideration.

c. Documents submitted by the Executive Board to the Board of Directors for resolution must be signed by the General Director. In case the General Director is absent and unable to perform his/her duties, the Deputy General Director signed the documents and submitted directly to the Board of Directors must have prior authorization from the General Director.

d. The General Director shall submit to the Board of Directors to promulgate internal management regulations within the Board of Directors' authority according to the Company's Charter and other legal regulations.

### **Article 26. Principles of Coordination in the Working Relationship of the Board of Directors**

Members of the Board of Directors must coordinate in their working relationship based on the following principles:

26.1. Always be loyal for the benefit of the Company;

26.2. Strictly comply with relevant legal provisions, the Company's Charter, and internal regulations;

26.3. Uphold the principles of democracy, transparency, and openness;

26.4. Cooperate with the highest level of responsibility, honesty, cooperation, and regularly proactively coordinate to resolve any obstacles or difficulties (if any).

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## **Article 27. Relationship among Members of the Board of Directors**

27.1. The relationship among members of the Board of Directors is cooperative, and members must inform each other about related issues in the process of handling assigned work.

27.2. During the work process, the main responsible member of the Board of Directors should proactively coordinate if the matter involves the field under another member of the Board of Directors' responsibilities. If disagreements arise, the main responsible member reports to the Chairman of the Board of Directors for consideration and decision according to his/her authority or organizing a meeting or obtaining opinions from other members of the Board of Directors according to legal provisions, the Company's Charter, and Internal Regulations on Corporate Governance and this Regulation.

27.3. If there is a re-assignment of duties among members of the Board of Directors, they must handle relevant work, documents, and information. This handling must be made in writing and be reported to the Chairman of the Board of Directors.

## **Article 28. Relationship between the Board of Directors and the Executive Board**

28.1. As part of governance, the Board of Directors issues resolutions and decisions for the General Director and the Executive Board to implement. At the same time, the Board of Directors inspects and supervises the execution of these resolutions and decisions.

28.2. The Board of Directors leads and monitors all activities of the Executive ensuring the best possible conditions in terms of mechanisms, policies, human resources, and infrastructure to support them accomplish their tasks.

28.3. The Board of Directors shall objectively reward, discipline and handle violations of the Executives on the basis in accordance with the provisions of law, the Charter and the internal regulations of the Company.

28.4. Meetings of the Board of Directors and Executive Board:

a. During the Board of Directors meetings, the Chairman of the Board of Directors/meeting host, based on the meeting contents, decides on inviting additional Deputy General Directors or Heads/Deputy Heads of Departments/Divisions/Units in charge of related work areas to attend the meeting and report on specific work and give opinions (if necessary).

b. In regular or ad hoc Executive Board meetings or meetings related to important contents chaired by members of the Executive Board, the chairperson invites the

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Chairman of the Board of Directors or a relevant member of the Board of Directors to attend and direct (if any). The General Director must submit a report of the meeting's conclusions to the Chairman of the Board of Directors.

c. The Board of Directors organizes regular, ad hoc or thematic meetings (if necessary) with Managers, Executives, Executive Boards/ Departments/ Divisions/ Units to direct, inspect and supervise the implementation of the Resolution and tasks assigned by the Board of Directors. The Chairman of the Board of Directors shall preside over the meeting or assign a member of the Board of Directors to preside over.

#### 28.5. Regime of Information and Reports of the Board of Directors and the Executive Board:

a. Resolutions and decisions of the Board of Directors are mandatory for execution. If issues arise during implementation that are unfavorable to the Company, the General Director may propose the Board of Directors to consider amending the resolution or decision. If the Board of Directors does not amend the resolution or decision, the General Director must still implement them but has the right to reserve opinions and make recommendations to the General Meeting of Shareholders or other competent agencies.

b. The Executive Board must plan, formulate and register specific plans and tasks in each period of the Company and report them to the Board of Directors.

c. The General Director is responsible for reporting to the Board of Directors on issues related to the Company's business operations and the implementation result of the Board of Directors' resolutions/decisions monthly, quarterly, annually, and ad hoc as requested by the Board of Directors.

d. Within seven (07) working days from the end of each month, quarter, and year, the General Director must send a written report on the Company's performance and future plans to the Board of Directors.

e. In addition to periodic reports, the Executive Board must directly report or provide information, reports directing the settlement related to the tasks assigned to be in charge and implementation as requested by the Board of Directors' members.

f. In case of risks or incidents that may have a major impact on the Company's reputation or operations or other matters deemed necessary, the Executive Board, Executives and Managers of the Company must immediately report to the Chairman of the Board of Directors and relevant members in charge of that work area of the Board of Directors for timely direction and resolution.

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g. All documents issued by the General Director and Deputy General Directors on direction and administration related to the implementation of the State's undertakings and policies; the Board of Directors' resolutions and decisions; and documents guiding the implementation of the Board of Directors' regulations and mechanisms must be copied and submitted to the Chairman of Board of Directors and members of the Board of Directors.

h. The Executive Board is responsible for creating all necessary conditions for members of the Board of Directors to perform their assigned tasks, access information and report promptly.

## **Article 29. Relationship between the Board of Directors and the Board of Supervisors**

29.1. The relationship between the Board of Directors and the Board of Supervisors is cooperative. The working relationship between the Board of Directors and the Board of Supervisors is based on the principle of equality and independence while coordinating and supporting each other in carrying out their duties.

29.2. Upon receiving the inspection minutes or general reports of the Board of Supervisors, the Board of Directors shall be responsible for researching and directing relevant departments to formulate plans and implement corrections promptly.

## **Article 30. Inspection and Supervision by the Board of Directors**

The Board of Directors may inspect and supervise the Company's activities, if necessary, inspect and supervise the execution of Resolutions by the General Meeting of Shareholders and the Board of Directors through various means, including but not limited to:

- a. Through the Company's management information systems.
- b. Through periodic or ad hoc reports.
- c. By direct work based on plans or urgent requests of the Board of Directors.
- d. by establishing audit teams for inspection, examination and verification.
- e. Through other methods according to provisions of law and the Company's internal regulations.

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## Chapter VII

### IMPLEMENTATION

#### **Article 31. Validity**

31.1. The Regulations on the Operation of the Board of Directors of VietinBank Securities Joint Stock Company consist of 07 chapters and 32 articles, approved by the General Meeting of Shareholders of the Company accordance to Resolution No. 02/2025/NQ-DHD CD-CKCT dated November 18, 2025 of the 2025 Extraordinary General Meeting of Shareholders, which also approved the full validity of these Regulations. The Regulations were concurrently amended regarding the change of the Company's name in accordance with the aforesaid Resolution of 2025 of the Extraordinary General Meeting of Shareholders and Resolution No. 229/2025/NQ-HDQT-CKCT dated December 29, 2025 of the Company's Board of Directors. These Regulations shall take effect as of December 29, 2025 and shall replace the Regulations on the Operation of the Board of Directors, code QC.00.02.III, which was issued under the Resolution No. 02/2025/NQ-DHD CD-CKCT dated November 18, 2025 of the 2025 Extraordinary General Meeting of Shareholders. Members of the Board of Directors, as well as all related units and individuals of VietinBank Securities Joint Stock Company, are responsible for strictly adhering to and implementing the provisions of this Regulation.

31.2. Any matters not stipulated in these Regulations shall be governed by applicable laws, the Company's Charter (and its amendments or supplements, if any), the Internal Regulations on Corporate Governance, and other internal rules of the Company.

31.3. In the event of discrepancies between these Regulations and the provisions of applicable laws or the Company's Charter, the provisions of applicable laws or the Company's Charter shall prevail.

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**Article 32. Amendments and Supplements of the Regulations**

Amendments, supplements, cancellation, or replacement of these Regulations shall be decided by the General Meeting of Shareholders of VietinBank Securities Joint Stock Company based on proposals from the Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Tran Phuc Vinh**

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