CHARTER

OF

VIET CAPITAL COMMERCIAL JOINT STOCK BANK

2026

Signature Not Verified
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INTRODUCTION

Viet Capital Commercial Joint Stock Bank (hereinafter briefly referred to as the "**Bank**") is a commercial joint stock bank, operating under License No. 0025/NH- GP dated 22nd August 1992 and decisions on addition of operation contents to Licenses by the State Bank of Vietnam approving amendment of the License. Organizational structure and operations of the Bank are in accordance with this Charter and relevant statutory regulations in force.

This Charter is duly adopted by the General Meeting of Shareholders of the Bank in accordance with the Resolution of the General Meeting of Shareholders on 16th April 2026.

CHAPTER 1. GENERAL PROVISIONS

Article 1. Interpretation of terms

1.1. In this Charter, the following terms are construed respectively as follows:

(a) "***Law on Enterprises***" means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17th June 2020 (which was amended and supplemented).

(b) "***Law on Credit Institutions***" means Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on 18th January 2024 (which was amended and supplemented).

(c) "***Laws***" means all applicable laws, ordinances, decrees, decisions, circulars, and other legal instruments promulgated by State bodies of Vietnam relating to the operations of the Bank as amended, supplemented or superseded from time to time.

(d) "***Business Location***" means the geographic scope inscribed in the operation license granted to the Bank by the State Bank of Vietnam in which the Bank is authorized to establish operation network in accordance with laws.

(e) "***Charter Capital***" means the total par value of the shares of the Bank sold to its shareholders.

(f) "***Date of Establishment***" means the date on which the Bank is granted the initial Operating License by the State Bank.

(g) **"*Legal Capital*"** means the minimum capital level required by law for the establishment of the Bank.

(h) **"*Executive of the Bank*"** means the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Branch Director and other equivalent positions.

(i) **"*Manager of the Bank*"** means the Chairman, other members of the Board of Directors, the Chief Executive Officer and other managerial positions (if any).

(j) **"*Related Party*"** means any organization or individual directly or indirectly related to another organization or individual in one of the following cases:

(i) Parent company with subsidiary and vice versa; parent company with sub-subsidiary and vice versa; the Bank with its subsidiary and vice versa; the Bank with its sub-subsidiary and vice versa; among subsidiaries of a parent company or the Bank; among sub-subsidiaries of a subsidiary of a parent company or of the Bank; managers, members of the Board of Supervisors of a parent company or the Bank, individual or organization competent to appoint these persons with a subsidiary and vice versa;

(ii) Company or the Bank with its managers, members of the Board of Supervisors, or with company, organization competent to appoint these persons and vice versa;

(iii) Company or the Bank with organization or individual holding 05% (five percent) or more of the Charter Capital or voting share capital of that company or the Bank and vice versa;

(iv) Individual with his/her spouse; natural father/mother, foster father/mother, stepfather/stepmother, father-in-law/mother-in-law; natural/foster child, stepchild, daughter-in-law, son-in-law; sibling; half-sibling; brother/sister-in-law of the sibling or half-sibling (hereinafter referred to as "spouse, father, mother, child or sibling"); maternal grandfather/grandmother, paternal grandfather/grandmother; maternal/paternal grandchild; and maternal/paternal aunt, uncle and nibbling;

(v) Company or the Bank with individual defined at Point (iv) of this Clause, with

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managers, members of the Board of Supervisors, capital contributor or shareholder holding 05% (five percent) or more of the Charter Capital or voting share capital of that company or the Bank and vice versa;

(vi) Individual authorized to act as a representative of an organization, individual defined at Points (i), (ii), (iii), (iv) and (v) of this Clause with authorizing organization or individual; individuals authorized to act as representatives of stakes of the same institution;

(vii) Other legal entities and individuals that pose potential risks to the operation of the Bank determined according to internal regulations of the Bank or requested in writing by the State Bank of Vietnam through inspection or supervision activities;

(k) **"*Duration of Operation*"** is the duration of operation of the Bank as stipulated in this Charter and the extended duration of operation (if any) which is adopted by a Resolution of the General Meeting of Shareholders and approved by competent authority if required by Laws.

(l) **"*Share*"** means the charter capital divided into equal portions.

(m) **"*Shareholder*"** means an organization and individual owning one or more shares of the Bank and whose name has been registered in the Register of Shareholders of the Bank as an owner of share(s).

(n) **"*Major Shareholder*"** of the Bank means a shareholder owning 05% (five percent) or more of voting shares of the Bank, including shares indirectly owned.

(o) **"*Share Certificates*"** means certificates issued by the Bank or book entries or electronic data certifying the shareholder's ownership of one or more shares of the Bank. Share Certificates of the Bank may or may not indicate names in accordance with the provisions of this Charter.

(p) **"*Treasury Shares*"** means any shares issued by the Bank and repurchased by the lawful funds of the Bank in accordance with this Charter and the laws.

(q) "***Dividend***" means a distribution of net profit in cash or in another asset per share.

(r) **"*Subsidiary Company of the Bank*"** means a company in one of the following cases:

(i) The Bank or the Bank and its related persons that own(s) more than 50% (fifty percent) of the Charter Capital or more than 50% (fifty percent) of the voting shares of such company.

(ii) The Bank has the right to appoint a majority or all of members of the Board of Directors, members of the Members' Council and the Chief Executive Officer of such company;

(iii) The Bank has the right to modify and supplement the charter of such company;

(iv) The Bank or the Bank and its related persons that directly or indirectly control(s) the approval of resolutions and decisions of the General Meeting of Shareholders, Board of Directors or Members' Council of such company.

(s) "***Affiliated Company of the Bank***" means a company in which the Bank, or the Bank and a related person of the Bank, own(s) more than 11% (eleven percent) of the Charter Capital or voting shares but which is not a subsidiary company of the Bank.

(t) "***Dependent Units***" means dependent accounting units of the Bank, including Branches, Representative Offices, and Non-Business Units.

(u) "***Member Units***" means Dependent Units and Subsidiary Companies of the Bank.

(v) "***Authorized Representative of the Bank***" means a person who is authorized in writing by the Bank to perform the rights of the Bank at its Subsidiary Companies or Affiliated Companies as stipulated in this Charter and the laws.

(w) "***Profit***" means the total amount of operating profit and non-operating profit. Operating profit includes the difference between total revenue from provision of services and costs of services in a period, and the difference between total revenue generated from investing and financial activities and expenses for investing and financial activities accrued in a period. Non-operating profit means the difference between revenue generated from other activities and its corresponding expenses accrued in the period.

(x) "***State Bank***" means the State Bank of Vietnam.

(y) ***"Controlling company"*** means a company that directly or indirectly owns more than

20% (twenty percent) of the Charter Capital of the Bank, or a company that holds control over the Bank, or the Bank with subsidiaries or affiliated companies

(z) ***"Indirect ownership"*** means an organization's or individual's ownership of the charter capital of the Bank through investment trust or an enterprise in which such organization or individual owns more than 50% (fifty percent) of Charter Capital.

1.2. In this Charter, any reference to one or more other provisions or other documents shall include amendments or replacements thereto.

1.3. Any words or terms defined in the Law on Enterprises and the Law on Credit Institutions shall have the same meaning in this Charter (if such word or term is not contrary to the subject or context).

1.4. The headings (Chapters, Articles of this Charter) are inserted for convenience of reference only and do not affect the interpretation of this Charter.

CHAPTER 2. NAME, HEAD OFFICE, OBJECTIVES AND SCOPE OF ACTIVITY

Article 2. Name, form, Head Office, legal representative, operation network, and duration of operation of the Bank

2.1 Name of the Bank

Vietnamese name	: Ngân hàng thương mại cổ phần Bản Việt
Abbreviated name in Vietnamese	: Ngân hàng Bản Việt
English name	: Viet Capital Commercial Joint Stock Bank
Abbreviated name in English	: BVBank

2.2 The Bank is a commercial joint stock bank having legal entity status in compliance with the prevailing law of Vietnam.

2.3 Registered head office of the Bank is:

Address : 412 Nguyen Thi Minh Khai Street, Ban Co Ward (former Ward 5, District 3) 3, Ho Chi Minh City, Vietnam

Telephone : (+84) 28 62 679 679

Fax : (+84) 28 62 638 668

Website : www.bvbank.net.vn

2.4 The legal representative of the Bank.

(a) The Bank has one (01) legal representative. The legal representative of the Bank is:

- Chief Executive Officer; or
- Chairman of the Board of Directors in the event that the Bank has not yet completed the official appointment of the Chief Executive Officer.

(b) The legal representative of the Bank must reside in Vietnam, in the event of absence from Vietnam, the legal representative shall authorize in writing another person who is a manager or an executive officer of the Bank currently residing in Vietnam to perform the rights and obligations of the legal representative. The legal representative of the Bank may authorize another person to perform the duties of the legal representative in accordance with laws and internal regulations of the Bank (if any).

2.5 The Bank may establish its Branches, Transaction Offices and Representative Offices, establish Non-Business Units, Subsidiary Companies and Affiliated Companies in accordance with the regulations of the State Bank and provisions of other relevant laws in force.

2.6 Except for the cases where operation of the Bank is terminated early in accordance with Article 966, or where the Bank is not allowed to extend the duration of operation in accordance with Article 988 herein, the duration of operation of the Bank is 99 (ninety nine) years from the date of issuance of its operating license. Duration of operation of the Bank may be extended by a Resolution of the General Meeting of Shareholders and upon approval of the competent authority.

Article 3. Guiding principle, scope of business and objectives of operation of the Bank

3.1 Guiding principle of the Bank is to become a Finance - Banking Corporation providing diversified services with high quality and effectiveness.

3.2 Scope of business of the Bank includes the business activities specified in this Charter.

3.3 Objectives of operation of the Bank are to maximize profits for the shareholders, to accumulate investment for a sustainable development, and to make contribution to the socio-

economic development of the country.

Article 4. Scope of business and operation of the Bank

4.1 The Bank is permitted to carry out all business activities in accordance with its Establishment and Operating License issued by the State Bank, the Business Registration Certificate and this Charter and in compliance with prevailing laws, and is permitted to apply appropriate measures to achieve the objectives of the Bank.

4.2 The Bank may conduct business activities in other sectors permitted by the Laws and approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Laws and this Charter.

4.3 Business Location of the Bank is within the territory of the Socialist Republic of Vietnam. In addition, the Bank may operate in other territories or countries if so approved by the State Bank Governor and the local authority of those territories or countries.

CHAPTER 3. PRINCIPAL OPERATIONS

The Bank conducts the following principal operations in accordance with Laws:

Article 5. Banking activities

5.1 Receiving demand deposits, term deposits, savings deposits and deposits of other types.

5.2 Issuing deposit certificates.

5.3 Extending credit by:

(a) Lending;

(b) Discounting and re-discounting;

(c) Providing bank guarantee;

(d) Issuing credit cards;

(e) Domestic factoring; international factoring, for banks licensed for international payment;

(f) Letters of credit;

(g) Other forms of credit extension specified by the State Bank Governor.

5.4 Opening current accounts for clients.

5.5 Providing payment instruments.

5.6 Providing the following via-account payment services:

(a) Domestic payment services, including check, payment order, authorized payment, collection, authorized collection, money transfer and bank card, and collection and payment services.

(b) Providing international payment services after obtaining the State Bank's written approval and other payment services specified by the State Bank Governor.

5.7 Opening current accounts at credit institutions licensed to provide via-account payment services; opening offshore current accounts in accordance with the foreign exchange law.

5.8 Borrowing from the State Bank in the form of refinancing in accordance with the Law on State Bank of Vietnam.

5.9 **Purchase** valuable papers from or sell valuable papers to the State Bank in accordance with the Law on the State Bank of Vietnam.

5.10 **Lending** or **borrowing** loans, make deposits, receive deposits and forward trade in valuable papers with credit institutions and foreign bank branches in accordance with regulations of the State Bank Governor.

5.11 Borrowing foreign loans in accordance with law.

5.12 Organizing an internal payment systems and participate in the national inter-bank payment system; participating in international payment systems when satisfying the conditions specified by the Government and obtaining the State Bank's written approval.

Article 6. Capital contribution and share purchase

6.1 The Bank is only permitted to use its Charter Capital and other reserve funds to contribute capital and purchase shares in accordance with Clause 6.2, Clause 6.3, Clause 6.4 and Clause 6.6 herein.

6.2 The Bank shall establish or acquire a Subsidiary Company or Affiliated Company for carrying out the following business operations:

(a) Securities issuance guarantee, securities brokerage; management and distribution of

securities investment fund certificates, management of securities investment portfolios, and stock trading;

(b) Finance leasing;

(c) Insurance.

6.3 The Bank is permitted to establish or acquire a Subsidiary Company or Affiliated Company engaged in the sectors of management of debts and utilization of assets, receipt of foreign currency remitted by overseas Vietnamese, trading of foreign exchange or gold, factoring, issuance of credit cards, consumer credit, and services of payment intermediary and credit information.

6.4 The Bank may contribute capital to, or purchase shares from, enterprises operating in the following areas:

(a) Insurance, securities, remittances, foreign exchange, gold, factoring, issuance of credit cards, consumer credit, intermediary payment services and credit information;

(b) Other areas not specified at Point (a) of this Clause after obtaining the State Bank's written approval.

6.5 The Bank shall establish or acquire a Subsidiary or Affiliated Company in accordance with Clause 6.2 and Clause 6.3 of this Charter, after obtaining written approval from the State Bank.

The Bank shall establish Subsidiaries and Affiliated Companies in accordance with the Law on Credit Institutions and other relevant legal regulations.

6.6 The Bank and its Subsidiary Companies may acquire or hold shares of other credit institutions on the conditions and within the limits specified by the State Bank Governor.

Article 7. Dealing in foreign exchange, provision of foreign exchange services, and derivative products; entrustment, agency and agency assignment

7.1 Dealing in foreign exchange, provision of foreign exchange services, and derivative products of the Bank:

(a) After obtaining written approval from the State Bank, the Bank shall be permitted to carry out trading and to provide services to domestic and overseas clients in relation to

the following products and services:

(i) Foreign exchange;

(ii) Interest rate, foreign exchange and currency derivatives and other financial products.

(b) The Bank' trading in foreign exchange and provision of foreign exchange services to customers must comply with the foreign exchange law.

7.2 Entrustment, agency and agency assignment operations of the Bank:

(a) The Bank may entrust, undertake entrustment, act as agents in banking activities, and assign payment agents in accordance with regulations of the State Bank Governor.

(b) The Bank may act as insurance agents in accordance with the insurance business law and within the scope of insurance agency under regulations of the State Bank Governor.

Article 8. Other business activities

8.1 The Bank may carry out other business operations in accordance with regulations of the State Bank Governor:

(a) Providing cash management services and treasury services to credit institutions and foreign bank branches; asset preservation and safe keeping services;

(b) Providing money transfer, collection and payment services and other payment services not via accounts;

(c) Purchasing and selling State Bank bills, corporate bonds, and other valuable papers, except for the purchase and sale of valuable papers specified at Clause 8.2 (a) of this Article;

(d) Providing currency brokerage services;

(e) Gold trading;

(f) Other services related to factoring and letters of credit;

(g) Providing consultancy on banking activities and other business activities under their

licenses.

8.2 The Bank may carry out other business operations as specified below in accordance with relevant laws:

(a) Purchasing and selling Government debt instruments, Government-guaranteed bonds and municipal bonds;

(b) Issuing bonds;

(c) Securities depository;

(d) Supervising banking operation;

(e) Acting as security asset management agent for lenders that are international financial institutions, foreign credit institutions, credit institutions, foreign bank branches.

8.3 The Bank may carry out other business operations relating to banking activities other than those specified in Clauses 8.1 and 8.2 of this Article in accordance with regulations of the State Bank Governor and other relevant regulations.

Article 9. Real estate business

The Bank may not deal in real estate, except the following cases:

9.1 Purchasing, investing or owning real estate for use as its business locations or working offices or warehouses directly serving the professional operations of the Bank.

9.2 Leasing out an unused part of business locations owned by the Bank which are is left idle;

9.3 Holding real estate obtained through debt collection. Within a period of 05 (five) years from the date of the decision to dispose of the collateral as real estate, the Bank must sell, transfer, or repurchase the real estate. In the case of repurchasing the real estate, it must ensure the intended use as stipulated in Clause 9.1 of this Article and comply with the fixed asset investment ratio specified in Clause 82.3 of this Charter.

Article 10. E-transactions in operations of the Bank

The Bank may carry out their operations by electronic means under regulations of the State Bank Governor and the law on e-transactions.

The Bank's operations conducted by electronic means must ensure safety and security of

electronic transactions according to the regulations of the State Bank Governor and the law on e-transactions.

Article 11. Prudential ratios

11.1 The Bank shall maintain the following prudential ratios:

(a) The solvency ratio;

(b) The minimum capital adequacy ratio of 08% (eight percent) or higher percentage as set by the State Bank Governor in each period;

(c) The maximum foreign currency and gold amount against equity;

(d) The ratio of purchasing, holding of, or investing in government bonds and government-guaranteed bonds;

(e) Other prudential ratios.

11.2 The Bank participating in the national inter-bank payment system shall make a deposit at the State Bank and hold a minimum quantity of valuable papers permitted for mortgage as specified by the State Bank Governor in each period.

11.3 The total of capital amount invested by the Bank in another credit institution and its subsidiaries in the form of capital contribution or share purchase and the amount invested in the form of capital contribution or share purchase to enterprises operating in the fields of banking, insurance and securities may not be included in its equity when calculating prudential ratios.

Article 12. Risk provisioning

12.1 The Bank shall establish provisions for risks in its operation. These risk provisions shall be accounted as operating expenses.

12.2 The classification of assets must comply with the State Bank Governor's regulations or according to the decision of the Prime Minister in special cases.

12.3 The use of risk provisions shall not change the debt repayment obligation of customers for debts eligible for use of risk provisions and responsibilities of organizations and individuals related to the debts. The level and method of making deductions for risk provisions and the use of provisions for handling risks in the operation of the Bank must comply with the

Government's regulations.

12.4 In case the Bank has recovered a capital amount already offset by risk provisions, the recovered amount shall be accounted as revenue of the Bank.

CHAPTER 4. CHARTER CAPITAL

Article 13. Charter Capital

13.1 The Charter Capital of the Bank is the capital specified in the Charter of the Bank and inscribed in the Business Registration Certificate issued by the competent authority.

13.2 The Charter Capital of the Bank at the time of approval of this Charter is VND 6.408.200.000.000 (Six thousand four hundred eight billion two hundred million Vietnamese Dong). The total amount of Charter Capital of the Bank is divided into 640.820.000 shares (Six hundred forty million eight hundred twenty thousand shares) at par value of VND 10.000/share (Ten thousand Vietnamese Dong per share).

13.3 The Bank may change its the Charter Capital from time to time by a Resolution of the General Meeting of Shareholders, and Clause 13.2 of this Article shall be amended as soon as such a change of the Charter Capital is so adopted by the General Meeting of Shareholders and approved by the State Bank and other competent state bodies of Vietnam in accordance with the provisions of Laws in force at the time of such change.

Article 14. Changes of Charter Capital

14.1 Any change of the Charter Capital of the Bank (whether an increase or a reduction) must be adopted by a Resolution of the General Meeting of Shareholders and then must be approved in writing by the State Bank prior to such change, in accordance with Laws.

14.2 The Bank may increase the Charter Capital by way of:

(a) Issuance of new shares to raise capital, including the restructuring of debts by way of conversion of such debts into equity by an agreement between the Bank and its creditors;

(b) Conversion of issued convertible bonds into common shares;

(c) Payment of dividends by newly issued shares of the Bank;

(d) Charter Capital reserve fund; surplus equity capital fund; retained earnings and other funds as provided for by Laws;

(e) Other ways as decided by the General Meeting of Shareholders in accordance with provisions of relevant Laws.

14.3 The Bank may reduce the Charter Capital by way of:

(a) The Bank redeems as treasury shares a number of shares with total amount by par value equals to the amount of Charter Capital planned to reduce, and then cancels them according to a plan adopted by the General Meeting of Shareholders, or cancels the number of treasury shares required to be canceled;

(b) The Bank withdraws from shareholders a number of shares with the total amount by par value equals to the amount of Charter Capital planned to reduce, and then cancels these shares;

(c) Other ways as decided by the General Meeting of Shareholders in accordance with relevant Laws.

14.4 The Bank must ensure that after such reductions, the actual value of its Charter Capital is not lower than the level of legal capital of credit institutions as required by Laws.

14.5 The order, procedures, and application file for changing the Charter Capital and for the modification and supplementation of licenses must comply with regulations set by the State Bank Governor and other relevant Laws.

14.6 After changing the Charter Capital upon written approval of the State Bank, the Bank shall carry out procedures for:

(a) Amending and supplementing the Charter of the Bank in conformity with the approved change specified;

(b) Publishing the change specified within 07 (seven) working days from the date of approval by the State Bank, through 01 (one) media outlet of the State Bank and 01 (one) printed newspaper for 03 (three) consecutive issues or on 01 (one) electronic newspaper of Vietnam.

CHAPTER 5. SHARES, SHARE CERTIFICATES, BONDS

Article 15. Shares

15.1 Par value of each share of the Bank is VND 10.000 VND (Ten thousand Vietnamese Dong). Number of shares of the Bank is equal to its Charter Capital divided by par value of a share.

15.2 All shares of the Bank as of the date of the approval of this Charter are common shares.

15.3 The Bank may issue preference shares of all types, owners of preference shares are preference shareholders. Preference shares comprise the following types:

(a) Voting preference shares;

(b) Dividend preference shares;

(c) Other preference shares as decided by the General Meeting of Shareholders in accordance with relevant Laws.

15.4 Each share of the same type shall entitle its holders to the same rights, obligations and interests. The rights and obligations assigned to each type of shares are prescribed in Error! Reference source not found.6 and Article 277 herein.

15.5 The Bank may redeem its own shares issued in the ways specificed in this Charter and applicable laws.

15.6 The Bank may issue other types of securities in accordance with law.

Article 16. Share Offerings

16.1 The Board of Directors shall determine time and method of sale and selling prices of shares. Selling prices of shares must not be lower than market prices of such shares at the time of offering or the latest recorded book value of shares, except the following cases:

(a) Shares offered to all shareholders in proportion to their respective share holding rates in the Bank

(b) Shares offered to employees, managers, executives of the Bank or other entities according to resolutions of the General Meeting of Shareholders;

(c) Shares offered to brokers or underwriters. In this case, the specific amount of discount or rate of discount must be approved by the shareholders representing more

than 75% (seventy-five percent) of the total number of shares with voting rights.

16.2 In case the Bank issues additional common shares and offer such shares to all common shareholders in proportion to their respective percentage of shares ownership in the Bank, the following provisions must be complied:

(a) The Bank must notify shareholders in writing by a registered post service with delivery report to ensure receipt by the shareholders at their permanent addresses (or other addresses as registered with the Bank). The notice must be published on newspapers in 03 (three) consecutive issues within 10 (ten) working days from the date of such a notice;

(b) The notice must contain full name, permanent address, nationality, national identity card number, passport number or other lawful personal identification passport number, for a individual shareholder ; corporate name, permanent address, nationality, reference number of decision on establishment or reference number of business registration, for an institutional shareholder; their current quantity of shares and percentage of shares ownership in the Bank; total number of shares intended to be issued and quantity of shares which a shareholder is entitled to subscribe; offered selling price of shares; subscription deadline ; full name and signature of the legal representative of the Bank. The subscription deadline stated in the notice must be reasonably sufficient for shareholders to subscribe for shares purchases. The notice must be attached by a registration form, issued by the Bank, for share subscription;

(c) Shareholders have the right to transfer their priority rights in subscribing for share purchases to other people;

(d) If a share subscription form is not sent to the Bank within the provided deadline, the relevant shareholder shall be deemed as having rejected the priority right for subscription. In the event that the number of shares intended for issuance is not fully subscribed by shareholders and those with preferential purchase rights, the remaining number of shares to be issued shall be managed by the Board of Directors. The Board of Directors may allocate such shares to other shareholders of the Bank or to other people in a reasonable manner with conditions not more favourable than the conditions offered to shareholders, except as otherwise approved by the General

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Meeting of Shareholders or where shares are sold via the Stock Exchange by way of auction.

16.3 Shares shall be deemed to have been sold upon full payment and correct and full entry of the particulars of the purchaser stipulated in this Charter in the Register of Shareholders; from such point of time, the purchaser of shares shall become a shareholder of the Bank.

16.4 After shares are fully paid for, the Bank shall be issued and delivered share certificates to the purchasers. In case share certificates are not delivered, information of sharholders specified in Clause 25.1 of this Charter shall be recorded in the register of shareholders to certify the ownership of shares of such shareholders in the Bank.

16.5 The offered selling price of shares which is higher than their par value must be approved by the General Meeting of Shareholders. The difference thereof shall be accounted for as Charter Capital reserve fund.

Article 17. Shareholding ratio

17.1 An individual shareholder may not hold over 05% (five percent) of the Charter Capital of the Bank.

17.2 An institutional shareholder may not hold over 10% (ten percent) of the Charter Capital of the Bank.

17.3 A shareholder and his/her/its related persons may not hold over 15% (fifteen percent) of the Charter Capital of the Bank. A major shareholder of the Bank and his/her/its related persons may not hold 05% (five percent) or more of the Charter Capital of another credit institution.

17.4 The provisions of Clauses 17.2 and 17.3 of this Article are not applicable to cases of share ownership by foreign investors as specified in Clause 17.6 of this Article.

17.5 The shareholding ratio specified in Clauses 17.1 and 17.2 of this Article includes both directly and indirectly owned shares. The shareholding ratio specified in Clause 17.3 of this Article includes shares held by a shareholder that are entrusted to another organization or individual for purchasing shares excluding shares held by related persons who are subsidiaries of such shareholders as specified at Subitem (i) of Point (r), Clause 1, Article 1 of this Charter.

17.6 The total shareholding ratio of all foreign investors must not exceed 05% (five percent) of

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the Charter Capital of the Bank, except in the case of ownership of shares by foreign strategic investors, which is applied according to Government regulations on foreign investors purchasing shares of Vietnamese credit institutions.

Specify conditions and procedures for foreign investors to purchase shares of the Bank; and conditions for the Bank to sell shares to foreign investors must comply with the Laws and this Charter.

17.7 In cases where organizations or individuals hold convertible bonds must, after converting the bonds into shares, they must comply with the shareholding limits specified in this Article.

Article 18. Transfer of shares

18.1 All shares are freely transferable unless otherwise specified by this Charter and provisions of Laws. Shares listed on the Stock Exchange are transferable in accordance with provisions of the law on securities and securities market.

18.2 Shares that have not been fully paid up shall not be transferable and shall not be entitled to relevant benefits such as the right to receive dividends, the right to receive shares issued by the Bank to increase its Charter Capital from equity, the right to purchase new offered shares and other benefits prescribed by law.

18.3 Transfer of shares in the following cases must be approved in writing by the Governor of the State Bank before they are carried out: Purchasing or acquisitioning of its shares, making the purchasers or transferees become major shareholders. Shareholders, purchasers and transferees of shares or capital contributions of the Bank shall coordinate with the Bank in carrying out procedures for obtaining approval for the contents specified at this Clause.

18.4 Transfer of shares by shareholders being individuals or shareholders being legal entities whose representative is a member of the Board of Directors, a member of the Board of Supervisors or the Chief Executive Officer of the Bank during the term of office shall be carried out in accordance with prevailing regulations of Laws.

18.5 During the remediation of consequences caused by personal responsibility under resolutions or decisions of the General Meeting of Shareholders or decisions of the State Bank, members of the Board of Directors, members of the Board of Supervisors or the

Chief Executive Officer of the Bank may not transfer their shares, unless:

(a) They act as authorized representatives of institutional shareholders that are merged, consolidated, divided, split, dissolved or bankrupt in accordance with law;

(b) They are compelled to transfer their shares under legally effective court judgments or rulings;

(c) They transfer their shares to other investors for implementation of approved recovery plans, plans on transfer of the whole of capital contributions or mandatory transfer plans.

18.6 The transfer of listed shares or shares registered for trading of the Bank shall be carried out in accordance with the law on securities and market securities.

Article 19. Withdrawal of shares

19.1 If a person who has the right to purchase shares of the Bank fails to make full and timely payment for the purchased shares, the Board of Directors shall notify and have the right to request that person to pay the unpaid amount along with any applicable interest and costs incurred by the Bank due to such failure.

19.2 A notice requesting for the payment mentioned in Clause 19.1 herein must specify the new payment deadline which shall not be less than 07 (seven) days from the date of notice, the payment location, and must clearly state that if payment is not made as required, the unpaid shares will be subject to withdrawal.

19.3 If the request specified in the above-mentioned notice are not executed, the Board of Directors shall have the right to withdraw the relevant number of shares before all amounts payable including applicable interest amount and relevant costs are paid in full. The Board of Directors may accept the return of withdrawn shares in accordance with Clause 19.4, Clause 19.5 and Clause 19.6 herein and in other cases as may be stipulated in this Charter.

19.4 Withdrawn or surrendered shares shall be the assets of the Bank. The Board of Directors may directly sell or authorize the individuals who have earlier owned such withdrawn shares or others to sell or re-distribute such shares, on conditions and in the manner deemed appropriate by the Board of Directors.

19.5 Shareholders holding withdrawn or surrendered shares shall be required to waive their shareholder-ship status with respect to such shares, and to pay all relevant amounts plus

applicable interest thereon at the short-term lending rate cap announced by the State Bank prevailing at the date of payment. The Board of Directors shall have full power to make a decision on enforcement of payment of amounts payable as at the time of withdrawal, or may make a decision on remission of part or the whole of such amounts.

19.6 An announcement on withdrawal shall be sent to holders of the shares which are to be withdrawn prior to the time of withdrawal. The withdrawal shall remain enforceable even if there is any mistake or negligence during the course of sending the announcement.

Article 20. Share certificates and other securities certificates

20.1 Shareholders of the Bank are issued with share certificates corresponding to the number of shares and the types of shares they own.

20.2 A share certificate of the Bank must contain the following main particulars:

(a) Name, enterprise identification number, and address of the Head Office of the Bank;

(b) Number of shares and types of shares;

(c) Par value of each share and total amount by par value of shares included in the share certificate;

(d) Full name, contact address, citizenship, serial of the legal paper, for a shareholder being an individual; name, enterprise identification number or serial number of the legal paper and head office address, for institutional shareholders;

(e) Summary of procedures for share transfer;

(f) Signature of the legal representative of the Bank;

(g) Registration number in the Register of Shareholders of the Bank and date of issuance of the Share Certificate;

(h) Other details as required by the Law on Enterprises to be applicable to preference Share Certificates.

20.3 Ownership of shares shall be transferred in accordance with the provisions of the Laws and the Bank.

20.4 Where a Share Certificate is damaged, erased, lost, stolen or destroyed, the shareholder may require new issuance of share certificate under conditions of evidence of the ownership of

shares and payment of all related expenses to the Bank. A request of a shareholder must contain the following details:

(a) Information on the share certificate that has been lost, torn, burnt or otherwise destroyed;

(b) The shareholder commits to take responsibility for any dispute arising from the re-issue of a new share certificate.

20.5 Errors in the content and form of a Share Certificate issued by the Bank shall not affect the rights and interests of its owners. The legal representative of the Bank shall be liable for any damage caused by such errors.

20.6 A Share Certificate of the Bank may not be pledged at the Bank.

Article 21. Issue of bonds

The issuance of bonds of the Bank must satisfy with the following provisions:

21.1 The General Meeting of Shareholders shall decide on the type of bonds, total value of bonds and timing of the private placement, for convertible bonds and warrant-linked bonds. The vote to adopt the resolution on the placement of bonds by the Bank must comply with Article 35 of this Charter.

21.2 Except the case specified at Clause 21.1 of this Article, the Board of Directors has the right to decide on the type of bonds, total value of bonds and time placement, but shall report them to the General Meeting of Shareholders at its nearest meeting. The report shall be accompanied by documents and dossiers on the private placement of bonds.

Article 22. Payment for purchase of shares or bonds

Shares and bonds of the Bank shall be purchased in Vietnamese Dong, freely convertible foreign currency, gold, value of land use rights, intellectual property rights, technology, technical know-hows, other assets specified in this Charter, and shall be fully paid in a lump sum.

CHAPTER 6. ORGANIZATIONAL AND MANAGEMENT STRUCTURE OF THE BANK

Article 23. Organizational and management structure of the Bank

The organizational and management structure of the Bank shall comprise:

23.1 General Meeting of Shareholders;

23.2 Board of Directors;

23.3 Board of Supervisors; and

23.4 Chief Executive Officer.

CHAPTER 7. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 24. Shareholders

24.1 Shareholders are the owners of the Bank and shall have the rights and obligations corresponding to the number and types of shares owned by them.

24.2 Shareholders shall be recognized officially when paying full amounts to purchase shares and entered into the Register of Shareholders of the Bank.

24.3 The Bank must have at least 100 (one hundred) shareholders without any restriction on the maximum number of shareholders, except the Bank placed under special control and the Bank subject to mandatory transfer and currently implementing a mandatory transfer plan according to the Law on Credit Institutions. Owners of common shrares are called common shareholders.

24.4 The appointment of the shareholder's authorized representative at the Bank shall be implemented in accordance with relevant regulations of Laws.

Article 25. Register of Shareholders

25.1 The Bank shall make and maintain a Register of shareholders from the date it is granted the enterprise registration certificate. The Register of shareholders may be in the form of a document or an electronic file recording information on holding of shares by shareholders of the Bank. A Register of Shareholders must contain the following main particulars:

(a) Corporate name and address of the Head Office of the Bank;

(b) Total number of shares which may be offered for sale, types of shares which may be offered for sale and number of shares of each type which may be offered for sale;

(c) Total number of shares of each type already sold and value of share capital already

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contributed;

(d) Full name, contacts address, citizenship, serial number of the legal paper. of each individual shareholder; name, serial number of the legal paper and head office address of each organization shareholder;

(e) Number of shares of each type of each shareholder and date of share registration.

25.2 The Register of Shareholders shall be maintained at the Head Office of the Bank or at the Center for Registration, Depository, Clearing and Payment of Securities or at an organization having the function of keeping the register of shareholders decided by the Board of Directors. Shareholders shall have the right to examine, access or obtain extracts or copies of the names and contact addresses of shareholders of the Bank listed in the register of shareholders during business hours of the Bank or of the Center for Registration, Depository, Clearing and Payment of Securities.

25.3 When changing its/his/her contact address, a shareholder shall promptly notify such change to the Bank for updating the register of shareholders. The Bank shall not be responsible for failing to contact a shareholder if it has not been notified of the change in such shareholder's contact address.

25.4 The Bank must promptly update changes of shareholders stated in the register of shareholders upon request of related shareholders under this Charter.

Article 26. Rights of shareholders

26.1 Shareholders of the Bank shall perform the following rights:

(a) To attend and give opinions at meetings of the General Meeting of Shareholders and exercise the voting rights directly or through their authorized representatives. Each common share has one vote;

(b) To receive dividends under resolutions of the General Meeting of Shareholders.

(c) To have preemptive right to purchase newly offered shares in proportion to their common shareholding rates in the Bank.

(d) To transfer their shares and the right to purchase shares to other shareholders of the Bank or to other organizations or individuals in accordance with Law on Credit

Institutions and this Charter.

(e) To check, search or extract information about names and contact addresses on the list of shareholders with the voting right; to request modification of inaccurate information about them.

(f) To check, search, extract or photocopy this Charter, books of minutes of meetings of the General Meeting of Shareholders and resolutions and decisions of the General Meeting of Shareholders.

(g) To receive part of the remaining assets divided in proportion to the number of their shares in the Bank when the Bank is dissolved or bankrupt.

(h) To authorize in writing others to exercise their rights and perform their obligations. Authorized persons may not stand as candidates in their own capacity.

(i) To stand as candidates or nominate others to the Board of Directors or Board of Supervisors in accordance with this Charter or in accordance with law. The list of candidates shall be sent to the Board of Directors within a time limit set by the Board of Directors.

(j) Shareholders or groups of shareholders holding 05% (five percent) or more of the total number of voting common shares have the right to nominate up to 01 (one) candidate. The number of candidates for members of the Board of Directors and members of the Board of Supervisors to be nominated shall correspond to the ratio specified in this Point.

26.2 A voting preference shareholder shall have the rights to vote on matters which fall within the authority of the General Meeting of Shareholders with the number of votes greater than that for a common share and is entitled to other rights as a common shareholder, except for the assignment of their voting preference shares to other persons.

26.3 Dividend preference shareholders shall have the following rights:

(a) To be entitled to dividends at the preferential rates as decided by the General Meeting of Shareholders at the time of issuance of preference shares;

(b) Upon dissolution or Bankruptcy of the Bank, to receive a part of the remaining assets in proportion to the number of shares contributed to the Bank after the Bank

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has paid in full its creditors and redeemable preference shareholders;

(c) Other rights as common shareholders, except for the right to vote, the right to attend the General Meeting of Shareholders or the right to nominate candidates to the Board of Directors and the Board of Supervisors.

Article 27. Obligations of shareholders

27.1 Shareholders of the Bank shall perform the following obligations:

(a) To make full payment for the number of shares they commit to purchase within the time limit set by the Bank; to take responsibility for debts and other asset obligations of the Bank within the limit of share capital already contributed to the Bank;

(b) To refrain from withdrawing the contributed share capital from the Bank in any form which results in the decrease of the Charter Capital of the Bank, except the case the Bank redeem shares from its shareholders in accordance with Law on Credit Institutions;

(c) To take responsibility before law for the lawfulness of capital amounts used as contributions to or used to purchase or acquire shares from the Bank; to refrain from using capital amounts allocated by the Bank as credit extension or capital amounts received through the issuance of corporate bonds for purchasing or acquiring shares from the Bank; to refrain from contributing capital to or purchasing shares from the Bank in the name of other individuals or legal entities in any form, except the case of entrustment in accordance with law;

(d) To comply with the Charter and internal regulations of the Bank;

(e) To observe resolutions and decisions of the General Meeting of Shareholders and Board of Directors;

(f) When acting in the name of the Bank in any form, to take responsibility for any law-breaking acts they have committed or business activities and other transactions they have carried out for self-seeking purposes or in the interests of other institutions or individuals.

27.2 To ensure confidentiality of information provided by the Bank in accordance with law and

this Charter; to use the provided information only for exercise and protection of their lawful rights and interests; to refrain from dispersing, copying and sending information provided by the Bank to other institutions and individuals.

27.3 Shareholders entrusted to make investment for other institutions or individuals shall provide the Bank with information on real holders of the shares they are entrusted to make investment in the Bank. The Bank may terminate the shareholder's rights of shareholders entrusted to make investment in case such shareholders fail to provide information or fail to provide adequate and accurate information on real owners of shares.

27.4 To protect reputation, assets and interests of the Bank; keep activities of the Bank confidential.

27.5 To perform other obligations in accordance with this Charter and Laws.

Article 28. General Meeting of Shareholders

The General Meeting of Shareholders shall include all shareholders with voting rights and shall be the highest decision-making authority of the Bank.

Article 29. Authority to convene the General Meeting of Shareholders

29.1 The Board of Directors must convene an annual meeting of the General Meeting of Shareholders within a time-limit of 04 (four) months from the end of the financial year. The annual meeting of the General Meeting of Shareholders shall not be held in the form of collection of written opinions.

29.2 The Board of Directors shall convene an special meeting of the General Meeting of Shareholders falling into one of the following cases:

(a) The Board of Directors deems such meeting necessary in the interests of the Bank;

(b) The number of the Board of Directors' remaining members is smaller than the required minimum number of members specified in Clause 51.2 of this Charter;

(c) The number of the Board of Supervisors's remaining members is smaller than the required minimum number of members specified in Clause 61.2 of this Charter;

(d) At the request of a shareholder or group of shareholders that hold(s) more than 10% (ten percent) of total common shares;

(e) At the request of the Board of Supervisors;

(f) At the request of the State Bank to decide on relevant contents upon the occurrence of an event affecting the operation safety of the Bank.

29.3 Other cases specified in accordance with Laws and this Charter.

Article 30. Rights and obligations of the General Meeting of Shareholders

30.1 The General Meeting of Shareholders shall have the following rights and obligations:

(a) To approve development orientations of the Bank;

(b) To approve, amend or supplement this Charter;

(c) To approve regulations on organization and operation of the Board of Directors and Board of Supervisors;

(d) To decide on the number of members of the Board of Directors and Board of Supervisors in each term of office; to elect, relieve from duty, remove from office, add or replace members of the Board of Directors and Board of Supervisors based on the criteria and conditions specified in this Law and this Charter;

(e) To decide on remuneration, bonuses and other benefits for members of the Board of Directors and members of the Board of Supervisors and on operating budgets of the Board of Directors and Board of Supervisors;

(f) To consider and handle according to its competence violations committed by the Board of Directors or Board of Supervisors which cause damage to the Bank and its shareholders;

(g) To decide on the organizational and management structure of the Bank;

(h) To approve plans on adjustment of the Charter Capital; to approve share offering plans, covering types and quantity of new shares to be offered;

(i) To approve redemption of more than 10% (ten percent) of shares sold as stipulated in this Charter;

(j) To approve plans for issuance of convertible bonds;

(k) To approve the expected solution plan in case of early intervention (if any) according

to the provisions of the Law on Credit Institutions;

(l) To approve annual financial statements, and plans on distribution of profits after Bank's tax and other financial obligations are fulfilled;

(m) To approve reports of the Board of Directors and Board of Supervisors on the performance/exercise of their tasks and powers;

(n) To decide on the establishment or transformation the legal form of overseas commercial presence and subsidiaries of the Bank;

(o) To approve plans on contribution of capital to and purchase and sale of shares or capital contributions of the Bank in enterprises or other credit institutions, with the projected value of capital contributions or purchase price or book value in case of sale of shares or capital contributions accounting for 20% (twenty percent) or more of the Bank's Charter Capital indicated in the audited latest financial statement;

(p) To approve decisions on investment in or purchase and sale of the Bank's fixed assets, with the projected investment amount, purchase price or historical price in case of sale of fixed assets accounting for 20% (twenty percent) or more of the Bank's Charter Capital indicated in the audited latest financial statement;

(q) To approve contracts or other transactions with their value accounting for 20% (twenty percent) or more of the Bank's Charter Capital indicated in the audited latest financial statement, between the Bank and members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer, or major shareholders of the Bank; related persons of managers, members of the Board of Supervisors or major shareholders of the Bank; or subsidiaries or affiliated companies of the Bank, except commercial banks currently implementing mandatory transfer plans;

(r) To decide on the division, splitting, consolidation, merger, transformation or dissolution of, or request a court to open bankruptcy procedures for the Bank;

(s) To decide on the selection of independent audit firms under Article 95 of this Charter;

(t) To decide on solutions to major financial changes of the Bank;

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30.2 An annual meeting of the General Meeting of Shareholders shall be discussed and approved at least the following issues:

(a) To approve audited annual financial statements, and profit distribution plans after fully fulfill of tax obligations and other financial obligations of the Bank;

(b) To approve the report of the Board of Directors and the Board of Supervisors on the performance of duties and powers;

(c) The annual business plan of the Bank;

(d) The annual financial statement;

(e) The Board of Directors' report on the governance and results of operation of the Board of Directors and performance of each member of the Board of Directors;

(f) The Board of Supervisors' report on business results of the Bank, results of operation of the Board of Directors and results of performance of Chief Executive Officer;

(g) Self-evaluation reports on the operation of the Board of Supervisors;

(h) Dividend level per share of each type;

(i) Other issues falling within its competence.

30.3 A shareholder shall not be permitted to vote in the following cases:

(a) Approval of contracts stipulated in Clause 30.1 of this Charter to which such shareholder or a related person of such shareholder is a party;

(b) Redemption of shares of the shareholder or a related person of such shareholder, except for the cases where shares of all shareholders are redeemed in proportion to the number of shares they hold in the Bank or where shares are redeemed by auction or public offerings on the Stock Exchange.

30.4 All resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 31. Right to attend the General Meeting of Shareholders

31.1 Shareholders being individuals or authorized representatives of shareholders which are organizations may attend the General Meeting of Shareholder in person or authorize another

person in writing to do so. The authorized representative is not necessarily a shareholder of the Bank. The authorization for a representative to attend the General Meeting of Shareholders shall be implemented in accordance with the provisions of this Charter and relevant regulations of Laws.

31.2 Shareholders being legal entities which have just been re-organized or inherited shareholders' rights and obligations shall send to the Board of Directors the valid and lawful documents relating to such reorganization or inheritance, based on which the Board of Directors may make decisions on shareholders, shares, share certificates and persons entitled to attend the meeting in accordance with regulations of laws.

31.3 In case shares are assigned between the date of completion of the list of shareholders and the opening date of the General Meeting of Shareholders, the assignee shall be entitled to attend the General Meeting of Shareholders in place of the assignor in respect of the assigned shares.

31.4 Shareholders, authorized representatives of institutional shareholders may attend in person or authorize another/other individual(s) or organization(s) to attend or attend the General Meeting of Shareholders by one of the methods specified in Point a, Clause 26.1 of this Charter. In a case where more than one authorized representative is appointed, then the specific number of shares and the specific number of votes of each representative must be specified.

31.5 The authorization for an individual or organization to attend the General Meeting of Shareholders according to the provisions of this Clause 31.4 shall be made in writing. The authorization letter shall be made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, and the scope of the authorization, authorization duration, signatures of the authorizing party and the authorized party.

Institutional shareholders have the right to appoint one or several authorized representatives to exercise their shareholder rights in accordance with law; In case the institutional shareholder appoints more than one authorized representative, the specific number of shares for each authorized representative must be specified. In case a shareholder does not

determine the corresponding number of shares for each authorized representative, the number of shares will be equally divided among all authorized representatives. The appointment of an authorized representative must be in writing. The Document on appointment of an authorized representative shall be notified to the Bank and only be effective with respect to the Bank from the date it is received by the Bank. Such a document must have the following principal contents:

(a) Names and identification numbers of enterprises, addresses of head offices of shareholders;

(b) Number of authorized representatives and their holding rates of shares or contributed capital amounts;

(c) Full name, contact address, nationality, serial number of the legal paper of each authorized representative;

(d) Term of authorization for each representative, specifying the starting date of representation;

(e) Full name and signature of the authorized representative and of the legal representative of the shareholder.

31.6 Persons authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Bank).

31.7 Responsibilities of authorized representatives of institutional shareholders:

(a) The authorized representative shall, on behalf of the shareholder, perform the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises. Any restrictions of shareholders on the authorized representative in the exercise of the rights and obligations of the respective shareholders at the General Meeting of Shareholders are not effect for a third party.

(b) The authorized representative shall attend all the meetings of General Meeting of

Shareholders; exercise and perform the authorized rights and obligations in an honest, prudent and best manner and protect the lawful interests of shareholder.

(c) The authorized representative must be responsible to the shareholder for his/her breach of the responsibilities specified in this Article. The authorizing shareholder must be responsible to a third party for the arising liabilities related to the rights and obligations exercised or performed by the authorized representative.

31.8 The voting slip of the person authorized to attend a meeting within the scope of his/her authorization shall remain effective in any one of the following cases:

(a) The principal dies, or his/her capacity for civil acts is lost or is restricted;

(b) The principal has rescinded the appointment of any authorized representative;

(c) The principal has rescinded the authority of the person carrying out the authorization.

This Clause shall not apply in case where the Bank receives a notice on one of the above cases before the date of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

31.9 A shareholder shall be considered attending and voting at a meeting of the General Meeting of Shareholders in the following cases:

(a) Attending and directly voting at the meeting;

(b) Authorizing another individual or organization to attend and vote at the meeting;

(c) Attending and voting by video conferencing or casting electronic ballots or in another electronic form;

(d) Sending the vote to the meeting by mail, fax or email;

(e) Sending the vote by other means as specified in this Charter.

Article 32. Changes of rights

32.1 The change or cancellation of special rights associated with a certain type of preference shares is effective when it is approved by a number of shareholders that represent at least 75% (seventy-five percent) of the votes. The General Meeting of Shareholders' resolution that contains adverse changes to the rights and obligations of preference shareholders may

only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% (seventy-five percent) of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% (seventy-five percent) of preference shares of the same type in case of passing a resolution through written consent.

32.2 A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 (two) shareholders (or their authorized representatives) that hold at least 1/3 (one-third) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 (thirty) days, and shareholders holding that type of shares (regardless of the number of participating shareholders and shares) present in person or through an authorized representative shall be considered to meet the required quorum. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

32.3 Procedures for carrying out such a meeting are similar to those specified in Article 34 and Article 35 of this Charter.

32.4 Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Bank shall not be changed when the Bank issues additional shares of the same type.

Article 33. Notice, agenda and contents of the General Meeting of Shareholders

33.1 The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 29.2 of this Charter.

33.2 The convener of the General Meeting of Shareholders as stipulated in this Article herein must prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders; and prepare the agenda, contents and documents of the meeting, and draft resolution for each of the items in the agenda. The Bank shall disclose information about preparation of the list of shareholders entitled to attend the Shareholders' General Meeting at least 20 (twenty) days before the last registration date.

33.3 The list of shareholders entitled to attend the General Meeting of Shareholders shall be

prepared no earlier than 10 (ten) days prior to the date of sending the invitation notices to the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name and contact address, nationality, serial number of the legal paper of shareholders being individuals; corporate name, enterprise code or serial number of the legal paper, headquarter address in respect of institutional shareholders; and the number of shares of each type, and the reference number and date of registration of each shareholder.

33.4 The notice of the meeting of the General Meeting of Shareholders shall be sent to all shareholders and at the same time, shall be announced on the communication network of the Stock Exchange (if the Bank is listed on the Stock Exchange) and on the website of the Bank. The convener of the General Meeting of Shareholders shall be sent a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 (twenty one) days prior to the date of opening of the meeting. A meeting invitation must state the name, head office address, and identification number of the Bank; name, contact address of the relevant shareholder, time and venue of the meeting, and other requirements for meeting participants.

The meeting invitation shall be sent by a method that ensure it reaches the contact address of the shareholder and posted on the website of the Bank and the State Securities Commission, the Stock Exchange where the Bank's shares are listed or registered for trading; published on a central or local daily, if it is deemed necessary by the Bank.

The meeting invitation shall be enclosed with the following documents: the meeting agenda, documents used in the meeting, and a draft resolution on each of issues on the agenda; voting slip.

In case of the document is not sent together with the notice of the meeting of the General Meeting of Shareholders, the sending of the meeting document together with the meeting invitation specified in this Clause may be substituted by posting it on the website of the Bank. In this case, the meeting invitation must clearly state the link to all meeting documents so that shareholders can access, how to download the documents, including: meeting agenda, documents used in the meeting; list and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors; voting slip; draft resolution for each issue in the meeting agenda.

33.5 Location of the General Meeting of Shareholders is within the territory of Vietnam.

33.6 The shareholder or group of shareholders specified in Point j of Clause 26.1 of this Charter may recommend issues to be included in the agenda of the General Meeting of Shareholders. The recommendation shall be made in writing and sent to the Bank no later than 03 (three) working days prior to the opening date of the meeting. The recommendation must specify the name(s) of shareholder(s), number of shares of each type of the shareholder(s), and issues recommended to be included in the agenda of the meeting.

33.7 In case of the convener of the General Meeting of Shareholders refuses the recommendation specified in Clause 33.6 of this Article shall, no later than 02 (two) working days prior to the opening date of the meeting, issue a written response clearly stating the reason. The convener of the General Meeting of Shareholders may only reject a recommendation in one of the following cases:

(a) The recommendation is sent in contravention of Clause 33.6;

(b) The recommended issue falls beyond the decision-making competence of the General Meeting of Shareholders;

(c) At the time of the proposal, the shareholder or group of shareholders does not have at least 05% (five percent) or more of common shares;

(d) Other cases as prescribed by law.

33.8 The convener of the General Meeting of Shareholders must accept and include the proposed issues specified in Clause 33.6 into the draft program and agenda for the meeting, except in cases stipulated in Clause 33.7; the proposed issues shall be officially added to the program and agenda of the meeting if approved by the General Meeting of Shareholders

33.9 The Board of Directors must prepare draft resolutions on each of the items on the agenda.

33.10 Shareholders have the right to inspect, look up, extract and copy names and contact addresses of shareholders entitled to attend the General Meeting of Shareholders; to request the correction of erroneous information or the addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The managers of the Bank shall promptly provide information in the register of shareholders, amend and supplement the erroneous information at the request of the

shareholders; to be responsible for compensating any damages caused due to failure to provide or providing inaccurate or untimely information from the shareholder register as required. The order and procedures for requesting provision of information in the register of shareholders must comply with this Charter.

Article 34. Conditions for conducting the General Meeting of Shareholders

34.1 The General Meeting of Shareholders shall be conducted if it is attended by shareholders representing more than 50% (fifty percent) of total voting slips.

34.2 If the first meeting does not take place due to the condition specified in Clause 34.1 is not satisfied, the invitation notice to the second meeting shall be sent within 30 (thirty) days from the date of the intended opening of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted if it is attended by shareholders representing 33% (thirty three percent) or more of total voting slips.

34.3 If the second meeting does not take place because the condition is not satisfied, the invitation notice to the third meeting shall be sent within 20 (twenty) days from the date of the intended opening of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the percentage of voting slips of the attending shareholders.

34.4 Only the General Meeting of Shareholders may decide on changes to the agenda accompanying the meeting invitation notice as specified in Article 33 of this Charter.

Article 35. Adoption of resolutions of the General Meeting of Shareholders

35.1 The General Meeting of Shareholders shall adopt resolutions which fall within its authority by way of voting in the meeting or collecting written opinions.

35.2 Resolutions of the General Meeting of Shareholders which is adopted by shareholders representing 100% (one hundred percent) of the total voting shares shall be valid and become effective even when the order and procedures for convening the meeting and adopting such resolution violate Law on Enterprises and this Charter.

35.3 Resolutions of the General Meeting of Shareholders must be announced on the website of the Bank within a time-limit of 24 (twenty – four) hours from the date of adoption of such resolutions.

35.4 The following resolutions must be approved by voting at the General Meeting of Shareholders:

(a) To approve the Bank's development orientations.

(b) To determine the number of members of the Board of Directors and the Board of Supervisors for each term of office; electing, dismissing, removing, adding, or replacing members of the Board of Directors and the Board of Supervisors in accordance with legal standards and conditions specified in the Law on Credit Insitutions and this Charter and relevant legal regulations.

(c) To consider and handle, within its authority, violations committed by the Board of Directors and the Board of Supervisors that cause damage to the Bank and its shareholders.

(d) To decide on division, separation, consolidation, merger, transformation of legal form, dissolution, or requesting the Court to initiate bankruptcy proceedings for the Bank.

35.5 A resolution of the General Meeting of Shareholders shall be adopted at a meeting upon satisfaction of the following conditions:

(a) It is approved by a number of shareholders representing more than 50% (fifty percent) of the total votes of the shareholders attending the General Meeting of Shareholders directly or via their authorized representative, except for the case stipulated in Clause 35.5 (b) and Clause 35.5 (c) of this Charter;

(b) The voting to elect members of the Board of Directors and of the Board of Supervisors must be implemented by the method of cumulative voting, whereby each shareholder shall have as his/her total number of votes defined by the result of the total number of shares he/she owns multiplied by the number of members to be elected to the Board of Directors or Board of Supervisors, and each shareholder shall have the right to accumulate all his/her votes for one or more candidates.

The elected members of the Board of Directors or elected supervisors shall be determined according to the number of votes in a descending order, starting from the candidate with the highest number of votes for until sufficient

members as specified in this Charter are elected. If two (02) or more candidates gain the same number of votes for the last position in the Board of Directors or Board of Supervisors, re-election shall be carried out among such candidates or the selection shall be carried out according to the criteria specified in election rules or in this Charter.

(c) It is approved by a number of shareholders representing more than 65% (sixty five percent) of the total votes of all attending shareholders in respect of the issues stated in Clause 30.1(h), Clause 30.1(p), Clause 30.1(r) of this Charter.

35.6 The authority and procedures for collecting written opinions in order to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with the Law on Enterprises. In cases where a resolution of the General Meeting of Shareholders is adopted by way of collecting written opinions, the resolution shall be approved if it is accepted by a number of shareholders representing more than 50% (fifty percent) of the total number of voting slips of all shareholders with voting rights. This does not apply to the cases specified in Clause 30.1(h), Clause 30.1(p) of this Charter, where the resolution must be approved by shareholders representing more than 65% (sixty-five percent) of the total voting shares of all shareholders

Article 36. Procedures for conducting and voting at the General Meeting of Shareholders

36.1 Prior to the opening date of a meeting, registration procedures shall be carried out until a sufficient number of shareholders with the right to attend the meeting has registered. A person registered to attend the meeting shall be provided with voting cards corresponding to the number of items in the meeting agenda which requires a vote.

36.2 When a voting shareholder is registered, the Bank shall provide such each shareholder or his/her authorized representative with a voting card or voting slips which states the number of registration, full name of shareholder, full name of the authorized representative of such shareholder and the number of voting slips of such shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda of the meeting. Votes include affirmative votes, negative votes and abstentions. When voting by card at the General Meeting of Shareholders, the affirmative votes shall be collected first, negative votes later, and finally, the total number of votes for or against is collected for the decision. The vote

counting result shall be announced by the chair right before the meeting is closed. The General Meeting of Shareholder shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the General Meeting of Shareholders at the request of the chair.

36.3 The shareholders and shareholders' authorized representatives arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.

36.4 The agenda and contents of the meeting must be adopted by the General Meeting of Shareholders in the opening session. The agenda must specify in detail the time frame given to each issue the meeting agenda.

36.5 The Chairman of the Board of Directors shall act as the Chair of all meetings which are convened by the Board of Directors; in case where the Chairman is absent or is temporarily unable to work, then the other members of the Board of Directors shall be elected one of them to act as the Chair of the meeting by majority rule. If a chair is not elected, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a chairman and the person that receives most votes shall chair the meeting.

36.6 The Chair of the meeting shall be elected one or more persons to act as a secretary or secretariat to prepare minutes of the General Meeting of Shareholders.

36.7 The General Meeting of Shareholders shall be elected a vote counting committee to be comprised of not more than 03 (three) persons on the proposal of the Chair of the meeting.

36.8 In other cases, the person who signs the document convening the General Meeting of Shareholders shall be arranged for the General Meeting of Shareholders to elect a chair of the meeting and the person with the highest number of votes shall act as the Chair of the meeting.

36.9 The Chair of the meeting shall have the right to make decisions on proceedings, procedures and actions dealing with incidents arising out of the agenda of the General Meeting of Shareholders.

36.10 The Chair may adjourn a meeting of the General Meeting of Shareholders for which sufficient attendees have registered at most 03 (three) working days from the intended

opening date of the meeting and may adjourn the meeting or change the venue of the meeting in the following cases:

(a) The venue of the meeting does not have sufficient comfortable seating for all the attendees;

(b) Means of communication at the venue of the meeting fail to ensure the participation, discussion, and voting by all attending shareholders;

(c) An attendee obstructs the meeting or disrupts order, with a risk that the meeting might be conducted not fairly and legally;

36.11 In case the Chair adjourns or postpones a meeting of the General Meeting of Shareholders in contravention of Clause 36.10 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to conduct the meeting in replacement of the chairperson until the meeting closes; all resolutions adopted at such meeting shall be effective.

36.12 The Chair and Secretary of the General Meeting of Shareholders shall have the right to take the necessary measures to direct the conduct of the meeting in an appropriate and orderly manner; or so that it reflects the wishes of the majority of attendees.

36.13 The convenor of the General Meeting of Shareholders shall have the right to require all shareholders or authorized representatives attending the meeting to be checked or subject to other security measures which the convenor considers appropriate. In case a shareholder or an authorized representative of a shareholder fails to undergo a security check or the security measures as above mentioned, the convenor of the General Meeting of Shareholders may, upon careful consideration, refuse or expel such shareholder or authorized representative from the General Meeting of Shareholders.

36.14 The convener of the General Meeting of Shareholders or the Chair has the following rights:

(a) To request all the attendees to be checked or subject to other lawful and reasonable security measures;

(b) To request a competent body to maintain order during the meeting; to expel from the General Meeting of Shareholders anyone who fails to comply with the Chair right to conduct the meeting, intentionally disrupts or prevents the normal progress

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of the meeting or fails to comply with a security check request.

36.15 In case the above measures are applied in the General Meeting of Shareholders, in determining the venue for the meeting, the Board of Directors may:

(a) Inform that the meeting shall be conducted at the venue specified in the notice and the Chair of the meeting shall be present at that venue ("**Main Venue of the General Meeting of Shareholders**");

(b) Arrange and organize in a way so that the shareholders or authorized representatives who are not able to attend the meeting under this Clause or who desire to attend at a venue other than the Main Venue of the General Meeting of Shareholders may attend the meeting at the same time.

Notice on the organization of the General Meeting of Shareholders does not need to state in detail the measures for organization under this Article.

36.16 In this Charter (except where context requires otherwise), all shareholders shall be considered to attend the General Meeting of Shareholders at the Main Venue of the General Meeting of Shareholders.

36.17 In case the Bank applies modern technology to organize the General Meeting of Shareholders through an online meetings or a physical meeting combined with an online meeting, the Bank is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms in accordance with the Bank's Regulation on organizing online General Meeting of Shareholders and electronic voting.

Article 37. Resolution and Minutes of the General Meeting of Shareholders

37.1 The General Meeting of Shareholders shall be recorded in the minute book of the Bank and may be voice-recorded or recorded and stored in other electronic forms. The Minutes must be made in Vietnamese (may also be written in foreign languages extra) and contain the following principle details:

(a) Name, Head Office address, number of the Business Registration Certificate of the Bank;

(b) Time and location of the General Meeting of Shareholders;

(c) Agenda, and contents of the meeting;

(d) Full names of the Chair and secretary;

(e) Summary of the meeting and opinions stated in the General Meeting of Shareholders on each matter set out in the contents of the meeting agenda;

(f) Number of shareholders and total number of voting slips of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;

(g) Total number of voting slips for each issue voted on, specifying the number of votes in favor, against, and abstentions; as well as the corresponding percentage on the total number of votes of shareholders attending the meeting;

(h) The issues ratified and corresponding ratio of affirmative votes;

(i) Full names and signatures of the Chair and secretary of the meeting. In case the Chair and secretary of the meeting refuse to sign the meeting minutes, the minutes shall be valid if it is signed by all other members of the Board of Directors who attend the meeting and has sufficient contents as specified in this Clause. The minutes must clearly state that the Chair and secretary of the meeting refuse to sign the minutes.

37.2 The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.

37.3 The Chair and secretary of the meeting or someone else signs the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

37.4 The minutes of the General Meeting of Shareholders must be posted on the website of the Bank within a time-limit of 24 (twenty-four) hours and sent to all shareholders within a time-limit of 15 (fifteen) days as from the date of the closing of the meeting. The minutes of the General Meeting of Shareholders shall be considered proof that work mentioned in the minutes has been actually carried out at the General Meeting of Shareholders unless an opinion against the contents of the minutes is made in accordance with the stipulated procedures within a time-limit of 10 (ten days) from the date the minutes are sent.

37.5 The minutes in Vietnamese and in a foreign language shall have equal legal validity. In case

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of any discrepancies between the Vietnamese and the foreign-language versions, the Vietnamese version shall prevail.

37.6 All resolutions, the minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting with shareholder's signature, authorization documents for attending the meeting, all documents attached to the minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on disclosure of information on securities market and stored at the Head Office of the Bank.

37.7 Within 15 (fifteen) days from the date of closing the meeting, all resolutions adopted by the General Meeting of Shareholders must be sent to the State Bank.

Article 38. Authority and procedures for collecting written opinions in order to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

38.1 The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders at any time if deemed necessary for the best interests of the Bank, except the case specified in Clause 35.4 of this Charter.

38.2 The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explaining documents must be sent by a means which is guaranteed to reach the permanent address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to shareholders in a reasonable period of time sufficient for the shareholders to consider and return their written opinions and that such documents must be sent at least 15 (fifteen) days prior to the deadline for receipt of votes being written opinions.

38.3 The written opinion form must contain the following basic particulars:

(a) Name, Head Office address, number of the Business Registration Certificate of the Bank;

(b) Purpose of collecting written opinions and issues on which it is necessary to obtain opinions in order to pass a resolution;

(c) Full name, permanent address, nationality, and the national identity card number, of the passport number or other lawful personal identification in respect of a shareholder being an individual; name, enterprise code or number of establishment decision, headquarter address in respect of a shareholder being an organization; or full name, permanent residence, nationality, ID/passport number of the authorized representative if the shareholder is an organization; number of shares of each type and number of votes of the shareholder;

(d) Voting options comprising agreement, non-agreement, or no opinion;

(e) Time-limit within which the completed written opinion form must be returned to the Bank;

(f) Full name and signature of the Chairman of the Board of Directors.

38.4 Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization.

38.5 Written opinion form which are returned to the Bank must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes. Any completed written opinion form which is returned to the Bank after the time-limit stipulated in itself or any form in envelope which has been opened shall be invalid.

38.6 The Board of Directors shall conduct vote counting and shall prepare minutes of the vote counting in the presence of the Board of Supervisors or a shareholder who does not hold a management position in the Bank. The minutes of the vote counting shall contain the following key details:

(a) Name, Head Office address, number of the Business Registration Certificate of the Bank;

(b) Purpose and issues on which it is necessary to obtain written opinions in order to pass a resolution;

(c) Number of shareholders with total number of votes who have participated in the

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vote, classifying the votes into valid and invalid, and including an appendix being a list of the shareholders who participated in the vote;

(d) Total number of votes in favor, against and abstentions on each issue voted upon;

(e) The issues which have been adopted;

(f) Full name and signature of the Chairman of the Board of Directors, the person supervising the vote counting, and the person counting the votes.

The members of the Board of Directors, vote counters and the vote counting supervisor shall be jointly liable for the truthfulness and accuracy of the minutes of counting votes, and shall be jointly liable for any damage arising from a resolution which is adopted due to an untruthful or inaccurate counting of votes.

38.7 The minutes of results of counting votes and resolution must be posted on the website of the Bank within a time-limit of 24 (twenty-four) hours and sent to shareholders within a time-limit of 15 (fifteen) days from the date the counting of votes ended. The distribution of the minutes and the resolution may be replaced by posting them on the website of the Bank within a time-limit of 24 (twenty-four) hours from the date the counting of votes ended.

38.8 Written opinion forms which have been returned, the minutes of counting of votes, the full text of the resolution which have been adopted and related documents sent with all of the written opinion forms must be archived at the Head Office of the Bank.

38.9 A resolution which is adopted by the form of collecting written opinions of shareholders shall have the same validity as a resolution adopted by the General Meeting of Shareholders.

38.10 Within a time-limit of 15 (fifteen) days from the date of closing the meeting or completion of the vote counting being written opinions, all resolutions and decisions adopted by the General Meeting of Shareholders must be sent to the State Bank.

Article 39. Demand for cancellation of resolutions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting regarding the solicitation of opinions from the General Meeting of Shareholders, shareholders or groups of shareholders holding 05% (five



percent) or more the total common shares have the right to request a court or an arbitration to consider and annul the whole or part of a resolution of the General Meeting of Shareholders in the following cases:

39.1 The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises and this Charter, except the case specified in Clause 35.2 of this Charter.

39.2 The resolution content violates the law or this Charter.

CHAPTER 8. MANAGEMENT ORGANIZATIONAL STRUCTURE OF THE BANK

Article 40. General obligations

40.1 The Board of Directors shall be the managerial body having the full authority to decide and exercise rights and perform obligations of the Bank on its behalf, except matters falling within the competence of the General Meeting of Shareholders.

40.2 The Board of Supervisors shall supervise and evaluate the observance of law, internal regulations, charter, resolutions, and decisions of the General Meeting of Shareholders and the Board of Directors.

40.3 Chief Executive Officer shall be the person responsible before the Board of Directors and the law for his operating the day-to-day operation of the Bank.

40.4 The list of proposed candidates for election or appointment as members of the Board of Directors, members of the Board of Supervisors, and Chief Executive Officer of the Bank must be approved in writing by the State Bank prior to the election or appointment of these positions.

Article 41. Criteria and conditions for Managers, Executives and other positions of the Bank

41.1 A member of the Board of Directors must fully meet the following criteria and conditions:

(a) Not falling into the cases in which he/she may not hold the positions specified in Clause 42.1 of this Charter;

(b) Having professional ethics as specified in regulations of the State Bank Governor;

(c) Possessing a university or higher degree;

(d) Satisfying one of the following conditions:

(i) Having at least 03 (three) years of experience as a manager or executive officer of a credit institution;

(ii) Having at least 05 (five) years of experience as a manager of an enterprise operating in the finance, accounting or auditing sector, or of another enterprise with equity capital at least equal to the legal capital level for a commercial joint stock bank;

(iii) Having at least 05 (five) years of experience in the professional division of a credit institution or foreign bank branch.

(e) Having at least 05 (five) years of experience in the professional division related to finance, banking, accounting or audit.

41.2 An independent member of the Board of Directors of the Bank must fully satisfy the criteria and conditions specified in Clause 41.1 of this Article and the following criteria and conditions:

(a) He/she is not a person who is currently working for the Bank or a subsidiary of the Bank or who has worked for the Bank or a subsidiary of the Bank for the last 03 (three) years;

(b) He/she does not regularly receive salary or remuneration of the Bank, other than the remuneration for members of the Board of Directors;

(c) His/her wife/husband, father/mother, child or brother/sister or wife/husband of such person is not a major shareholder of the Bank, manager or supervisor, or member of the Board of Supervisors of the Bank or of a subsidiary of the Bank;

(d) He/she does not represent the ownership of shares of the Bank; he/she does not directly or indirectly co-own with related persons 01% (one percent) or more of Charter Capital or voting share capital of the Bank;

(e) He/she is not a manager or member of the Board of Supervisors of the Bank at any time in the preceding 05 (five) years.

41.3 A member of the Board of Supervisors of the Bank must fully satisfy the following criteria and conditions:

(a) The criteria and conditions specified at Points (a) and (b), Clause 41.1 of this Article;

(b) Possessing a university or higher degree in finance, banking, economics, business administration, law, accounting or audit;

(c) Having at least 03 (three) years of experience in the field of finance, banking, accounting or audit;

(d) Not being a related person of a manager of the Bank;

(e) Residing in Vietnam during his/her term of office, for the head of the Board of Supervisors;

41.4 Chief Executive Officer must fully satisfy the following criteria and conditions:

(a) The criteria and conditions specified at Points (a) and (b), Clause 41.1 of this Article;

(b) Possessing a university or higher degree in finance, banking, economics, business administration, law, accounting or audit;

(c) Satisfying one of the following conditions:

(i) Having at least 05 (five) years of experience as an executive officer of a credit institution;

(ii) Having at least 05 (five) years of experience as Chief Executive Officer or Deputy Chief Executive Officer of an enterprise with the equity at least equal to the legal capital level for the corresponding type of credit institution and having at least 05 (five) years of experience in the field of finance, banking, accounting or audit;

(iii) Having at least 10 (ten) years of experience in the field of finance, banking, accounting or audit;

(d) Residing in Vietnam during his/her term of office.

41.5 Deputy Chief Executive Officer, Chief Accountant, Branch Director, Chief Executive Officer of subsidiaries, and equivalent positions must fully satisfy the following criteria and conditions:

(a) Not falling into the cases prohibited from holding the position specified in Clause 42.2 of this Charter; or not falling into the cases prohibited from holding the position specified in Clause 42.1 of this Charter for Deputy Chief Executive Officer;

(b) Satisfying one of the following conditions:

(i) Possessing a university or higher degree in finance, banking, economics, business administration, law, accounting or audit or another discipline in the professional field which they will take charge of;

(ii) Possessing a university or higher degree in another discipline and having at least 03 years of experience in the field of finance or banking or the professional field which they will take charge of;

(c) Residing in Vietnam during their term of office;

(d) The criteria and conditions specified by the accounting law, for the Chief Accountant;

(e) Observing current regulations of the relevant law.

Article 42. Cases prohibited from holding positions

42.1 The following persons shall not act as members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer, Deputy Chief Executive Officer and holders of equivalent titles specified in this Charter:

(a) The persons specified in Clause 42.2 of this Article;

(b) Persons prohibited from participating in the management and administration of enterprises and cooperatives in accordance with the law on cadres, civil servants and public employees and the law against corruption;

(c) Persons who have acted as owners of sole proprietorships, general partners of partnerships, Chief Executive Officer, members of the Board of Directors, members of the Members' Council, supervisors, or members of the Board of Supervisors of an enterprise; or members of the Board of Directors and Chief Executive Officer of a cooperative at the time such enterprise or cooperative is declared bankrupt, unless they are assigned, designated or appointed to participate in the management, administration and control of enterprises or cooperatives being credit institutions

declared bankrupt to meet the task requirements;

(d) Persons who have been suspended from the title of Chairman or another member of the Board of Directors; the Chairman or another member of the Members' Council; Head or another member of the Board of Supervisors; or Chief Executive Officer of a credit institution as specified in Article 49 of this Law or is determined by a competent agency to have committed violations, making that credit institution subject to license revocation;

(e) Related persons of members of the Board of Directors, Chief Executive Officer of such credit institution, except the cases specified in Clause 51.3 of this Charter;

(f) Persons responsible under inspection conclusion that leads to the Bank being subject to administrative penalties in monetary and banking activities with the highest fine level for violations of regulations on licenses, governance, administration, shares, stocks, capital contribution, share purchase, credit extension, purchase of corporate bonds, and prudential ratio in accordance with the law on handling of administrative violations in monetary and banking activities.

42.2 The following persons prohibited from being the Chief Accountant, Branch Director or Chief Executive Officer of subsidiaries of the Bank:

(a) Minors; persons with difficulties in cognition and behavior control; persons with restricted or lost civil act capacity;

(b) Persons who are examined for penal liability or serving imprisonment sentences; are serving administrative handling measures at compulsory drug rehabilitation facilities or compulsory education institutions; or are banned by the court from holding certain posts, practicing certain professions or performing certain jobs;

(c) Persons who have been convicted of serious crimes or higher;

(d) Persons who have been convicted of the crime of infringing upon ownership but have yet to have their criminal records expunged;

(e) Cadres, civil servants, public employees and division or higher-level managers in enterprises in which the State holds 50% (fifty percent) or more of Charter Capital, except for those who are assigned to act as representatives to manage capital

contributions of the State or of enterprises in which the State holds 50% (fifty percent) or more of Charter Capital at credit institutions, or who are assigned, designated or appointed to participate in the management, administration and control of credit institutions to meet the task requirements;

(f) Officers, non-commissioned officers, professional soldiers, and defense workers and employees in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers and workers in agencies and units of the People's Public Security forces of Vietnam, except for those assigned to act as representatives to manage capital contributions of the State or of enterprises in which the State holds 50% (fifty percent) or more of Charter Capital at credit institutions;

(g) Other cases as specified in this Charter.

42.3 Spouse, fathers/mothers, children and brothers/sisters of members of the Board of Directors or Chief Executive Officers of the Bank and spouse of these persons prohibited from working as Chief Accountants or persons in charge of finance of the Bank.

Article 43. Persons who may not concurrently hold different position

43.1 The Chairman of the Board of Directors of the Bank may not concurrently act as an executive officer or a member of the Board of Supervisors of the Bank and another credit institution or as a manager of another enterprise.

43.2 A member of the Board of Directors who is not an independent member of the Bank may not concurrently hold one of the following posts:

(a) An executive officer of the Bank, except for the cases in which he/she is Chief Executive Officer of the Bank;

(b) A manager or an executive officer of another credit institution, or a manager of another enterprise, except in cases where they are a manager or an executive officer of a subsidiary or the parent company of the Bank, or except for the case of implementation of an approved mandatory transfer plan;

(c) A supervisor or a member of the Board of Supervisors of another credit institution or another enterprise.

43.3 An independent member of the Board of Directors of the Bank may not concurrently hold

one of the following posts:

(a) An executive officer of the Bank;

(b) A manager or an executive officer of another credit institution, or a manager of more than 02 (two) other enterprises;

(c) A supervisor or a member of the Board of Supervisors of another credit institution or another enterprise.

43.4 A member of the Board of Supervisors of the Bank may not concurrently hold one of the following position, except cases in which he/she is a manager, an executive officer or an employee of the Bank that is the transferee under an approved mandatory transfer plan:

(a) A manager or an executive officer of the Bank or other credit institutions or another enterprise; or an employee of the Bank or a subsidiary of the Bank;

(b) An employee of an enterprise in which a member of the Bank's Board of Directors serves as a member of that enterprise's Board of Directors, an executive officer, or a major shareholder.

43.5 Chief Executive Officer, Deputy Chief Executive Officers and equivalent titles specified in this Charter may not concurrently act as managers, executive officers, supervisors and members of the Board of Supervisors of another credit institution or another enterprise, except for cases in which Deputy Chief Executive Officers and other equivalent titles specified in this Charter are managers and executive officers of subsidiaries of the Bank or of the parent company of the Bank.

Article 44. Provision and Disclosure of Information

44.1 Members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer, Deputy Chief Executive Officers and other equivalent titles specified in this Charter shall provide the Bank with the following information:

(a) Names and identification numbers of enterprises, addresses of head offices of enterprises and other economic organizations in which they or they and their related persons own capital contributions or shares equal to 05% (five percent) or more of the Charter Capital, including also capital contributions and shares authorized or entrusted to other organizations and individuals to hold;

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(b) Names and identification numbers of enterprises, addresses of head offices of enterprises and other economic organizations of which they and their related persons are members of the Board of Directors, members of the Board of Supervisors or Chief Executive Officer;

(c) Information about their related persons who are individuals, including: full names; personal identification numbers; citizenships, passport numbers, dates and places of passport issuance, for foreigners; and relationship with the information providers;

(d) Information about their related persons that are institutions, including: names, identification numbers and addresses of head offices of enterprises, serial numbers of enterprise registration certificates or equivalent legal documents; legal representatives and relationship with the information providers.

44.2 Shareholders that own 01% (one percent) or more of the Charter Capital of the Bank shall provide the Bank with the following information:

(a) Full names; personal identification numbers; citizenships, passport numbers, dates and places of passport issuance, for foreign shareholders; serial numbers of enterprise registration certificates or equivalent legal documents, for institutional shareholders; dates and places of issuance of such documents;

(b) Information about their related persons as specified at Points (c) and (d), Clause 44.1 of this Article;

(c) Number of their shares and their shareholding rates in the Bank;

(d) Number of shares and shareholding rates of their related persons in the Bank.

44.3 A subject specified in Clause 44.1 or 44.2 of this Article shall send to the Bank a document on initial provision of information and a document on change in such information within 07 (seven) working days from the date of information occurrence or change.

For the information specified at Points (c) and (d), Clause 44.2 of this Article, shareholders are only required to provide it to the Bank when there is a change in their shareholding rates or in their and their related persons' shareholding rates which is equal to 01% (one percent) or more of the Charter Capital of the Bank as compared to the preceding time of information provision.

44.4 The Bank shall post and maintain the information specified in Clauses 44.1 and 44.2 of this Article at Head Office and submit a written report to the State Bank within 07 (seven) working days after receiving the provided information. Annually, the Bank shall disclose the information specified at Points (a), (b) and (d), Clause 44.1 of this Article and Points (a), (c) and (d), Clause 44.2 of this Article to its General Meeting of Shareholders.

44.5. The Bank shall publicly disclose information about full names of individuals and names of institutional shareholders each owning 01% (one percent) or more of the Bank's Charter Capital and the information specified at Points (c) and (d), Clause 44.2 of this Article on the website within 07 (seven) working days after receiving the provided information.

44.6 Subjects required to provide and publicly disclose information shall ensure that the provided and publicly disclosed information is truthful, accurate, adequate and timely and take responsibility for such information provision and public disclosure.

Article 45. Rights and obligations of managers and executive officers of the Bank

45.1 To abide by law and this Charter, resolutions and decisions of General Meeting of Shareholders of the Bank.

45.2 To exercise their rights and perform their obligations honestly and prudently, in the best interests of the Bank and shareholders.

45.3 To refrain from using information, secrets and business opportunities of the Bank and abusing their positions and assets of the Bank for self-seeking purposes or in the interests of other organizations and individuals, thereby harming the interests of the Bank and shareholders.

45.4 To take responsibility for the observance of regulations on restrictions to ensure safety in banking activities of the Bank in accordance with Law on Credit Institutions.

45.5 To promptly, fully and accurately notify the Bank of their benefits in other institutions or their transactions with other organizations and individuals that are likely to cause conflicts of interests of the Bank, and to take part in such transactions only when so consented by the Board of Directors.

45.6 To refrain from creating conditions for themselves or their related persons specified in Point j, Clause 1.1 of this Charter to take loans or use other banking services of the Bank with

conditions more preferential and favorable than those under general regulations of the Bank.

45.7 To refrain from having their remunerations or salaries increased or requesting bonuses for them when the Bank suffer losses.

45.8 To fulfill, within the ambit of their rights and obligations, written requests of the State Bank with regard to contents falling within the State Bank's competence; to implement operational risk and safety recommendations or warnings, or warnings about risks that are likely to lead to violations of the monetary and banking regulations; and execute inspection conclusions, recommendations and decisions.

45.9 To ensure the Bank's records are archived in order to provide statistics serving the management, administration and control of all activities of the Bank and the State Bank's inspection, supervision and examination activities.

45.10 To be knowledgeable about risks in the operation of the Bank.

45.11 To exercise other rights and perform other obligations in accordance with law and this Charter.

Article 46. Liability for loss and compensation

46.1 Any member of the Board of Directors, member of the Board of Supervisors, Chief Executive Officer of the Bank who fails to fulfil his/her obligations honestly, carefully, diligently and professionally, thus breaching the law and causing damage to the Bank must be liable for his/her own breaches.

46.2 The Bank shall pay compensation to any person who has been, is or is likely to become a party involved in a claim, suit or legal proceedings which has been, is or is likely to be proceeded with, whether or not it is a civil or administrative case (excluding lawsuits conducted or initiated by the Bank within its authority), if such person has performed or is performing the obligations of the Bank in the capacity of a member of the Board of Directors, member of the Board of Supervisors, Chief Executive Officer and other manager of the Bank, an official, employee or authorized representative of the Bank (or its Subsidiary Company), and provided that such person has acted honestly, carefully and diligently in the interests of or not contrary to the best interests of the Bank, and on the basis of compliance with law and there is no evidence that such person has breached his/her obligations. A

member of the Board of Directors, member of the Board of Supervisors, Chief Executive Officer and any other managers of the Bank, an official, employee or an authorized representative of the Bank who performs the functions, obligations or obligations authorized by the Bank shall be entitled to compensation by the Bank if he/she becomes a party involved in a claim, suit or legal proceedings (excluding lawsuits initiated by the Bank) in the following cases:

(a) Having acted honestly, carefully and diligently in the interests of or not contrary to the interests of the Bank;

(b) Complying with law and there is no evidence that such person has breached his/her obligations.

46.3 Compensable expenses shall include all expenses incurred (including expenses for retaining a lawyer), expenses payable for judgment of the dispute settlement body, penalties, amounts payable and actually arising or which are deemed reasonable during the dispute settlement process within the limits permitted by Laws, provided that such person has acted honestly, carefully, diligently and professionally in the interests of or not contrary to the interests of the Bank, and on the basis of compliance with law with no evidence that such person has breached his/her obligations.

46.4 The Bank shall have the right to purchase insurance for the aforesaid persons in order to avoid payment of compensation.

Article 47. Cases of automatic disqualification

47.1 A member of the Board of Directors, a member of the Board of Supervisors or Chief Executive Officer of the Bank shall be automatically disqualified when:

(a) He/she falls into one of the cases in which he/she may not hold one of the positions specified in Article 42 of this Charter;

(b) He/she is the representative of the capital contribution of an organization that is a shareholder of the Bank when such organization ceases to exist;

(c) He/she is no longer the authorized representative of the capital contribution of an institutional shareholder;

(d) He/she is expelled from the territory of the Socialist Republic of Vietnam;

(e) The Bank has its license revoked;

(f) The contract for Chief Executive Officer has expired;

(g) He/she is dead.

47.2 The Board of Directors of the Bank shall submit a report enclosed with supporting documents regarding the persons who are automatically disqualified under Point (a), (b), (c), (d), (f) or (g), Clause 47.1 of this Article to the State Bank within 05 (five) working days after the date of automatic disqualification and take responsibility for the accuracy and truthfulness of such report; and carry out procedures for electing or appointing a replacement for the vacant position in accordance with law.

47.3 After his/her membership status is automatically disqualified, a member of the Board of Directors, a member of the Board of Supervisors or Chief Executive Officer of the Bank shall still be responsible for his/her decisions made during his/her term of office.

Article 48. Relief from duty or Removal of members of the Board of Directors, the Board of Supervisors and Chief Executive Officer

48.1 Except the cases of automatic disqualification specified in Article 47 of this Charter, the Chairman or a member of the Board of Directors; the Head or a member of the Board of Supervisors; or Chief Executive Officer of the Bank shall be relieved from duty or removed from office in one of the following cases:

(a) He/she shall be relieved from duty if he/she submits his/her resignation to the Board of Directors or Board of Supervisors of the Bank;

(b) He/she shall be removed from office if he/she has not joined activities of the Board of Directors or Board of Supervisors for 06 (six) consecutive months, except a force majeure event;

(c) He/she shall be removed from office if he/she no longer satisfies the criteria and conditions specified in Article 41 of this Charter;

(d) He/she shall be removed from office if he/she is an independent member of the Board of Directors and fails to satisfy the requirements specified in Clause 41.2 and Clause 43.3 of this Charter;

(e) Other cases of relief of duty and removal from office specified in this Charter.

48.2 If deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; or relieve from duty or remove members of the Board of Directors in the cases other than those specified in Clause 48.1 of this Charter.

48.3 After being relieved from duty or removed from office, the Chairman or a member of the Board of Directors; the Head or a member of the Board of Supervisors; or Chief Executive Officer of the Bank shall still be responsible for their decisions made during term of office.

48.4 Within 10 (ten) days after approving a decision on relief from duty or removal specified in Clause 48.1, the Board of Directors of the Bank shall submit a report enclosed with relevant documents to the State Bank.

Article 49. Termination or suspension of the exercise of rights and obligations of members of the Board of Directors, Board of Supervisors and Chief Executive Officer

49.1 The State Bank may terminate or suspend the exercise of the rights and obligations of the Chairman and members of the Board of Directors, the Head and members of the Board of Supervisors, and Chief Executive Officer of the Bank who violate Article 43 and Clause 45.8, of this Charter, or other relevant regulations while exercising their rights and obligations, or fail to meet the criteria and conditions specified in Article 41 of this Charter; and request competent authorities to relieve from duty or remove from office, or, when deemed necessary, elect, appoint, or designate replacements.

49.2 The Special Board of Supervisors may terminate or suspend the exercise of the rights and obligations of the Chairman and members of the Board of Directors, the Head and members of the Board of Supervisors, and Chief Executive Officer of the Bank placed under special control, when deemed necessary.

49.3 A person who is terminated or suspended from exercising his/her rights and obligations under Clause 49.1 or Clause 49.2 of this Article shall take part in addressing problems and handling violations related to his/her personal responsibilities when requested by the State Bank, Board of Directors or Board of Supervisors , or the Special Board of Supervisors of the Bank .

Article 50. Bases and methods for determining remuneration, salaries and bonuses for

Managers, executive officers and members of the Board of Supervisors

Bases and methods for determining remuneration, salaries and bonuses for Managers, executive officers and members of the Board of Supervisors comply with the provisions of this Charter, Bank's internal regulations and relevant laws.

CHAPTER 9. THE BOARD OF DIRECTORS

Article 51. Composition and term of the Board of Directors

51.1 The Board of Directors is a managerial body having the full authority to decide and exercise rights and obligations of the Bank on its behalf, except matters falling within the competence of the General Meeting of Shareholders.

51.2 The Board of Directors of must have at least 05 (five) members and no more than 11 (eleven) members. The number of members for each term of office shall be decided by the General Meeting of Shareholders. The Board of Directors must have at least 02 (two) independent members, and have two-thirds of its total members being independent members who are not executive officers of the Bank.

The term of office of the Board of Directors must not exceed 05 (five) years. The term of members of the Board of Directors shall be the same as of the Board of Directors. The term of added or replaced members of the Board of Directors shall be the remaining term of the Board of Directors. The outgoing Board of Directors shall continue to operate until the incoming Board of Directors takes over its work.

51.3 An individual and his/her related persons or representatives of capital contributions of an institutional shareholder and their related persons may participate in the Board of Directors, but the total number of such members shall not exceed 02 (two) members, unless they are representatives of the State's capital contributions or mandatory transferees.

51.4 In case the number of nominees/candidates to members of the Board of Directors is not sufficient as required, the Board of Directors may nominate more candidates or proceed with the nomination based on the mechanism stipulated by the Bank. The nomination mechanism or method of nomination by the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before nominations are conducted.

51.5 The appointment of members of the Board of Directors must be disclosed in accordance

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with the law on disclosure of information on securities market.

51.6 In case the number of members of the Board of Directors is smaller than the minimum number specified in Clause 51.2 of this Charter, the Bank must additionally elect members to ensure the required minimum number of members within 90 (ninety) days from the date of not having the required number of members.

51.7 A member of the Board of Directors shall cease to be a member of the Board of Directors in the case of being relieved from duty, removed from office or replaced by the General Meeting of Shareholders, except in the case of automatic disqualification specified in Article 47 of this Charter.

Article 52. Rights and Obligations of the Board of Directors

52.1 To submit to the General Meeting of Shareholders for decision and approval the matters falling within rights and obligations of the General Meeting of Shareholders prescribed in Clause 30.1 of this Charter.

52.2 To decide on the establishment of branches, representative offices and non-business units of the Bank.

52.3 To appoint, remove, dismiss, discipline, suspend and make decisions on the amount of salaries, bonuses and other benefits for the Chief Executive Officer, Deputy Chief Executive Officer, and other executives falling within competence of the Board of Directors pursuant to its internal rules.

52.4 To appoint representatives of the contributed capital (Authorized Representatives) of the Bank at other enterprises and credit institutions.

52.5 To adopt plans on contribution of capital to, sell or purchase of shares, capital share of the Bank from other enterprises or credit institutions where the value of the capital contributions or the expected purchasing price or the book value, in the case of selling shares and capital contributions, accounts for less than 20% (twenty percent) of the Bank's Charter Capital recorded in the latest audited financial statement.

52.6 To adopt decisions on investments, purchase or sale of fixed assets of the Bank of which the investment value, the expected purchasing price or the original cost, in the case of selling fixed assets, accounts for 05% (five percent) of the Bank's Charter Capital or more recorded

in the latest audited financial statement, except for investments, purchase and sale of fixed assets falling within rights and obligations of the General Meeting of Shareholders.

52.7 To decide on extension of credit pursuant to the Law on Credit Institutions, except other contracts and transactions falling within competence of the General Meeting of Shareholders.

52.8 To approve contracts and other transactions with their value accounting for 20% (twenty percent) or less of the Bank's Charter Capital recorded in the latest audited financial statement between the Bank and members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, major shareholders of the Bank or related persons of managers, members of the Board of Supervisors and major shareholders of the Bank; or subsidiaries and affiliated companies of the Bank.

52.9 To approve contracts and other transactions with the value accounting for 10% (ten percent) or more of the Bank's Charter Capital recorded in the latest audited financial statement.

52.10 To examine, supervise and direct the Chief Executive Officer in performing his/ her assigned obligations; to evaluate the work performance of the Chief Executive Officer on an annual basis.

52.11 To issue internal regulations on the organization, governance, operation of the Bank in accordance with the Law on Credit Institutions and other relevant laws, except for the matters falling within the competence of the General Meeting of Shareholders.

52.12 To decide on risk management policies and supervise the implementation of risk prevention measures of the Bank.

52.13 To review, approve annual reports.

52.14 To decide to offer new shares within the number of shares eligible for offering.

52.15 To decide on the price of shares and convertible bonds of the Bank.

52.16 To decide on the redemption of shares of the Bank under approved plans.

52.17 To recommend plans for distribution of profit and dividend rates to be paid; to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred during the business process.

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52.18 To prepare items and relevant data and submit them to the General Meeting of Shareholders for decision and approval, for matters on issues falling within the competence of the General Meeting of Shareholders, except for the issues falling within the functions and rights of the Board of Supervisors.

52.19 To approve programs, contents and materials for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions of shareholders in order to adopt resolutions or decisions.

52.20 To organize, examine and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors.

52.21 To promptly notify the State Bank of information adversely affecting the status of members of the Board of Directors, the Board of Supervisors, the Chief Executive Officer.

52.22 To approve the Bank's restructure plan associated with bad debt handling falling within competence of the Board of Directors according to the provisions of law or requests of competent authorities.

52.23 To exercise other rights and perform other obligations in accordance with Laws and this Charter.

Article 53. Chairman of the Board of Directors

53.1 The Board of Directors shall appoint Chairman of the Board of Directors.

53.2 Rights and obligations of the Chairman of the Board of Directors:

(a) To convene and chair the General Meeting of Shareholders;

(b) To prepare operational plans and programs of the Board of Directors;

(c) To prepare the agenda, contents and materials for the meetings of the Board of Directors or collect opinions of members of the Board of Directors, convene and chair such meetings;

(d) On behalf of the Board of Directors, to sign resolutions and decisions of the Board of Directors; documents falling within the Board of Directors' competence; organize and supervise the implementation of such decisions;

(e) To ensure that the Board of Directors shall submit annual financial statements,

business reports of the Bank, audit reports and examination reports of the Board of Directors to shareholders at the General Meeting of Shareholders;

(f) To ensure that all members of the Board of Directors shall receive adequate, objective, accurate and easily understandable information relating to the issues to be considered by the Board of Directors;

(g) To prepare work plans and assign obligations to members of the Board of Directors. Contents of obligations assigned to each member of the Board of Directors must be prepared in written form and signed by the Chairman of the Board of Directors;

(h) To supervise members of the Board of Directors in performing their assigned obligations and general rights and obligations;

(i) To supervise, or organize the supervision of the implementation of resolutions and decisions of the Board of Directors;

(j) To annually evaluate at least once a year the work performance of each member of the Board of Directors and report evaluation results to the General Meeting of Shareholders;

(k) To ensure that employees shall be entitled to report abnormal events regarding the Bank's operations, financial issues and other things, including breaches of the code of conduct of the Bank, to the Chairman or other independent members of the Board of Directors;

(l) To organize the adoption of decisions of the Board of Directors;

(m) To perform other rights and obligations in accordance with the law and this Charter.

53.3 The Chairman shall authorize in writing a member of the Board of Directors to exercise his/her rights and perform his/her obligations during the time when he/she is absent or unable to perform duties, and must inform other members of the Board of Directors and the Chief Executive Officer of the Bank of such authorization. In case the Chairman is absent without authorization or the Chairman is incapable of performing his obligations, the remaining members shall elect one of them to hold the position of Chairman under the majority rule until a new decision is issued by the Board of Directors.

Article 54. Rights and obligations of members of the Board of Directors

Members of the Board of Directors shall have the following rights and obligations:

54.1 To administer the Bank together with other members of the Board of Directors in accordance with this Charter and the law.

54.2 To exercise their rights and perform their obligations under internal regulations of the Board of Directors and as assigned by the Chairman of the Board of Directors in an honest and prudent manner, and in the best interests of the Bank and shareholders; to promote the independence of independent members of the Board of Directors in exercising their rights and performing their obligations; to take responsibility for exercising their rights and performing their obligations.

54.3 To examine audit reports and financial statements prepared by external auditors and give opinions on or request executives of the Bank, external auditors and internal auditors to explain matters related to these statements.

54.4 To elect, remove and dismiss the Chairman of the Board of Directors.

54.5 To propose the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors in accordance with this Charter and the law.

54.6 To propose the extraordinary General Meeting of Shareholders shall be convened in accordance with this Charter and the law.

54.7 To attend meetings of the Board of Directors, discuss and vote on issues falling within the rights and obligations of the Board of Directors pursuant to this Charter. To take responsibility before the Law, the General Meeting of Shareholders and the Board of Directors for their decisions. In case any issues subject to voting involves a conflict of interests with certain members of the Board of Directors, these members may not vote on such issues.

54.8 To refrain from authorizing others to attend meetings of the Board of Directors in order to decide on the issues stated in Clause 52.1, Clause 52.3, Clause 52.5, Clause 52.6, Clause 52.7, Clause 52.8, Clause 52.9, Clause 52.11, Clause 52.12, Clause 52.13, Clause 52.17 of this Charter.

54.9 To implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

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54.10 To explain the performance of assigned obligations before the General Meeting of Shareholders and the Board of Directors upon request.

54.11 To perform other rights and obligations prescribed by Laws and in this Charter.

Article 55. Remuneration and benefits of members of the Board of Directors

55.1 The Chairman and members of the Board of Directors shall not receive salaries but they are entitled to remuneration for their work. The Chairman and members of the Board of Directors shall receive remuneration and bonus based on the business efficiency and result of the Bank.

55.2 Members of the Board of Directors are entitled to remuneration for their works and bonuses. Remuneration shall be calculated based on the number of working days which are necessary to fulfill the duties of the members of the Board of Directors and daily of remuneration rate. The Board of Directors shall estimate the level of remuneration for each member on the unanimous rules. The total remuneration rate and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders in the annual meetings.

55.3 The total amount paid to each member of the Board of Directors, including remuneration, expenses, commission, the share purchase rights and other benefits from the Bank, Subsidiary Companies, Affiliated Companies of the Bank and other companies in which members of the Board of Directors is representatives of the contributed capital, must be recorded in details in annual reports of the Bank.

55.4 Any member of the Board of Directors who holds an executive position or who works in committees (including committees, sub-committees, councils, etc.) of the Board of Directors, or who performs other work which is, in the opinion of the Board, beyond the scope of the normal obligations of a member of the Board of Directors may be paid extra remuneration in the form of a lump sum payment each time, or salary, commission, profit percentage or other form as decided by the Board of Directors.

55.5 Members of the Board of Directors are entitled to reimbursement for all the cost of meals, accommodation, travel and other reasonable expenses disbursed by themselves in order to fulfill their obligations as members of the Board of Directors, including expenses arising out of attendance at meetings of the General Meeting of Shareholders, the Board of Directors, or at its committees of the Board of Directors.

55.6 Members of the Board of Directors may have liability insurance purchased by the Bank if this is approved by the General Meeting of Shareholders. This insurance does not cover liability of members of the Board of Directors relevant to violations against the law and the Bank's Charter.

Article 56. The meetings of the Board of Directors

56.1 In the event of the Board of Directors elect the Chairman, the first meeting of the term of the Board of Directors in order to elect the Chairman of the Board of Directors and to pass other resolutions within its authority must be conducted within a time-limit of seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who gains the highest number or the highest percentage of votes. In case more than one member gains the same highest number or the same highest percentage of votes, the members shall elect by a majority vote a person among them to convene the meeting of the Board of Directors.

56.2 The Board of Directors may hold regular or extraordinary meetings. The Board of Directors may meet at the Head Office of the Bank or elsewhere as decided by the Chairman of the Board of Directors. In case of the first meeting the term of the Board of Directors, it shall be decided by the member who convenes the meeting.

56.3 The Board of Directors shall have at least 01 (one) meeting per quarter and may have extraordinary meetings.

56.4 The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which shall not be delayed without a legitimate reason, where any of the following parties make a written request specifying the purposes, issues that need discussing and deciding by the Board of Directors:

(a) The meeting is requested by the Board of Supervisors or independent member of the Board of Directors;

(b) The meeting is requested by the Chief Executive Officer or at least 05 (five) management officers;

(c) The meeting is requested by at least 02 (two) members of the Board of Directors;

(d) Other cases as prescribed in this Charter and by the relevant law.

56.5 The Chairman of the Board of Directors or the convenor of the meeting of the Board of

Directors must send a notice of invitation at least 03 (three) working days prior to the scheduled date of meeting.

The notice of the meeting must provide sufficient information, including the time, location, agenda, and issues to be discussed and decided upon. The notice of invitation must be attached with documents to be used at the meeting and voting slips for members of the Board of Directors.

A notice of invitation may be sent by letter, telephone, post, fax, electronic means or by other methods, and itmust be ensured to reachthe contact address registered with the Bank of each member of the Board of Directors.

56.6 The Chairman of the Board of Directors or the convenor must send invitations and relevant materials to members of the Board of Supervisors and the Chief Executive Officer same as to members of the Board of Directors.

Members of the Board of Supervisors and the Chief Executive Officer, who are not members of the Board of Directors, have a right to participate in all meetings of the Board of Directors and have a right to discuss but not to vote.

56.7 The Chairman or any member of the Board of Directors who is authorized by the Chairman must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt one of the requests prescribed in this Charter. If the Chairman or the authorized person fails to do so, he/she must be responsible for losses incurred by the Bank, except in the case of force majeure; in this case, the person making the request has the right to convene a meeting of the Board of Directors in replacement for the Chairman of the Board of Directors, and members of the Board of Directors attending the meeting shall cast their votes to elect the Chair of the meeting.

56.8 The Bank shall stipulate in the internal provision of the Board of Directors on the cases of urgent meetings, period of notice and method of notice of invitation to the meeting of the Board of Directors in case of urgent meetings.

56.9 A meeting of the Board of Directors shall be conducted where there are at least 3/4 (three quarters) of the total members of the Board of Directors attending. If a meeting convened under this Clause fails to attract sufficient attendees as required, a second meeting shall be convened within 07 (seven) days from the intended date of the first meeting. In this

case, the meeting shall be conducted if it is attended by more than 1/2 (half) of the members of the Board of Directors.

56.10 Voting:

(a) Excepting for the regulation in Point b, Clause 56.10 of this Charter, each member of the Board of Directors or his/her authorized person being an individual who is attend on behalf of person at a meeting of the Board of Directors shall have 01 (one) voting slip;

(b) A member of the Board of Directors shall not be permitted to vote on contracts, transactions or proposals in which such member or his/her Related Person has an interest contrary to or possibly contrary to the interests of the Bank. A member of the Board of Directors shall not be included in the minimum number of attendees required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have a right to vote;

(c) When an issue arises at a meeting of the Board of Directors pursuant to Point b, Clause 56.10 of this Charter regarding the interest of a member of the Board of Directors or regarding the voting right of a member which is not resolved by such member voluntarily waiving his/her voting right, such issue shall be submitted to the Chair of the meeting for decision. The decision of the Chair in relation to such issue shall be final, except where the nature or scope of the interest of the relevant members of the Board of Directors has not been properly announced.

56.11 Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is intended to be signed with the Bank, and where such member is aware of his/her interest, shall be required to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. If a member of the Board of Directors is not aware of interest ofhimself/herself and his/her Related Person at the time of signing a contract or transaction with the Bank, such member must disclose the relevant interest at the first meeting of the Board of Directors held after such member becomes aware of that his/her interest in the relevant contract or transaction.

56.12 A member of the Board of Directors shall be considered attending and voting at a meeting

in the following cases:

(a) Attending and directly voting at the meeting;

(b) Authorizing another person to attend and vote at the meeting in accordance with this Charter.

(c) Attending and voting by online-conferencing, casting electronic ballots or in other electronic forms;

(d) Sending his/her vote to the meeting by letter, fax or email;

(e) If sent votes by letter to the meeting, the votes shall be stored in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 (one) hour prior to the opening of the meeting. Vote envelopes may only be opened in the presence of all the attendees.

56.13 Members must attend all meetings of the Board of Directors. A member may authorize another person to attend a meeting and vote if a majority of members of the Board of Directors so approved, except for the cases in which members of the Board of Directors refrained from authorizing others to attend meetings of the Board of Directors as stipulated in Clauses 54.8 of this Charter.

56.14 A decision of the Board of Directors shall be adopted if it is approved by a majority of votes, including votes in written form and votes by authorization; in case the consent and discent votes are equal, then the vote of the Chair shall be the deciding vote.

56.15 A meeting of the Board of Directors may be conducted by way of an agenda conference between members of the Board of Directors where all or a number of members are at different places, provided that each attending member is able to:

(a) Hear other members of the Board of Directors expressing their opinions in the meeting;

(b) Express his/her opinions at the same time as other attending members.

56.16 Members may communicate directly via the telephone or by other means of communication or by a combination of such means. Members of the Board of Directors who attend a meeting in this manner shall be deemed "presented" at such meeting. The location of the meeting to be held in accordance with this provision shall be the location where the largest number of

members of the Board of Directors gathers, or if there is no such group then the meeting shall be held at the location where the Chair of the meeting is present.

56.17 Resolutions which are adopted at a meeting duly held and conducted by telephone shall take effect immediately after the end of the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in minutes of such meeting.

56.18 A written resolution shall be adopted based on written opinions which is agreed by the majority number of members of the Board of Directors with the voting right. A resolution of this kind shall have the same effect and validity as a resolution adopted by members of the Board of Directors at a meeting which is convened and held in accordance with the normal procedure.

56.19 The Chairman of the Board of Directors shall be responsible to deliver minutes of a meeting of the Board to members, and such minutes shall be deemed to be proof that the work was actually carried out at such meeting unless an opinion against the content of the minutes provided within a time-limit of 10 (ten) days from the date of delivery of such minutes.

56.20 Actions taken to implement resolutions of the Board of Directors, of sub-committees under the Board of Directors in accordance with the applicable law, this Charter, and internal regulations of the Bank.

56.21 Minutes of meetings of the Board of Directors:

(a) All meetings of the Board of Directors shall be recorded in minutes and may be sound-recorded, recorded, or stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be in a foreign language and must be included the following principal contents:

(i) Name, head office address and enterprise identification number of the Bank;

(ii) Time and venue of the meeting;

(iii) Purposes, agenda and contents of the meeting;

(iv) Full name of each member attending the meeting or person authorized to attend the meeting and method of attending; full names of members not attending the meeting and reasons for not attending;

(v) Issues discussed and voted in the meeting;

(vi) Summary of opinions of each member attending the meeting during the process of the meeting;

(vii) Voting results indicating consent members, dissent members and abstaining from voting;

(viii) Approved issues with the corresponding ratio of approval votes;

(ix) Full names and signatures of the meeting chairperson and minutes taker, except the case specified in Point b of this Clause.

(b) In case Chair of the meeting and minutes taker refuse to sign the meeting minutes but such minutes shall be stilled valid if it shall be signed by all remaining members of the Board of Directors who attend the meeting and contains sufficient information as specified at Points (i), (ii), (iii), (iv), (v), (vi), (vii) and (viii), Point (a) of this Clause;

(c) The Chair of the meeting, minutes taker, and persons who signed the minutes shall be jointly liabled for the trustfulness and accuracy of the minutes of meetings of the Board of Directors;

(d) Minutes of meetings of the Board of Directors and documents used in the meetings shall be kept at the head office of the Bank;

(e) Minutes in Vietnamese and minutes in a foreign language shall have equal of validity. If there are any discrepancies between the Vietnamese and the foreign language versions, the Vietnamese version shall be prevailed.

Article 57. Procedures for collecting written opinions of the Board of Directors

57.1 Chairman of the Board of Directors shall decide on collecting the written opinions of members of the Board of Directors.

57.2 The Secretary to the Board of Directors shall prepare written opinion forms and necessary documents regarding the contents to be commented. The voting slips and attached documents must be sent via guaranteed method to the contact address of each member of the Board of Directors.

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57.3 A written opinion form must have the following main details:

(a) Name, address of the Head Office, number and date of issuance of the Establishment and Operation License, the Business Registration Certificate of the Bank;

(b) Purpose for collecting opinions;

(c) Full names and contact addresses of members of the Board of Directors;

(d) Issues to be commented;

(e) Voting options, including: "Yes", "No" and "Blank";

(f) The deadline to send the filled-in written opinion forms to the Bank;

(g) Full name and signature of the Chairman of the Board of Directors.

57.4 Written opinion forms must be signed by members of the Board of Directors and sent to the Bank under the Bank's regulations.

57.5 The Secretary to the Board of Directors shall count the votes and make a vote counting minutes under the supervision of at least one independent member of the Board of Directors. The vote counting minutes must contain the following main contents:

(a) Name, address of the Head Office, number and date of issuance of the Establishment and Operation License, the Business Registration Certificate of the Bank;

(b) Purposes and issues for collecting opinions;

(c) The total number of votes sent and collected, the number of valid and invalid votes, attached with a list of voting members of the Board of Directors;

(d) The total numbers of votes "Yes", "No" or "Blank" on each issue;

(e) Full names and signatures of the person in charge of vote counting and the supervisor.

57.6 The Secretary to the Board of Directors who has been involved in the collection of written opinions from members of the Board of Directors and the vote counting supervisor must be jointly liable for the truthfulness and accuracy of the vote counting minutes; for any damage caused by decisions which were adopted due to untruthful and inaccurate vote counting results.

57.7 The vote counting minutes, attached with the resolutions and decisions adopted by the Board of Directors, must be sent to members of the Board of Directors within 15 (fifteen) days upon completion of the vote counting.

57.8 Written opinion forms, the vote counting minutes, the full text of the adopted resolution and relevant documents attached therewith must be preserved at the Head Office of the Bank.

57.9 Decisions adopted by collecting written opinions from members of the Board of Directors shall be as valid as those adopted at the meeting of the Board of Directors.

Article 58. Committees and assisting sub-committees of the Board of Directors

58.1 The Board of Directors of the Bank must establish and maintain the following committees:

(a) Risk control committee; and

(b) Personnel committee.

The Board of Directors shall decide on specific rights and obligations, the number of and criteria for members of these committees in accordance with the law.

58.2 In addition to the assisting committees prescribed in Clause 58.1 of this Charter, the Board of Directors may establish other assisting committees (if necessary).

58.3 The Board of Directors shall establish sub-committees to assist activities of the Board of Directors from time to time, including the following sub-committees:

(a) Development policy sub-committee;

(b) Salary and bonus sub-committee; and

(c) Other special sub-committees as decided by the General Meeting of Shareholders.

The salary and bonus sub-committee must have at least 01 (one) independent member of the Board of Directors acting as the head.

Where the Bank does not establish sub-committees, the Board of Directors shall appoint its independent members to be in charge of each issue, such as salary and bonus.

Article 59. Office of the Board of Directors, Person in charge of the Bank's governance

59.1 The Board of Directors shall establish the Office of the Board of Directors of the Bank which works regularly at the Bank. The Board of Directors shall stipulate the roles and

responsibilities of the Office of the Board of Directors, select and remove officials working at the Office of the Board of Directors in accordance with the current laws. The number of personnel working at the Office of the Board of Directors, operating expenses, salaries and bonuses of personnel working at the Office of the Board of Directors shall be decided by the Board of Directors. These expenses are accounted into business expenses of the Bank.

59.2 The Board of Directors of the Bank shall elect at least 01 person in charge of Bank governance to support Bank governance. The person in charge of Bank governance can concurrently take over the position as the company secretary as specified in Clause 156.5, of the Law on Enterprises.

The persons in charge of Bank governance must not concurrently work for the approved audit firm that is performing audit of the Bank's financial statements.

59.3 The persons in charge of Bank governance have the following rights and obligations:

(a) Advising the Board of Directors on the organization of the meeting of General Meeting of Shareholders according to regulations and the related work between the Bank and shareholders;

(b) Preparing meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

(c) Advising on the procedures of meetings;

(d) Participating in meetings;

(e) Advising on procedures for preparation of resolutions of the Board of Directors in accordance with law;

(f) Providing financial information, meeting minutes of the Board of Directors and other information for members of the Board of Directors and members of the Board of Supervisors;

(g) Monitoring and reporting to the Board of Directors on information disclosure of the Bank;

(h) Being the focal point for contact with parties with relevant interests;

(i) Ensuring the security of information in accordance with law and this Charter;

(j) Other rights and obligations in accordance with law and this Charter.

Article 60. Using professional consulting services

The Board of Directors and its committees are entitled to hire external consultants and employees, external accountants, lawyers and other outside consultants to carry out the relevant tasks in accordance with the law and this Charter, if necessary, in order to exercise their rights and perform their obligations at the Bank's expense without any prior consultation with any manager of the Bank.

CHAPTER 10. BOARD OF SUPERVISORS

Article 61. Board of Supervisors

61.1 The Board of Supervisors shall supervise and evaluate the observance of law, the internal regulations, the Charter, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of the Bank.

61.2 The Board of Supervisors must have at least 05 (five) members.

61.3 The Board of Supervisors shall have an internal audit department and an assisting apparatus to perform its obligations.

61.4 The term of the Board of Supervisors shall be 05 (five) years at most. The office term of members of the Board of Supervisors follows the term of the Board of Supervisors. The office term of an added or replaced member of the Board of Supervisors is the remaining term of the Board of Supervisors. The Board of Supervisors of the previous term shall operate until the Board of Supervisors of the new term takes over its work.

61.5 In case the number of members of the Board of Supervisors is smaller than the minimum number of members specified in Clause 61.2, within 90 (ninety) days after the number of members becomes smaller than the required minimum number, the Bank shall additionally elect members to ensure the required minimum number of members.

Article 62. Rights and obligations of the Board of Supervisors

62.1 To supervise the management and administration of the Bank in the observance of the law,

the internal regulations, the Charter, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of the Bank; to be responsible before the General Meeting of Shareholders for the performance of its assigned rights and obligations in accordance with the Law on Credit Institutions and this Charter.

62.2 To issue its internal regulations; to annually review its internal regulations, the Bank's internal regulations regarding accounting and reporting.

62.3 To conduct internal audit; to access and fully, accurately and promptly receive information and documents related to the administration and management of the Bank, and have the right to use resources of the Bank to perform its assigned tasks and exercise its vested powers; to hire independent experts and consultants and outsiders to serve performance of its tasks while still being held responsible for performance of its tasks.

62.4 To supervise the financial status; to appraise half-year and annual financial statements of the Bank, including financial statements audited by an external audit agency; to report to the General Meeting of Shareholders on its appraisal of annual financial statements and its assessment of the reasonability, lawfulness, truthfulness and prudence in accounting, statistical work and financial reporting; to get consultancy from the Board of Directors before submitting its reports and recommendations to the General Meeting of Shareholders.

62.5 To supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of the Bank that fall within the competence of the General Meeting of Shareholders, Board of Directors; to annually make and send reports on supervision results to the General Meeting of Shareholders, the Board of Directors.

62.6 To supervise the observance of the provisions of Chapter VII of the Law on Credit Institutions regarding restrictions to ensure safety of operation of the Bank.

62.7 To examine accounting books, other documents and the governance and administration of the Bank's operations when necessary or in the following cases:

(a) It is so required under resolutions or decisions of the General Meeting of Shareholders;

(b) It is so requested by the State Bank or major shareholders or groups of major shareholders under this Charter in accordance with law. The examination shall be conducted within 07 (seven) working days after a request is received. Within 15

(fifteen) days upon completion of examination, the Board of Supervisors must report and explain the examined matters to the requesting organizations and individuals. Its examination shall not obstruct or hinder the governance and administration of the Bank's operations.

62.8 To promptly notify the General Meeting of Shareholders, the Board of Directors when detecting a manager or an executive officer of the Bank committing a violation of law, the Charter or internal regulations of the Bank, or a resolution or decision of the General Meeting of Shareholders, the Board of Directors; to request the violator to immediately terminate his/her violations and remedy consequences (if any).

62.9 To make a list of founding shareholders within 05 (five) years from the date they become founding shareholders, shareholders each holding 01% (one percent) or more of the Bank's Charter Capital, and Related Persons of members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer of the Bank, shareholders each holding 01% (one percent) or more of the Bank's Charter Capital; to keep and update changes in this list.

62.10 To request the Board of Directors to convene extraordinary meetings or request the Board of Directors to convene an extraordinary General Meeting of Shareholders under the law and this Charter.

62.11 To convene an extraordinary General Meeting of Shareholders when the Board of Directors makes a decision seriously violating this Charter or beyond its vested rights and in other cases as prescribed by Laws.

62.12 To appoint, relieve from duty, discipline, terminate the work of, and decide on salaries and other benefits for, title holders in the internal audit division.

62.13 To promptly report to the State Bank on acts violating the provisions of Clauses 62.6, 62.8 and 62.11 of this Article and acts violating this Law's provisions on shareholding rates, capital contributions and related persons under this Charter.

62.14 To perform other rights and obligations under the law and this Charter.

Article 63. Rights and obligations of the Chief Supervisor of the Board of Supervisors

The Chief Supervisor of the Board of Supervisors has the following rights and obligations:

63.1 To organize the performance of obligations and rights of the Board of Supervisors as prescribed in Clauses 62 of this Charter and take responsibility for the performance of his/her tasks and exercise of his/her powers.

63.2 To convene and preside at the Board of Supervisors meetings.

63.3 On behalf of the Board of Supervisors, to sign documents under the Board of Supervisors competence.

63.4 On behalf of the Board of Supervisors, to convene an extraordinary General Meeting of Shareholders or request the Board of Directors to convene extraordinary meetings as prescribed in this Charter.

63.5 To attend meetings of the Board of Directors, to give opinions in these meetings but to have no right to vote.

63.6 To request the inclusion of his/her opinions in minutes of meetings of the Board of Directors when these opinions differ from resolutions and decisions of the Board of Directors and report such before the General Meeting of Shareholders.

63.7 To prepare working plans for and assign obligations to the members of Board of Supervisors under the internal regulations of the Bank.

63.8 To ensure that the members of Board of Supervisors receive complete, objective and accurate information and have enough time to discuss matters to be considered by the Board of Supervisors.

63.9 To supervise and direct the members of Board of Supervisors in performing their tasks, rights and obligations.

63.10 To authorize another member of the Board of Supervisors to perform his/her rights and obligations only when he/she is absent or unable to perform his/her tasks.

63.11 To exercise other rights and fulfil other obligations in accordance with the law and this Charter.

Article 64. Rights and Obligations of the members of the Board of Supervisors

64.1 To observe legal regulations, this Charter and the Board of Supervisors internal regulations, and perform their tasks as assigned by the Chief Supervisor of the Board of Supervisors for

the implementation of tasks and exercise of powers of the Board of Supervisors in an honest and prudent manner for the interests of the Bank, shareholders; to take responsibility for the exercise of their rights and performance of their obligations.

64.2 To elect a member of the Board of Supervisors to be the Chief Supervisor of the Board of Supervisors.

64.3 To request the Chief Supervisor of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors.

64.4 To control business activities, accounting books, assets and financial statements and recommend remedies.

64.5 To request managers to report and explain the financial status and business results of subsidiaries; development investment plans, projects and programs, and other decisions in managing and directing the Bank.

64.6 To request managers, executive officers and employees of the Bank to provide statistics and explain business operations in order to perform assigned obligations.

64.7 To report abnormal financial activities to the Chief Supervisor and take responsibility for their own evaluation and conclusions.

64.8 To attend the Board of Supervisors meetings, to discuss and vote on matters within the scope of obligations and rights of the Board of Supervisors, except the matters leading to conflicts of their interests.

64.9 To exercise other rights and obligations under this Charter and in accordance with the law.

Article 65. Remuneration and other expenses of members of the Board of Supervisors

65.1 Members of the Board of Supervisors shall receive remuneration, bonuses based on the work, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and the annual operation budget for the Board of Supervisors based on the estimated number of working days, volume and nature of work and the average daily remuneration of members.

65.2 Members of the Board of Supervisors shall be paid for meals, accommodation, travel expenses and fees for hiring external consultancy services at a reasonable level. The total

remuneration and expenses shall not exceed the total annual budget for operations of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

65.3 Remuneration and operations expenses of the Board of Supervisors shall be accounted as business expenses of the Bank in accordance with the law on corporate income tax and other relevant law, and shall be presented in a separate section of the Bank's annual financial statement.

Article 66. Meetings of the Board of Supervisors

66.1 The Board of Supervisors must convene the meeting at least twice (02) a year, the number of members attending the meeting is at least two-thirds (2/3) of the members of the Board of Supervisors.

66.2 The Board of Supervisors has the right to request members of the Board of Directors, Chief Executive Officer and representatives of the approved audit firm to attend the meeting and answer issues that need to be clarified.

Article 67. Approval of decisions of the Board of Supervisors

67.1 Each member of the Board of Supervisors attending a meeting of the Board of Supervisors shall have one vote thereat. If a member of the Board of Supervisors is not able to attend the meeting, he/she may delegate his/her voting right in writing to another member of the Board of Supervisors (who is eligible to participate in voting) to effect the voting on his behalf.

67.2 Members of the Board of Supervisors who have interests related to the issues put up before the Board of Supervisors for decision shall not be permitted to participate in the voting on those issues, at the same time must not be authorized by other members of the Board of Supervisors to vote on those issues.

67.3 If there is any doubt arising at a meeting and related to the interests of members of the Board of Supervisors or to their voting right, and those doubts are not cleared by member of the Board of Supervisors in a voluntary manner with the acceptance to give up their voting right, those doubts shall be forwarded to the chairperson of the meeting. The chairperson's decision shall be final and conclusive except the case where the nature and extent of

interests of the concerned members of the Board of Supervisors are not clearly known.

67.4 The decision of the Board of Supervisors shall be adopted if it is approved by the majority of the attending members of the Board of Supervisors with the voting right. Where the votes are split equal, the decision made by the chairperson of the meeting shall be deemed final.

67.5 In case the Board of Supervisors collect written opinions to approve the decision on an issue, such decision is considered having the same value as a decision adopted by members of the Board of Supervisors at a meeting ordinarily convened and organized, if it is consented in writing by the majority of members of the Board of Supervisors eligible to participate in voting on an issue put up for comment.

Article 68. Meeting minutes of the Board of Supervisors

Minutes of these meetings must be detailed and clear. The minute taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.

Article 69. Right of the Board of Supervisors to receive information

69.1 Meeting invitations or opinion cards of members of the Board of Directors and other relevant materials enclosed thereto must be sent to members of the Board of Supervisors at the same time and in the same way as to members of the Board of Directors.

69.2 Reports made by the Chief Executive Officer and submitted to the Board of Directors and other relevant materials issued by the Bank shall be sent to members of the Board of Supervisors at the same time and in the same way as applied to members of the Board of Directors.

69.3 Members of the Board of Supervisors shall have the right to get access to all files and documents of the Bank which are kept at the Head Office, its branches and other locations; and have the right to come to all locations where managers and employees of the Bank work.

69.4 The Board of Directors, members of the Board of Directors, the Chief Executive Officer and other managers shall fully, accurately and promptly provide information and documents relating to the management, administration and business operations of the Bank at the

request of the Board of Supervisors.

CHAPTER 11. THE CHIEF EXECUTIVE OFFICER

Article 70. The Chief Executive Officer

70.1 The Board of Directors shall appoint the Chief Executive Officer with a term of office not exceeding 05 (five) years.

70.2 The Chief Executive Officer is the highest-ranking executive officer of the Bank, and shall take responsibility before the Board of Directors for his/her performance of rights and obligations.

70.3 In case the post of Chief Executive Officer is vacant, the Board of Directors of the Bank shall appoint the Chief Executive Officer within 90 (ninety) days after such post is vacant.

70.4 Rights and obligations of the Chief Executive Officer:

(a) To direct the implementation of decisions and resolutions adopted by the General Meeting of Shareholders and the Board of Directors;

(b) To decide on matters related to day-to-day business operations of the Bank;

(c) To establish the internal control system and maintain its effective operation;

(d) To make and submit financial statements to the Board of Directors for approval or to report to competent authorities for approval; to take responsibility for the accuracy and truthfulness of financial statements, statistical reports, settlement statistics and other financial information;

(e) To issue under authority the policies, internal regulations; professional processes and procedures to operate the business administration system and management information system;

(f) To report the Bank's business activities and results to the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders and competent state agencies;

(g) To decide on the application of measures beyond his/her competence in cases of natural disasters, enemy sabotage, fires and incidents; to take responsibility for these decisions and promptly report them to the Board of Directors;

(h) To recommend and propose the organizational and managerial structure of the Bank to the Board of Directors or the General Meeting of Shareholders for decision according to its competence;

(i) To request the Board of Directors to convene extraordinary meetings;

(j) To appoint, dismiss or remove managerial and executive officers of the Bank, except those decided by the Board of Directors or the General Meeting of Shareholders;

(k) To sign, on behalf of the Bank, contracts or other transactions under this Charter and the internal regulations of the Bank.

(l) To propose plans to use profits and to handle losses in business activities of the Bank;

(m) To recruit employees; to decide on salaries and bonuses of employees according to his/her competence;

(n) To perform other rights and obligations under this Charter and in accordance with law.

Article 71. Assistants to the Chief Executive Officer

71.1 Assistants to the Chief Executive Officer are Deputy Chief Executive Officers, Chief Accountant, Directors of the functional departments and other titles as prescribed by the Bank.

71.2 Deputy Chief Executive Officers shall assist the Chief Executive Officer in managing and operating one or a number of operating areas of the Bank assigned by the Chief Executive Officer; to report and be responsible to the Chief Executive Officer and before the law for the obligations assigned by the Chief Executive Officer.

71.3 The number of Deputy Chief Executive Officers shall be decided by the Board of Directors based on the Chief Executive Officer's proposal.

CHAPTER 12. BOOKS AND RECORDS OF THE BANK

Article 72. The right to get access to and to examine the books and records of the Bank

72.1 The Bank's shareholders shall have the right to review, search for and extract information from the list of shareholders; review, search for and extract or copy this Charter, minute books of the General Meetings of Shareholders and resolutions of the General Meetings of Shareholders.

72.2 Members of the Board of Directors, members of the Board of Supervisors shall have the right to examine the Register of Shareholders of the Bank, the list of shareholders and the books, records and other documents of the Bank for the performance of their obligations at the Bank and must keep such information and documents in strict confidence.

Article 73. Regime of preservation of documents of the Bank

73.1 The Bank must preserve the following documents at the Head Office of the Bank:

(a) The Bank's Charter and its amendments or additions; internal management rules of the Bank; the Register of Shareholders;

(b) Enterprise registration certificate; licenses and other certificates;

(c) Documents and papers certifying ownership of the Bank's assets;

(d) Minutes of meetings of the General Meetings of Shareholders, the Board of Directors; decisions of the Bank;

(e) Prospectus for issuance of securities;

(f) Reports of the Board of Supervisors, conclusions of inspection bodies and external audit organizations;

(g) Accounting books and documents and annual financial statements; and

(h) Other documents as prescribed by law.

73.2 The duration for preserving the documents stated in Clause 73.1 herein shall comply with the provisions of law.

73.3 The Chief Executive Officer of the Bank shall be responsible for arranging the preservation and confidentiality of the documents and records of the Bank in accordance with the law and this Charter.

73.4 The Charter of the Bank must be published on its website.

CHAPTER 13. RELATIONSHIP BETWEEN THE BANK AND ITS MEMBER UNITS

Article 74. Dependent Units, Subsidiary Companies, Affiliated Companies of the Bank

74.1 The Bank has Dependent Units, Subsidiary Companies, and Affiliated Companies.

74.2 The Bank may establish Dependent Units inshore and offshore in accordance with the law.

Article 75. Relationship between the Bank and Dependent Units

Dependent Units shall conduct cost accounting dependent to the Bank, carry out the business, cost accounting, administration, personnel activities and other activities as classified and authorized by the Bank, and specified in the regulations on organization and operation of such Dependent Units. The regulation on operation of Dependent Units shall be established and submitted by the Chief Executive Officer to the Board of Directors for the latter's approval. The Bank shall be liable to the financial obligations with respect to the legal commitments of Dependent Units.

Article 76. Management of the Bank capital contribution in the Related Company

76.1 The Bank shall delegate the Authorized Representative of the Bank to directly manage the investments of the Bank on behalf of itself in the Related Companies (Subsidiary Companies, Affiliated Companies) to the extent permitted by the charters of such Related Companies.

76.2 The Bank shall determine the amounts invested in newly established Related Companies, adjust the amounts invested in the Related Companies which are operating in conformity with the business plan and strategy of the Bank.

76.3 Rights and obligations of the Authorized Representative of the Bank in the Related Companies shall be determined in accordance with the regulations issued by the Board of Directors and in each specific letter of authorization.

Article 77. Governing, associating with and supporting Related Companies

77.1 When the Bank is entitled to control over a Related Company, the right of control and support of the Bank shall be stipulated in the Charter and financial regulations of the Related Company, which may include:

(a) Voting on the approval of charter;

(b) Voting on the approval of business plan and strategy;

(c) Voting on the approval of annual operation plan;

(d) Voting on the approval of business plan of the Related Company in respect of the investments outside of the Related Company;

(e) Receiving and approving the managerial reports and annually audited financial statements of the Related Company;

(f) Participating in all activities of the Bank, co-ordination with other Related Companies or with the Bank itself for major projects which require the co-ordination of many enterprises;

(g) Collecting of profits and repayment costs, taking responsibility for the risk of the capital invested by the Bank into the Related Companies;

(h) Other activities as stipulated in the charters of the Related Companies and by the law.

77.2 The Bank shall support the Member Units by determining and establishing a development strategy generally applicable to the whole Group on the basis of taking advantage of the strength of the Member Units and preventing unfair internal competition and disintegrated resources among the Member Units. The co-operation, support in terms of commerce and investment among the members of the Groups are determined by the commercial conditions for the best interest of the whole Group and in accordance with the provisions of the law.

77.3 The Bank shall not directly make decision on or directly participate in the management of the Related Companies. This provision shall not exclude the right of the authorized representative of the Bank to perform his/her capacity to manage and administer the Related Companies.

Article 78. Rights and obligations of the Bank to its Subsidiary as a Single-member Limited Liability Company

78.1. The Bank shall determine the organizational structure of the Single-member Limited Liability Company in accordance with the provisions of the Law on Enterprises and other relevant legal regulations.

78.2. The Bank shall make decision on the appointment, relief of duty, removal, reward, and discipline any members of the Members' Council in cases the Single-member Limited Liability Company is organized as Members' Council model, or the Chairperson in case the company is organised as Chairperson model.

78.3. The Bank shall allocate to the Members' Council of the Single-member Limited Liability Company (in case the company is organized as Members' Council model) or the Chairperson of the Single-member Limited Liability Company (in case the company is organized as Chairperson model) the rights to make decisions on the appointment, relief of duty, removal, reward, and discipline in respect of:

(a) Director or Chief Executive Officer upon consent in writing of the Board of Directors of the Bank;

(b) Deputy Director or Deputy Chief Executive Officer, Chief Accountant according to the request of Director or Chief Executive Officer.

78.4. The Bank shall exercise other rights and obligations of the owner as stipulated in this Charter, the Charter of the Single-member Limited Liability Company, and the provisions of the law.

Article 79. Rights and obligations of the Bank to its Subsidiary as the limited liability companies with two or more members, joint-stock companies

79.1. The Bank exercises the controlling rights of the shareholder or controlling investor through its representative, who is a member of the Board of Directors, Members' Council, or General Meeting of Shareholders.

79.2. The Bank shall be entitled to enjoy other rights and obligations as stipulated in this Charter, the charters of the respective subsidiaries, and the provisions of the law.

Article 80. Relationship between the Bank and Affiliated Companies

80.1. The Bank shall have the rights and obligations as the shareholder towards Affiliated Companies in accordance with Charters of such Affiliated Companies and/or capital contribution contract and the provisions of the law.

80.2. Within 90 (ninety) days from the end of the fiscal year, the Bank must prepare and submit a consolidated report to The State Bank of Vietnam regarding transactions of purchase, sale,

and other dealings between the Bank and its Subsidiaries as well as Affiliated Companies.

CHAPTER 14. EMPLOYEES AND TRADE UNION

Article 81. Employees and Trade Union

81.1. The Chief Executive Officer shall propose a plan for the Board of Directors to approve issues related to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives of the Bank.

81.2. The Chief Executive Officer shall propose a plan for the Board of Directors to approve issues related to the Bank's relationships with Trade Unions according to best standards, practice and management policies, the practice and policies specified in this Charter, the Bank's regulations and the provisions of the law.

CHAPTER 15. PRINCIPLE OF FINANCE, ACCOUNTING SYSTEM, INTERNAL AUDIT, AND INTERNAL CONTROL

Article 82. Capital and Use of Capital of the Bank

82.1. The capital of the Bank includes equity capital, mobilized capital, and other capital as stipulated by law.

82.2. The Bank may use the capital for business activities in accordance with Law on Credit Institutions and other relevant legal regulations.

82.3. The Bank may purchase and invest in fixed assets that directly serve its operations, ensuring that the residual value of the fixed assets does not exceed 50% (fifty percent) of the charter capital and the reserve fund for charter capital recorded in the accounting books.

Article 83. Revenue and Principles of Revenue Recognition

83.1. Revenue from business activities of the Bank includes:

(a) Interest income and similar income;

(b) Income from service activities;

(c) Revenue from foreign exchange and gold trading activities;

(d) Revenue from securities trading activities, excluding stocks;

(e) Revenue from capital contribution activities, transfer of capital contributions and shares;

(f) Revenue from other activities;

(g) Other income as stipulated by the law.

83.2. Revenues of the Bank must be determined in accordance with Vietnamese accounting standards and other relevant legal regulations, with sufficient valid invoices and documents. and must be fully accounted in revenue.

83.3. For receivables that have been accounted for as revenue but later assessed as uncollectible or uncollectible when due, the Bank must account for a decrease in revenue if it occurs in the same accounting period or accounted for expenses if in the different accounting period. Additionally, the Bank must monitor off-balance sheet to encourage recovery and handle it according to the provisions of the law. When recovered, these amounts should be recorded as revenue.

83.4. For revenue from credit granting activities, the Bank is responsible for assessing the ability to collect debt and classifying debt according to the provisions of the law to serve as the basis for accounting for interest receivable. The Bank must account for interest receivable from credit granting activities into revenue as stipulated by the Government.

Article 84. Expenses and Principles of Expense Recognition

84.1. The Bank's expenses include:

(a) Interests and similar expenses;

(b) Fee and commission expenses;

(c) Expenses for dealing in foreign exchange and gold;

(d) Expenses for dealing in securities permitted for trading in accordance with the Law on Credit Institutions;

(e) Expenses for capital contributions, transfer of capital contributions and shares;

(f) Expenses for other business activities;

(g) Taxes, fees and charges;

(h) Expenses for managers, executives, and employees;

(i) Expenses for administrative activities;

(j) Expenses on assets;

(k) Expenses for provisions;

(l) Expanses for insurance for customer deposits;

(m) Other expenses.

84.2. Expenses of the Bank are actual expenses incurred in relation to the Bank's business activities; comply with the principle of balance between revenues and expenses; have sufficient valid invoices and documents in accordance with the provisions of the law. The Bank is not allowed to account for expenses covered by other funding sources. The determination and accounting of expenses shall be carried out in accordance with Vietnamese accounting standards and other relevant laws.

84.3. The determination of expenses when calculating corporate income tax shall be carried out in accordance with the law provisions on corporate income tax.

Article 85. Distribution of profits

The remaining profit of the Bank, after covering the previous year's losses in accordance with the provisions of the Law on Enterprise Tax and paying the enterprise income tax, shall be distributed in accordance with regulations of the Government.

Article 86. Payment of dividends

86.1. Dividends shall be paid by the decision of the General Meeting of Shareholders based on the proposal of the Board of Directors. The Bank shall pay dividends to the shareholders after fulfilling tax obligations and other financial obligations according to the provisions of the law, establishing the Bank's reserves, and covering any previous losses in accordance with the provisions of this Charter and applicable laws. After paying the declared dividends, the Bank shall ensure the full payment of all due debts and other liabilities (if any).

86.2. Dividends for preferred shares shall be paid according to the specific conditions applicable to each type of preferred share.

86.3. Dividends for common shares shall be determined based on the retained earnings of the

Bank as decided by the General Meeting of Shareholders.

86.4. Dividends shall be paid in cash, in the form of shares of the Bank, or in other assets as proposed by the Board of Directors and decided by the General Meeting of Shareholders. Such payment if being made in cash shall be made in Vietnamese Dong and may be paid by bank transfer upon request of the shareholders.

Dividends may be paid by bank transfer when the Bank has sufficient details about the shareholder's bank account to enable direct transfer to the shareholder's account. The Bank shall not be responsible for any losses arising from the transfer if the transfer is made based on the bank details provided by the shareholder. In the case where the shares are listed on the Stock exchange, dividend payments for such shares may be carried out through a securities company or the Securities Depository Center.

86.5. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount for each type of share, the payment date, and the method of payment, at least 30 (thirty) days prior to the payment date. The notice on payment of dividends shall be sent by guaranteed delivery method to the registered address of all the shareholders no later than 15 (fifteen) days prior to the payment date.

The notice must specify the name of the Bank; full name, permanent address, nationality, identification card number, passport number, or other valid personal identification of individual shareholders; full name, registered address, nationality, and business registration number of entities shareholders; the number of shares of each type; the dividend rate for each share, and the total dividend to be received by each shareholder, along with the time and method of payment; and the full name and signature of the Chairman of the Board of Directors and the CEO of the Bank.

86.6. Where a shareholder transfers his/her shares at a time between the completion of the shareholder list and the dividend payment, the transferor shall receive the dividends paid by the Bank.

86.7. The Board of Directors may decide to pay an interim dividend if it considers that such payment is appropriate based on the Bank's profitability and in compliance with legal regulations.

86.8. Except for the case that there are rights attached to the shares, or the terms of issuance of the

shares otherwise requirements, the dividend on shares that have not been fully paid shall be paid in proportion to the amounts already paid for those shares up to the dividend payment date. The Bank shall not pay additional dividends on shares that have not been fully paid.

86.9. The Bank shall not pay interests to any dividend or any other amount which has not been received by the shareholder on the due date of payment.

Article 87. Financial year

A financial year of the Bank shall begin on the 1st day of January and end on the 31st day of December of the same calendar year.

Article 88. Accounting system

88.1. The Bank uses the Accounting System in accordance with the regulations of the Ministry of Finance, the State Bank of Vietnam, and other relevant laws.

88.2. The Bank uses Vietnamese Dong as the principal monetary unit in its accounting.

88.3. The Bank shall prepare accounting books in Vietnamese according to the provisions of the law. The Bank shall maintain accounting records according to the nature of the business activities it engages in. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Bank's transactions.

Article 89. Internal Audit

89.1. The Bank must set up a specialized internal audit system under the Board of Supervisors for conducting internal audit of the Bank.

89.2. The internal audit unit shall objectively and independently review and assess the appropriateness and compliance of the Bank's internal mechanisms, policies, procedures, and regulations; provide recommendations in order to enhance the effectiveness of systems, processes, and regulations that ensure the Bank operates safely, efficiently, and in compliance with the law.

89.3. Internal audit findings shall be promptly reported to the Board of Supervisors, and sent to both the Board of Directors and the CEO of the Bank.

Article 90. Internal Control system

90.1. The internal control system is a set of mechanisms, policies, procedures, internal regulations, and the organizational structure of the Bank, which are implemented to ensure the prevention, detection, and timely management of risks.

90.2. The Bank shall develop an internal control system to meet the following requirements:

(a) Effectiveness and safety in operations; protecting, managing, and using assets and resources safely and efficiently;

(b) A truthful, reasonable, complete, and timely Financial information system;

(c) Compliance with the law and internal mechanisms, policies, procedures, and regulations.

90.3. The Bank shall develop an internal control system and implements the use of technology in internal control activities in accordance with the regulations of the Governor of the State Bank of Vietnam.

Article 91. Establish funds

91.1. Annually , the Bank shall deduct from after-tax profits to establish and maintain the following funds:

(a) The reserve fund for supplementation of Charter Capital or the reserve fund for supplementation of allocated capital that must be allocated annually at the ratio of 10% of after-tax profits. The maximum level of this fund must not exceed Charter Capital or allocated capital of the Bank;

(b) The financial reserve fund;

(c) Other reserve funds as specified by the law provisions.

91.2. The Bank shall manage and use these funds in accordance with legal regulations.

Article 92. Asset loss handling

In the event of asset loss, the Bank must determine the cause, responsibility, and handle the situation as follows:

92.1 In case of subjective cause , the person responsible for the loss must compensate. The authority to decide the compensation amount shall be based on regulations issued by the

Board of Directors for each period;

92.2. The handling of responsibility of the person causing the loss shall be carried out in accordance with the law;

92.3. If the asset is insured, the settlement shall be made in accordance with the insurance contract;

92.4. Use of the reserve allocated in expenses to cover the loss, in accordance with legal regulations;

92.5. The value of the loss, after being compensated by the indemnity from individuals, groups, or insurance organizations and by using the reserve set aside in expenses, shall be covered by the Bank's financial reserve fund in case of a shortfall. If the financial reserve fund is insufficient, the remaining shortfall shall be recorded as other expense in the period.

CHAPTER 16. REPORT AND DISCLOSURE OF INFORMATION

Article 93. Annual, half-year and quarterly financial statements

93.1. The annual financial statements of the Bank shall include: the balance sheet, cash flow statement, income statement, explanatory notes to the financial statements, tax report, and the fulfilment obligations to the State.

In addition to the above reports, the Bank shall prepare the following annual reports: consolidated financial statements; general report on the annual business results, general report on business management and administration activities.

93.2. The annual financial statements of the Bank must be prepared truthfully and objectively, audited before being submitted to the General Meeting of Shareholders for consideration and approval. The CEO of the Bank shall organize the preparation of the reports mentioned in Clause 93.1 of this Article.

93.3. The Bank shall prepare half-year and quarterly statements and submit them to the Competent authorities or organizations in accordance with the provisions of the laws.

93.4. The Board of Directors shall monitor and supervise the preparation of the reports mentioned in Clause 93.1 of this Article; prepare reports on the Bank's business performance, financial status, and submit them to the Board of Supervisors for validation no later than 30 (thirty) days before the commencement of the annual General Meeting of Shareholders.

93.5. The reports and documents shall be prepared by the Board of Directors; the validation reports from the Board of Supervisors, and the audit reports must be available at the Bank's headquarters no later than 10 (ten) working days before the commencement of the annual General Meeting of Shareholders.

Within 120 (one hundred and twenty) days from the end of the financial year, the Bank must publicly disclose the financial statements in accordance with prevailing regulations of the laws.

93.6. The annual financial statements approved by the General Meeting of Shareholders shall be submitted to the Competent authorities in accordance with legal requirements.

Article 94. Disclosure of information and public announcement

The Bank must disclose to the public the annual financial statements and other supporting documents in accordance with regulations of the Competent authorities and submit the same to the relevant taxation authority and the business registration body in accordance with the laws.

CHAPTER 17. EXTERNAL AUDIT

Article 95. External audit

95.1. Prior to the end of a financial year, the Bank must appoint an audit firm that is legally licensed to operate in Vietnam and satisfactory to the conditions prescribed by the Governor of the State Bank in order to audit financial statements of the Bank and provide assurance services for the internal control system's activities in the preparation and presentation of financial statements for the next financial year.

95.2. Within 30 (thirty) days after an external audit firm is appointed, the Bank must notify the State Bank of Vietnam of such appointment.

95.3. The audit report must be enclosed with each annual financial statements of the Bank.

95.4. The independent auditor conducting the audit of the Bank's financial statements shall be permitted to attend all meetings of the General Meeting of Shareholders, to receive other notices and information relating to the General Meeting of Shareholders that the shareholders are entitled to receive and, to express his/her opinions at the relevant General Meeting of Shareholders about the issues relating to auditing.

CHAPTER 18. DISSOLUTION, EXTENSION OPERATIONAL DURATION OF THE BANK

Article 96. Circumstances for the dissolution of the Bank

96.1. The extension of the Operation License is not applied by the Bank or it is applied but not approved in writing by the State Bank of Vietnam when the operational duration of the Bank expires;

96.2. The Operation License of the Bank is revoked;

96.3. The Bank voluntarily dissolves if it is able to settle all debts and is approved in writing by the State Bank of Vietnam;

96.4. The Bank is subject to early intervention or special control, with a credit institution taking over all of its debt obligations.

Article 97. Liquidation of the Bank's assets in the circumstance of dissolution

97.1. When dissolving according to the provisions of Article 96 of this Charter, the Bank must liquidate its assets under the supervision of the State Bank of Vietnam and follow the order and procedures for asset liquidation specified by the Governor of the State Bank.

97.2. In the process of supervising the liquidation of the Bank's assets, if it is discovered that the Bank is unable to fully settle debts, the State Bank shall issue a decision to terminate the liquidation of assets and implement the bankruptcy plan for the Bank in accordance with the provisions of the Law on Credit Institutions and this Charter.

97.3. The Bank shall be responsible for paying all costs related to the liquidation process of the Bank.

Article 98. Extension of operational duration

98.1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 (seven) months before the expiration of the operational duration, so that shareholders may vote on the extension of the Bank's operational duration as proposed by the Board of Directors.

98.2. The operational duration shall be extended if at least 65% (sixty-five percent) of the total votes cast by all shareholders attending the General Meeting of Shareholders are in favor.

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CHAPTER 19. THE BANK STAMP

Article 99. The Bank Stamp

99.1. A stamp shall be a stamp made at a stamp engraving facility or a stamp in the form of electronic signatures, in accordance with the law on electronic transactions.

99.2. The Board of Directors and the CEO shall use and manage the stamp in accordance with current legal regulations.

99.3. The Board of Directors shall determine the type, quantity, form, and content of the stamp for the Bank, its branches, transaction offices, and representative offices.

CHAPTER 20. SETTLEMENT OF INTERNAL DISPUTE

Article 100. Settlement of internal disputes

100.1. In the event of any dispute or complaint related to the Bank's operations or the rights of shareholders arising from this Charter or any rights or obligations specified by law, between:

(a) A shareholder or shareholders and the Bank;

(b) A shareholder or shareholders and the Board of Directors, the Board of Supervisors , the CEO, or the Senior Managers of the Bank.

100.2. The relevant parties shall endeavor to resolve disputes by amicable negotiation and mediation. Unless disputes are related to the Board of Directors or Chairman of the Board of Directors, Chairman of the Board of Directors shall preside over the dispute resolution meetings and request each party to present practical statements related therewith within 10 (ten) working days from the date when the respective dispute arises. If disputes are related to the Board of Directors or Chairman of the Board Directors, either party shall be entitled to appoint an independent expert acting as the arbitrator during the dispute resolution process.

If a decision on reconciliation is not made within six (6) weeks from the beginning of the reconciliation process or if the decision of the reconciliation is not accepted by the parties, then any party may take such dispute to the competent Arbitration or Court.

100.3. Court fees or arbitrator's fees shall be borne by either party as determined by the court or arbitrator respectively.

CHAPTER 21. IMPLEMENTATION PROVISIONS

Article 101. Amendments and Supplements to the Charter

101.1. Any amendments or supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

101.2. In the event that there are legal provisions related to the Bank's operations that are not addressed in this Charter, or if new legal provisions differ from the terms of this Charter, such legal provisions shall automatically be applied and govern the Bank's operations.

101.3. The Charter, along with any amendments or supplements, must be submitted to the State Bank of Vietnam within 15 (fifteen) days from the date of approval.

Article 102. Effective Date

This Charter consists of 21 (twenty-one) Chapters, 102 (one hundred and two) Articles, effective from 16th April 2026, and replaces the Charter approved by the General Meeting of Shareholders on 26th December 2025.

THE LEGAL REPRESENTATIVE
CHIEF EXECUTIVE OFFICER

LY HOAI VAN

FOR AND ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTOR

NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN BẢN VIỆT

LE ANH TAI