



**GENERAL MEETING OF SHAREHOLDERS
EVNFINANCE JOINT STOCK COMPANY**




EVNFINANCE

DRAFT

**REGULATION
ON ORGANIZATION AND ACTIVITIES
OF THE BOARD OF DIRECTORS**

Hanoi, March 2024


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EVNFinance Joint Stock Company (which can be referred to as EVN Finance or EVNFinance Finance Company) is a joint stock company established in compliance with the provisions of the Law on Enterprises and the Law on Credit Institutions. EVN Finance may conduct banking activities and other related business activities in compliance with the provisions of law for the purpose of profit, contributing to the realization of the State's economic objectives. The organization and operation of EVN Finance shall comply with the provisions of the Company's Charter, current regulations of the State Bank of Vietnam and other relevant applicable laws.

The regulation on organization and activities of Board of Directors of EVN Finance Company was approved by the General Meeting of Shareholders of EVN Finance at the meeting on ... month ... year....

REVISION SUMMARY

REVISION	DATE OF ISSUANCE	SUMMARY OF CHANGES
1	16/11/2016	<p>The 1st amendment replaces the Regulation on organization and operation of the Board of Directors issued under Decision No. 21/QĐ-TCĐL-BOD dated 24/7/2013:</p> <p>Update changes to current legal documents and in accordance with the provisions of the Company's Charter.</p> <p>Amend cases of dismissal and dismissal of the Chairman and members of the Board of Directors of the Company in accordance with current provisions of the Charter and the Law on Credit Institutions. Addition of the Assistant Committees of the Board of Directors, the functions of the Assistance Committees and of the Board of Directors.</p> <p>Stipulate the process of providing information to members of the Board of Directors.</p>
02	26/06/2018	<p>The 2nd amendment replaces the Regulation on organization and operation of the Board of Directors issued together with Decision No. 24/QĐ-BOD-TCĐL of the Board of Directors dated 16/11/2016.</p>
03	27/04/2021	<p>Update changes to current legal documents and in accordance with the provisions of the Company's Charter.</p>

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		<p>Amendment 03, replacing the Organizational and Operational Regulations of the AGM adopted at the meeting on 27/4/2021.</p> <p>Update changes to current legal documents and in accordance with the provisions of the Company's Charter.</p>
04	March 2023	Update changes to current legal documents and in accordance with the provisions of the Company's Charter.
05	/ /2024	<p>Add more content about the Vice Chairman of the Board of Directors</p> <p>Amend the authority of the Board of Directors, General Director regarding the establishment of Committees, Councils</p>




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CHAPTER I GENERAL PROVISIONS

Article 1. Legal bases

1. Enterprise Law No. 59/2020/QH14 dated 17/06/2020;
2. Law on Credit Institutions No. 47/2010/QH12, Law No. 17/2017/ QH14 amending and supplementing a number of articles of the Law on Credit Institutions dated 20/11/2017 (Law on Credit Institutions 2017);
3. Law on Securities No. 54/2019/QH14 dated 26/11/2019;
4. Decree 39/2014/ND-CP dated 07/5/2014 on the operation of Financial Companies and Financial Leasing Companies;
5. Decree 155/2020/N D-CP dated 31/12/2020 detailing the implementation of a number of Articles of the Law on Securities;
6. Circular 15/2016/TT-NHNN issued by the SBV on 30/06/2016, amending Circular 30/2015/TT-NHNN regulating the issuance of licenses, organization and operation of non-bank credit institutions issued by the Governor of the StateBank of Vietnam.
7. Circular No. 17/2018/TT-NHNN issued by the SBV on August 14, 2018 amending and supplementing a number of articles of circulars regulating the issuance of licenses, operation networks and foreign exchange activities of creditinstitutions and foreign bank branches.
8. Circular No. 01/2019/TT-NHNN issued by the State Bank of Vietnam on 01/02/2019 amending and supplementing a number of articles of Circular No. 30/2015/ TT-NHNN dated December 25, 2015 of the Governor of the State Bank of Vietnam regulating the issuance of licenses, organization and operationof non-bank credit institutions.
9. Circular 22/2018/TT-NHNN issued by SBV on 05/9/2018 guiding procedures

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and dossiers for approval of tentative list of personnel of commercial banks, non-bank credit institutions and foreign bank branches and Circular No. 13/2020/TT-NHNN dated 13/11/2020 amending and supplementing a number of articles of Circular 22/2018/TT-NHNN.


10. Circular 13/2019/TT-NHNN issued by the SBV on August 21, 2019 amending and supplementing a number of articles of circulars related to the issuance of licenses, organization and operation of credit institutions and branches of foreignbanks.
11. Circular No. 13/2020/TT-NHNN issued by the State Bank of Vietnam on November 13, 2019 amending and supplementing a number of articles of CircularNo. 22/2018 /TT-NHNN dated September 05, 2018 of the Governor of the State Bank of Vietnam providesguidance on procedures, dossiers of approval of the tentative list of personnel of the State Bank of Vietnam commercial, non-bank credit institutions andbranches of foreign banks.
12. Circular 116/2020/TT-BTC issued by the Ministry of Finance on 31/12/2020 guiding a number of articles on corporate governance applicable to public companies in Decree 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
13. The charter of the organization and operation of the company.

Article 2. Purpose

Agree on the organizational structure of the Board of Directors. Clearly delineate the tasks and powers of the Board of Directors, the Chairman and members of the Board of Directors. Develop the operation mechanism of the Board of Directors and adjust therelationship of the Board of Directors with shareholders, other units and organizations in the Company.

Article 3: Principle of operation

1. The Board of Directors organizes and operates on the principle of complying withthe provisions of law, the Charter and regulations of the Company.

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2. The Board of Directors of the Company performs the functions of making policies, plans, programs, orientations, development strategies, managing, inspecting and supervising the Company's activities, creating favorable conditions for the General Director to organize the implementation of resolutions and decisions of the Board of Directors according to functions, duties and powers of the General Director are specified in the Charter.
3. The Board of Directors works on the principle of collective leadership, individuals in charge and responsible to the General Meeting of Shareholders in the performance of assigned tasks and powers. In case a resolution passed by the Board of Directors contrary to the provisions of law or the Company's Charter causes damage to the Company, the members who agree to pass such resolution must jointly take personal responsibility for such resolution and must compensate for damage to the Company and third parties; Members who oppose the passage of the said resolution are exempt from liability.
4. Resolutions and decisions of the Board of Directors are binding for all units and individuals throughout the Company's system.

Article 4. Scope of regulation and subjects of application

1. Scope of regulation: The operation regulations of the Board of Directors stipulate the organizational structure of personnel, principles of operation, powers and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the Law on Enterprises, the company's charter and other relevant provisions of law.
2. Subjects of application: This Regulation shall apply to the Board of Directors and members of the Board of Directors.

Article 5. Related documents


1. Charter of organization and operation of the Company;
2. ISO 9001:2015

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3. Other relevant legal documents

Article 6. Terms, definitions and acronyms

1. Company/EVN Finance: Electricity Joint Stock Finance Company
2. Charter: Charter of Electricity Joint Stock Finance Company
3. General Meeting of Shareholders: General Meeting of Shareholders of Finance Joint Stock Company
4. Board of Directors: Board of Directors of EVNFinance Joint Stock Company
5. General Director: General Director of EVNFinance Joint Stock Company
6. Board of Managers: Including General Director, Deputy General Directors of EVN Finance Joint Stock Company
7. Board of Supervisors: Board of Supervisors of EVN Finance Joint Stock Company
Executives: Operators of EVN Finance Joint Stock Company include: General Director, Deputy General Directors, Chief Accountant, Branch Director of the Company
8. Operators include: General Director, Deputy General Director, Chief Accountant, Managers of Branches of the company.
9. Managers include: Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, General Director and other managers according to the Law and the Company's Charter at each period.
10. State Bank (SB): State Bank of Vietnam
11. Other terms and terms not defined in this Regulation shall be construed as stipulated in the Charter of EVN Finance Joint Stock Company
12. As the General Meeting of Shareholders of EVN Finance Joint Stock Company
13. BOD: As the Board of Directors of the Company
14. CEO: As General Director of the Company

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15. BOS: As the Board of Supervisors

CHAPTER II


ORGANIZATIONAL STRUCTURE OF THE BOARD OF DIRECTORS

Article 7. General tasks

1. The Board of Directors is the governing body of the Company, has full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for matters under the competence of the General Meeting of Shareholders.
2. The Board of Directors uses the Company's seal to perform its duties and powers.

Article 8. Organizational structure and tenure

1. The Board of Directors must have no less than 05 (five) members and no more than 11 (eleven) members, including at least one independent member. The Board of Directors must have at least one-second of the total number of members who are independent members and non-executive members of EVN Finance. The number of members of EVN Finance's independent Board of Directors must meet the following provisions: (i) There is at least 01 independent member in case EVN Finance has 05 members of the Board of Directors; (ii) There are at least 02 independent members in case EVN Finance has from 06 to 08 members of the Board of Directors; (iii) There are at least 03 independent members in case EVN Finance has the number of members of the Board of Directors from 09 to 11 members.
2. The term of office of the Board of Directors shall not exceed 05 (five) years. The term of office of a member of the Board of Directors follows the term of office of the Board of Directors. Members of the Board of Directors may be elected or reappointed for an unlimited number of terms. The term of office of a


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member of the Board of Directors to be supplemented or replaced is the remaining term of the term of the Board of Directors. The Board of Directors of the just-ended term continues to operate until the Board of Directors of the new term takes over the work. In case all members of the Board of Directors end their terms at the same time, such members will continue to be members of the Board of Directors until a new member is elected to replace and take over the job.

3. In case the number of members of the Board of Directors does not reach two-thirds of the total number of members of the term of office or does not meet the minimum number of members as prescribed in the company's charter, within 60 (sixty) days from the date of insufficient number of members, the Company must conduct an additional election of a sufficient number of members of the Board of Directors as prescribed.

Article 9. Qualifications of members of the Board of Directors

1. The person elected as a member of the Board of Directors must meet the following criteria and conditions:
 - a. Not falling into the subjects specified in Article 36 of the company's charter;
 - b. Ensure professional ethics on the basis of complying with the provisions of Article 41 of the company's charter;
 - c. Have a college degree or higher;
 - d. At least 03 (three) years as a manager or executive of a credit institution or at least 05 (five) years as a manager or executive of an enterprise operating in the financial, banking, accounting, auditing or other enterprises with equity capital at least equal to the legal capital level for the corresponding type of credit institution or have at least 05 years working directly in the professional department of finance, banking, accounting and auditing. .
2. Independent members of the Board of Directors must fully meet the criteria

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and conditions specified in Clause 1 of this Article and meet the following criteria and conditions:

- a. Not being a person who is working for EVN Finance, a subsidiary of EVN Finance or has worked for EVN Finance itself or a subsidiary of EVN Finance for at least 03 consecutive years;
- b. Not being a person who is receiving regular salaries and remuneration of EVN Finance in addition to the allowances of members of the Board of Directors entitled to as prescribed;
- c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, biological brother, biological sister, biological brother and spouse of these persons are major shareholders of EVN Finance; be a manager of EVN Finance or a member of the Board of Supervisors or a subsidiary of EVN Finance;
- d. Not directly or indirectly owning or representing 1% or more of EVN Finance's charter capital or voting share capital; not the same related person owns 5% or more of EVN Finance's charter capital or voting share capital;
- e. Not being a manager or member of EVN Finance's Board of Supervisors at any time in the preceding 05 years.

Article 10. Cases of not being able to hold the position


The following persons must not be members of the Board of Directors of the Company:

1. Persons specified in Clause 2, Article 36 of the Company's Charter
2. Persons who are not allowed to participate in management and administration in accordance with the law on cadres and civil servants, the law on enterprises and the law on corruption prevention and fighting;
3. Persons who have been owners of private enterprises, general partners of partnerships, General Director (Director), members of the Board of Directors, members of the Members' Council, members of the Board of Supervisors of the enterprise, Directors and members of the Cooperative Management Board

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at the time of enterprise, cooperatives are declared bankrupt, unless the enterprise or cooperative is declared bankrupt due to force majeure;

4. The legal representative of the enterprise at the time the enterprise is suspended from operation or forced to dissolve due to serious violations of law, except for the case of being a representative at the request of a competent state agency to rectify and consolidate that enterprise;
5. Persons who have been suspended from the titles of Chairman of the Board of Directors, member of the Board of Directors, Chairman of the Members' Council, member of the Members' Council, Head of the Control Board, member of the Control Board, General Director (Director) of EVN Finance or other credit institution as prescribed in Article 37 of the Law on Credit Institutions or subject to competent agencies determine that the person has committed violations resulting in EVN Finance or another credit institution having its license revoked;
6. Related persons of members of the Board of Directors and General Director of EVN Finance must not be members of EVN Finance's Board of Supervisors;
7. A related person of EVN Finance's Chairman of the Board of Directors must not be EVN Finance's General Director.
8. The person shall be responsible according to the inspection conclusion resulting in the fact that credit institutions and foreign bank branches are sanctioned for administrative violations in the field of currency and banking at the highest fine bracket for violations of regulations on licenses and administration, operating, shares, shares, capital contribution, share purchase, credit grant, corporate bond purchase, safety ratio in accordance with the law on handling administrative violations in the field of currency and banking.


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Article 11. Cases not in the same position

1. The Chairman of the Board of Directors of EVN Finance must not concurrently be the executive of EVN Finance and other credit institutions; must not concurrently be the Chairman of the Board of Directors, a member of the Board of Directors, the Chairman of the Members' Council, a member of the Members' Council, the company's president, general director (director), deputy general director (deputy director) or equivalent titles of other enterprises.
2. A member of the Board of Directors may not concurrently be a manager of another credit institution, unless this organization is a subsidiary of the Company; It is forbidden to concurrently be the General Director (Director), Deputy General Director (Deputy Director) and equivalent titles of other credit institutions unless this organization is a subsidiary of the Company.
3. A member of the Board of Directors must not concurrently be a member of the Board of Supervisors of the Company.
4. Members of the Board of Directors of EVN Finance can only concurrently be members of the Board of Directors at a maximum of 05 other companies.

Article 12. Naturally disqualifying


1. The following cases automatically lose their membership of the Board of Directors:
 - a. Loss of civil act capacity, death;
 - b. Violating the provisions of Article 10 of this Regulation on cases of not being allowed to hold office;
 - c. Being the representative of the capital contribution of an organization that is a shareholder or capital contributing member of the Company when that organization is terminated as a legal entity;
 - d. No longer being the representative of the contributed capital as authorized by the shareholder being an organization;
 - đ. Expulsion from the territory of the Socialist Republic of Vietnam;

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- e. When the Company has its license revoked;
2. The Board of Directors of the Company must make a written report with documents proving the disqualification of subjects as prescribed in Clause 1 of this Article to the State Bank within 05 (five) working days from the date on which it is determined that the above subjects naturally lose their status and take responsibility for the accuracy, truthfulness of this report; carry out procedures for election and appointment of vacant titles as prescribed in Article 14 of this Regulation.
3. After automatically losing his or her status, a member of the Board of Directors of the Company shall be responsible for his/her decisions during his or her incumbency.

Article 13. Dismissal, dismissal

1. The Chairman, Vice Chairman, and members of the Company's Board of Directors are dismissed or removed in the following cases:
 - a. According to resolutions and decisions of the General Meeting of Shareholders
 - b. Civil act capacity is limited;
 - c. There is a resignation letter to the Board of Directors;
 - d. Not participating in activities of the Board of Directors for 06 (six) consecutive months, except in case of force majeure;
 - e. Failing to ensure the standards and conditions specified in the company's charter and the provisions of law;
 - f. Independent membership of the Board of Directors does not guarantee the requirement for independence;
 - g. At the proposal of shareholders, groups of shareholders for members of the Board of Directors that shareholders or groups of shareholders nominate and approved by the General Meeting of Shareholders;
 - h. At the proposal of the Board of Directors for members of the Board of


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Directors nominated by the Board of Directors and approved by the General Meeting of Shareholders;

2. Other cases prescribed by the company's charter and the law.
3. The Chairman and members of the Board of Directors of the Company, after being dismissed or dismissed, shall be personally responsible for their decisions during the period of holding such title.
4. Within 10 working days from the date of approval of the decision on dismissal or dismissal of a member of the Board of Directors as prescribed in Clause 1 of this Article, the Board of Directors must submit a written statement enclosing relevant documents to the State Bank.
5. Methods of implementation and notification shall comply with the provisions of law.

Article 14. Replace and supplement members of the Board of Directors


1. Within 15 (fifteen) days from the date on which the Chairman of the Board of Directors automatically loses his membership of the Board of Directors, members of the Board of Directors shall hold a meeting of the Board of Directors to elect members of the Board of Directors (qualified, conditions under current regulations) to serve as Chairman of the Board of Directors.
2. The Chairman/Vice Chairman of the Board of Directors who wishes to resign from the position of Chairman/Vice Chairman must submit a letter to the Board of Directors. Within 60 (sixty) days from the date of receipt of the application, the Board of Directors must hold a meeting to consider the decision and carry out procedures for dismissal, dismissal and election of the Chairman/Vice Chairman of the Board of Directors according to current regulations.
3. A member of the Board of Directors who wishes to resign must submit a letter or a written letter to the Board of Directors for submission to the General Meeting of Shareholders for decision.

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4. In case not enough two-thirds of the total number of members of the Board of Directors or the minimum number of members of the Board of Directors as prescribed in the company's charter, within 60 (sixty) days from the date of insufficient number of members of the Board of Directors as prescribed, the Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors.
5. In other cases, the latest meeting of the General Meeting of Shareholders will elect new members of the Board of Directors to replace members of the Board of Directors who are dismissed, dismissed or supplemented with missing members.
6. The Chairman/Vice Chairman of the Board of Directors and members of the Board of Directors who are dismissed or dismissed shall hand over the work to the Chairman/Vice Chairman of the Board of Directors and new members of the Board of Directors elected by the General Meeting of Shareholders for further settlement; and shall be personally responsible for their decisions during the period of their qualification for such title.
7. The Chairman of the Management Council dies, disappears, is in detention, is serving a prison sentence, is serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions, escapes from his place of residence, has limited or lost civil act capacity, Having difficulties in cognition, mastery of behavior, being prohibited by the Court from holding office, prohibited from practicing certain professions or doing certain jobs, the remaining members elect one of the members to serve as Chairman of the Board of Directors on the principle that the majority of the remaining members agree until a new decision of the Board of Directors.

Article 15. Suspension or temporary suspension of the title of the Board of Directors

1. The State Bank has the right to suspend or temporarily suspend the exercise of rights and obligations of the Chairman and members of the Board of Directors


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of the Company in violation of the provisions on not jointly holding positions in Article 11 of this Regulation and other relevant provisions of law in the course of exercising rights, assigned obligations; request the competent authority to dismiss, elect, appoint a replacement or appoint a replacement if it deems it necessary.

2. The Special Control Board has the right to suspend or temporarily suspend the exercise of rights and obligations of the Chairman and members of the Board of Directors if the Company is placed in a state of special control if it deems it necessary.
3. Persons who are suspended or temporarily suspended from exercising their rights and obligations as prescribed in Clauses 1 and 2 of this Article shall have to participate in handling existences and violations related to personal responsibilities at the request of the State Bank, Board of Directors, Board of Supervisors of the Company or Special Board of Supervisors.

Article 16. The working apparatus of the Board of Directors

1. The Board of Directors shall establish and maintain a working apparatus comprised of Committees and individuals within the company as it deems necessary from time to time.
2. The Committees include: Risk Management Committee, Human Resources Committee, other Committees to advise and assist the Board of Directors as decided by the Board of Directors from time to time. The reporting mechanism and the relationship between the Committees are specified in the Organizational Regulations of the Committees.
3. EVN Finance's Board of Directors must appoint at least 01 person in charge of corporate governance to support corporate governance at EVN Finance. The person in charge of EVN Finance's management must not simultaneously work for an approved auditing organization that is auditing EVN Finance's financial statements.

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CHAPTER III

DUTIES AND POWERS OF THE BOARD OF DIRECTORS


Article 17. Duties and powers of the Board of Directors

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


1. Take responsibility to the General Meeting of Shareholders for the performance of assigned tasks and powers.
2. Submit to the General Meeting of Shareholders for decision and approval issues within the competence of the General Meeting of Shareholders specified in Clause 1, Article 24 of the company's charter.
3. Decide on the establishment of branches, representative offices and non-businessunits of EVN Finance.
4. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for the titles of General Director, Deputy General Director, Chief Accountant and other managers and executives according to internal regulations of the Board of Directors.
5. Approving the plan to contribute capital or purchase shares of enterprises or other investment funds with a value of less than 20% of EVN Finance's charter capital stated in the most recent audited financial statements.
6. Appoint a representative of EVN Finance's capital contribution at other enterprises and investment funds.
7. Investment decisions, transactions of buying and selling assets of EVN Finance at least 10% compared to the charter capital of EVN Finance stated in the most recent audited financial statements, except for investments, transactions of buying and selling assets of EVN Finance specified at Point h, Clause 1, Article 24 of the company's charter. For transactions, contracts with lower values, the Board of Directors has the right to decide, delegate, and authorize decision-making powers to various levels within EVN Finance.

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8. Approve, decide, and ratify transactions, contracts for buying, selling (except for cases under point g. Clause 4 Article 44 of the Charter), borrowing, mobilizing capital domestically and internationally, and other contracts, transactions with a value from 35% of the total asset value recorded in the most recent financial report of EVN Finance, except for transactions, contracts under the approval authority of the Shareholders' General Meeting. For transactions, contracts with lower values, the Board of Directors has the right to decide, delegate, and authorize decision-making powers to various levels within EVN Finance.
9. Decide, approve credit limits at EVN Finance. The Board of Directors has the right to delegate, authorize decision-making powers to various levels within EVN Finance for credit limits, except for transactions under the decision-making authority of the Shareholders' General Meeting or must be decided by the Board of Directors according to the provisions of law and this Charter.
10. Decide on credit limits as prescribed in Clause 7, Article 128 of the Law on Credit Institutions, except for transactions under the decision-making authority of the Shareholders' General Meeting as prescribed in point k, Clause 1, Article 24 of the Company Charter.
11. Approve contracts of EVN Finance with its subsidiaries, affiliated companies; contracts of EVN Finance with members of the Board of Directors, members of the Control Board, General Director, major shareholders, their related persons with a value equal to or less than 20% of the charter capital of EVN Finance recorded in the most recent audited financial report. In this case, the related member does not have the right to vote.
12. Inspect, supervise, and direct the General Director to perform assigned tasks; annually evaluate the work efficiency of the General Director.
13. Issue internal regulations related to the organization, management, and operation of EVN Finance in accordance with the provisions of the Law on Credit Institutions and related laws, except for matters under the authority of the v or the General Meeting of Shareholders.
14. Decide to choose an independent audit organization according to the decision or authorization of the General Meeting of Shareholders.
15. Decide on risk management policies and supervise the implementation of risk prevention measures of EVN Finance.

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16. Review and approve the annual report.
17. Choose a professional valuation organization to value: (i) contributed assets that are not Vietnamese money, freely convertible foreign currency, and gold as prescribed by law and (ii) asset valuation guarantee according to the internal regulations of EVNFinance issued by the BOD at each period.
18. Propose the Governor of the State Bank to approve issues as prescribed by law.
19. Decide to offer new shares within the number of shares entitled to be offered.
20. Decide the offering price of shares and convertible bonds of EVN Finance.
21. Decide to buy back shares of EVN Finance.
22. Propose a profit distribution plan, the level of dividends to be paid; Decide on the term and procedure for paying dividends or handling losses arising during business operations.
23. Prepare content, related documents to present to the General Meeting of Shareholders to decide on matters within the authority of the General Meeting of Shareholders, except for content under the duties, powers of the Board of Supervisors.
24. Approve the program, operation plan of the Board of Directors; Program, content, documents serving the General Meeting of Shareholders; Convene the General Meeting of Shareholders or solicit shareholders' opinions in writing to pass resolutions, decisions of the General Meeting of Shareholders.
25. Organize the implementation, inspection, supervision of the implementation of resolutions, decisions of the General Meeting of Shareholders and the Board of Directors.
26. Timely notify the State Bank of negative information affecting the status of members of the Board of Directors, Board of Supervisors, General Director.
27. Nominate additional people who ensure sufficient conditions, standards to the Board of Directors, Board of Supervisors in case shareholders do not nominate, nominate enough number of candidates for members of the Board of Directors, members of the Board of Supervisors or candidates do not ensure enough standards as prescribed by law and the Company Charter.

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28. Decide to establish and regulate the functions, duties, and powers of the Committees including the Human Resources Committee, Risk Management Committee, and other Committees according to the decision of the Board of Directors in each period.
29. Decide to establish and regulate the functions, duties, and powers of the councils including the Credit Council, Investment Council, and other councils as prescribed by law under the authority of the Board of Directors.
30. Approve and accept the plan to issue bonds (excluding convertible bonds);
31. Decide, approve, and implement contents related to the restructuring plan of EVN Finance associated with handling bad debts and/or other similar plans as prescribed by law, or at the request of the State Bank, or other competent state agencies.
32. Appoint the person in charge of corporate governance.
33. Other duties and powers as prescribed by the Charter and as prescribed by law.

Article 18. Duties and powers of the Chairman/Vice Chairman

1. The Board of Directors elects 01 (one) Chairman from among the members of the Board of Directors. The Chairman of the Board of Directors of the Company has the following powers and duties:
 - a. Formulate programs and operational plans of the Board of Directors.
 - b. Prepare agenda, contents and documents for the meeting; convene and chair meetings of the Board of Directors.
 - c. Organize the adoption of decisions of the Board of Directors.
 - d. Supervise the process of organizing the implementation of decisions of the Board of Directors.
 - e. Chairman of the General Meeting of Shareholders.
 - f. Ensure that members of the Board of Directors receive complete, objective and accurate information and have sufficient time to discuss issues that the Board of Directors must consider.
 - g. Assign tasks to members of the Board of Directors.

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- h. To be authorized to decide on matters within the competence of the following Board of Directors:
- i. Inspect, supervise and direct the General Director to perform assigned tasks;
 - ii. On behalf of the Board of Directors working with relevant state agencies, organizations and individuals coming to work at the Company need the participation of the Board of Directors;
 - iii. Perform other tasks authorized in writing by the Board of Directors in specific decisions.
- i. Supervise members of the Board of Directors in the performance of assigned duties and general rights and obligations.
 - j. At least once a year, evaluate the performance of each member, the Committees of the Board of Directors and report to the General Meeting of Shareholders on the results of this assessment.
 - k. Sign documents authorizing one of the members of the Board of Directors to undertake his/her work during his absence.
 - l. Chair ad hoc meetings if deemed necessary with the Board of Directors and leaders of units in the Company to direct and assign tasks to the Board of Directors on the implementation of the Company's activities.
 - m. The Chairman of the Board of Directors is the legal representative during the period when the title of General Director has not been appointed.
 - n. Approve the recruitment, appointment, dismissal, placement and salary adjustment for the title: Block Director and equivalent submitted by the General Director.
 - o. Other rights and obligations as prescribed by law, the Charter and internal regulations of the Company.
2. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall delegate in writing to the Vice Chairman of the Board of Directors or another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no Vice Chairman of the Board of Directors / authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is undergoing administrative measures at a compulsory detoxification establishment, compulsory

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education establishment, runs away from the place of residence, is restricted or loses civil act capacity, has difficulty in perception, self-control, is banned by the Court from holding positions, banned from practicing or doing certain jobs, the remaining members shall elect one of the members to temporarily hold the position of Chairman of the Board of Directors by majority principle.

3. When deemed necessary according to the actual operation, the Board of Directors decides to elect a member of the Board of Directors to hold the position of Vice Chairman. The Vice Chairman of the Board of Directors is a member of the Board of Directors, elected by the Board of Directors by majority principle. The Vice Chairman of the Board of Directors has full authority and responsibility of a member of the Board of Directors and has the following additional powers and duties:

- a. On behalf of the Chairman of the Board of Directors, manage the operations of the Board of Directors and sign documents within the authority of the Board of Directors when delegated/assigned by the Chairman of the Board of Directors.
- b. On behalf of the Chairman of the Board of Directors, convene and assign members of the Board of Directors to prepare the content of the Board of Directors' meetings when delegated/assigned by the Chairman of the Board of Directors.
- c. Monitor and urge the implementation of tasks of the members of the Board of Directors between the sessions of the Board of Directors when delegated/assigned by the Chairman of the Board of Directors.
- d. Perform other powers and duties as delegated/assigned by the Chairman/Board of Directors.


Article 19. Duties and powers of members of the Board of Directors

1. To exercise the rights and obligations of members of the Board of Directors in accordance with the internal regulations of the Board of Directors and the assignment of the Chairman of the Board of Directors honestly for the benefit of EVN Finance and shareholders.

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2. Review the financial statements prepared by independent auditors, comment or request EVN Finance executives, independent auditors and internal auditors to explain matters related to the reports.
3. Request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors.
4. Attend meetings of the Board of Directors, discuss and vote on issues falling within the tasks and powers of the Board of Directors as prescribed in this Charter, except for cases where it is not allowed to vote because of conflicts of interest with that member. Responsible to the General Meeting of Shareholders and the Board of Directors for their decisions.
5. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. Be accountable to the General Meeting of Shareholders and the Board of Directors for the performance of assigned tasks upon request.
7. Members of the Board of Directors have the right to request the General Director, Deputy General Director and managers of units in EVN Finance to provide information and documents on the financial situation and business activities of EVN Finance and its units. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
8. Make information disclosure when conducting transactions in shares of the company in accordance with the provisions of law.
9. An independent member of the Board of Directors of a listed company must prepare a valuation report on the operation of the Board of Directors.
10. Other rights and obligations as prescribed in the Charter and as prescribed by law.


CHAPTER IV
MECHANISM OF OPERATION OF THE BOARD OF DIRECTORS

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Article 20. Regulations on meetings and forms of meetings of the Board of Directors

1. The Board of Directors may meet periodically or irregularly. The meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman of the Board of Directors.
2. A meeting of the Board of Directors may be held in the following forms:
 - a) The form of direct meeting at the head office of the Company or another location under the direction of the Chairman of the Board of Directors.
 - b/ The form of face-to-face meeting combined with meeting via direct telephone or electronic means, in case a member for objective reasons cannot attend at the convening place, provided that each member participating in the meeting can:
 - Listen to different members of the Board of Directors speak at the meeting;
 - If desired, he or she may address all other attendees simultaneously;
 - Communication between members can be done directly by telephone or by other electronic methods or a combination of all of these.
 - c) The form of collecting written opinions as prescribed in Article 28 of this Regulation.
3. Decisions adopted during a meeting, which may be attended by telephone or electronic means, shall take effect at the conclusion of the meeting but must then be affirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

Article 21. First Meeting of the Board of Directors

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In case the Board of Directors meets the first meeting at the beginning of each term to elect the Chairman and make other decisions within its competence, it must be conducted within 07 (seven) working days from the date of completion of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes. In case more than one member has the highest and equal number of votes, the members shall vote on majority rule, one of whom convenes a meeting of the Board of Directors.


Article 22. Extraordinary Meeting of the Board of Directors

1. The Board of Directors meets periodically at least once a quarter and may be convened irregularly to promptly handle unexpected tasks. The meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman of the Board of Directors. The Chairman of the Board of Directors must convene a meeting of the Board of Directors when there is one of the following cases:

- a. At the request of the Board of Supervisors or independent members of the Board of Directors;
- b. At the request of the General Director or at least 05 other managers;
- c. At the request of at least 02 members of the Board of Directors;
- d. Other cases prescribed by the Charter and law.

The request must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the competence of the Board of Directors.

2. Within 07 (seven) working days from the date of receipt of a written request for an extraordinary meeting of the Board of Directors of one of the subjects mentioned in Clause 1 of this Article, the Chairman of the Board of Directors must convene and conduct an extraordinary meeting of the Board of Directors. If the Chairman fails to convene a meeting of the Board of Directors as requested, the Chairman shall be liable for damages caused to the Company. If, after two successive requests, the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors, members of the Board of Directors and


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members of the Board of Supervisors must immediately make a written report to the State Bank and conduct a meeting of the Board of Directors to handle the work, at the same time decide on the dismissal or re-election of the title of Chairman, elect a member of the Board of Directors to meet the conditions for holding the title of Chairman, submit it to the State Bank for approval in accordance with current regulations, or decide on the organization of an extraordinary General Meeting of Shareholders to handle the shortcomings, unresolved problems (if any). If the Board of Directors does not have enough members to attend as prescribed to hold the meeting and approve decisions, the Board of Supervisors is responsible for convening an extraordinary General Meeting of Shareholders in accordance with current regulations to handle the shortcomings and problems of the Company.

Article 23. Announcement and preparation of contents of the meeting of the Board of Directors


1. The Chairman of the Board of Directors or the convener of a meeting of the Board of Directors must send a notice of meeting invitation to the members of the Board of Directors at least 03 (three) working days before the meeting date. The notice of the meeting of the Board of Directors shall be made in Vietnamese, clearly stating the meeting agenda, time and place and must be accompanied by necessary documents on issues to be discussed and voted on at the meeting of the Board of Directors and also votes for members of the Board of Directors who cannot attend the meeting. These Board members will send votes to the Board of Directors prior to the meeting.
2. Notice of meeting invitation shall be sent by post, fax, email or other means, but must be guaranteed to reach the contact address of each member of the Board of Directors registered at the company.
3. The Chairman of the Board of Directors or the convener must send the notice of meeting invitation and accompanying documents to members of the Board of Supervisors and the General Director as for members of the Board of Directors.

Article 24. Regulations on conditions for conducting and voting at meetings of the Board of Directors

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1. A meeting of the Board of Directors is conducted when 3/4 (three-quarters) or more of the members of the Board of Directors are in person or through a replacement who is one of the authorized members of the Board of Directors. In case of convening the first regular meeting of the Board of Directors but not enough members to attend as prescribed, the Chairman of the Board of Directors must convene a second meeting of the Board of Directors within 07 (seven) days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.
2. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize others to attend the meeting and vote if approved by a majority of the members of the Board of Directors;
 - c. Attend and vote through online conferences, electronic voting or other electronic forms;
 - d. Send votes to the meeting via mail, fax, email;
 - dd. Send votes by other means as prescribed in the company's charter.
3. Members of the Board of Directors who do not attend the meeting in person have the right to vote through written voting. Ballots must be in sealed envelopes and must be delivered to the Chairman of the Board of Directors no later than one hour before the opening time. Voting is open only in the presence of all meeting attendees.
4. Each member of the Board of Directors attending the meeting of the Board of Directors will have one vote at the meeting of the Board of Directors. If a member of the Board of Directors cannot attend the meeting, he or she may authorize his/her vote in writing to another member of the Board of Directors (who is allowed to participate in voting) to vote on his behalf.



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A member of the Board of Directors may authorize a person other than a member of the Board of Directors to attend the meeting and vote on issues at the meeting if there is a written request and is approved by a majority of the members of the Board of Directors.

5. Members of the Board of Supervisors, General Director are not members of the Board of Directors, other officers have the right to attend meetings of the Board of Directors, have the right to discuss but not vote. Members of the Board of Directors who have interests related to the issue decided by the Board of Directors will not be allowed to participate in voting on that issue and will not be counted in the number of delegates required to be present at the meeting, nor may they receive authorization from other members of the Board of Directors to participate in voting on the issue that.
6. If any doubts arise at a meeting regarding the interests of a member of the Board of Directors or regarding a member's right to vote and such doubts are not voluntarily resolved by such Board member by agreeing to waive voting rights, then that suspicion shall be conveyed to the Presiding Officer of the meeting. The judgment of the Chairperson shall be final and conclusive except in cases when the nature or extent of the interests of the relevant member of the Board of Directors is unknown.
7. Any member of the Board of Directors who is involved in a contract referred to in Article 167 of the Enterprise Law shall be deemed to have a material interest in such contract.
8. A member of the Board of Directors, if in his or her knowledge is involved either directly or indirectly in a contract, an agreement or a proposed contract or an agreement proposed to enter into with the Company, shall report the nature of the relevant interest at the meeting of the Board of Directors, and the Board of Directors shall consider entering into such contracts or arrangements. In other cases, such member must notify at the nearest meeting of the Board of Directors after knowing his/her relevant interests.

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Article 25. Adopt decisions at the Board of Directors meeting

The decision of the Board of Directors shall be adopted and take effect immediately at that time or from the effective date specified in the Resolution or decision if approved by a majority of members of the Board of Directors entitled to participate in voting to attend the meeting. In case the number of votes is equal, the final decision belongs to the side with opinions of the Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman of the Board of Directors to preside over the meeting (in case the Chairman of the Board of Directors is absent).

Resolutions and decisions signed by the Chairman of the Board of Directors on behalf of the Board of Directors must be expressed in writing and must be sent to members of the Board of Directors when issued in hard copy or scanned copies via email.

Article 26. Minutes of meetings of the Board of Directors.

1. Meetings of the Board of Directors must be fully recorded in minutes and may be recorded, recorded and kept in other electronic forms. The minutes must contain the following principal contents:
 - a. Name, head office address, enterprise code;
 - b. Purpose, agenda and content of the meeting;
 - c. Time and place of meeting;
 - d. Full name of each member attending the meeting or person authorized to attend the meeting; full name of members who did not attend the meeting and reasons; full name of the person assigned to be the secretary of the meeting;
 - đ. Issues discussed and voted on at the meeting;
 - e. Summarize the statements and opinions of each member attending the meeting according to the order of developments of the meeting;
 - g. The voting results clearly state the members who agree, disagree and


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haveno opinion;

- h. The issues passed and the corresponding percentage of votes adopted;
 - i. Full name and signatures of all members or persons authorized to attend the meeting and the secretary of the meeting.
2. Minutes of meetings of the Board of Directors shall be made in Vietnamese, may be made in foreign languages and must be signed by all members of the Board of Directors attending the meeting and the secretary of the meeting. In case the two minutes have differences in content, the minutes made in Vietnamese shall be final.
 3. The chairperson, secretary and members of the Board of Directors attending the meeting must be jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors.
 4. In case the chairperson or person recording the minutes refuses to sign the minutes of the meeting if attended by all other members of the Board of Directors and agrees to approve the minutes of the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises No. 59/2020/QH14, this minute takes effect. The minutes of the meeting clearly state the refusal of the chairperson or the person recording the minutes to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson shall take personal responsibility for damage caused to the enterprise by refusing to sign the meeting minutes in accordance with the provisions of this Law, the company's charter and relevant laws.


Article 27. Competence and procedures for collecting opinions of members of the Board of Directors in writing

1. Where the Board of Directors collects written opinions to pass a decision on a matter, the decision shall be considered to be equivalent to a decision adopted by the members of the Board of Directors at a meeting that is convened and held


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ordinarily, if both of the following conditions are simultaneously satisfied:

- a. With the written consent of a majority of the members of the Board of Directors who have the right to participate in voting on the matter submitted for comments. In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
 - b. The number of members of the Board of Directors participating in the written vote must meet the conditions on the number of members required to conduct the meeting of the Board of Directors.
2. When the Board of Directors, Committees and units submit issues under the decision competence of the Board of Directors with complete dossiers and procedures according to internal regulations of the Company, individuals are assigned to prepare opinion forms and necessary documents related to the contents of the consultation. The opinion form and accompanying documents must be sent by secured method, fax, email or other means to each member of the Board of Directors but must ensure that each member of the Board of Directors receives sufficient information.
 3. The collection of opinions of members of the Board of Directors in writing can be through the form of sending an email to the email address of each member of the Board of Directors or sending a hard copy by a secured method. The opinion of members of the Board of Directors is the basis for the Chairman of the Board of Directors to promulgate the Resolution. The members of the Board of Directors must then sign a written request for comments sent to the individual assigned the task in accordance with the prescribed deadline.
 4. The written opinion form must contain the following principal contents:
 - The purpose and issues to be consulted;
 - Voting options include: agree or disagree or other opinions (if any);

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- Date, month, and date of recording the opinion form;
 - Full names and signatures of members of the Board of Directors on each vote.
5. A valid opinion form is a vote signed by a member of the Board of Directors who is consulted and must mark the voting plan in accordance with regulations. Invalid opinion votes will not be counted in the number of votes to calculate the rate of approval of the content to be consulted.
 6. Members of the Board of Directors are responsible for sending the voted opinion form to the Company within a maximum of 05 (five) working days from the date the Company sends the opinion form. In case a member of the Board of Directors needs an explanation for the matter for opinions, the contents to be explained shall be sent to the individual assigned the task in writing or email within the time limit specified above. Individuals assigned to the task are responsible for coordinating with relevant units to explain such contents. The explanation of departments must be directed by the Board of Managers – which is the functional department directly responsible for drafting the explanation content, seeking the approval of the General Director or Deputy General Director in charge of the unit, then sending it back to the individual assigned the task so that the individual assigned the task reports to the Board of Directors. Members of the Board of Directors are responsible for returning a valid opinion form to the Company within 02 (two) days from the date of receiving an explanation from the individual assigned to the task or the Board of Directors. At the expiration of the prescribed time limit, the individual assigned the task is allowed to summarize the opinions of members of the Board of Directors who participated in voting.
 7. The individual assigned to count the votes then make a Minutes of summarizing opinions. The minutes summarizing opinions must contain the following principal contents:
 1. The purpose and issues to be consulted;
 2. Total number of votes sent, total number of votes collected, number of

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valid votes, number of invalid votes.

3. The total number of votes in favor, the number of votes against, the number of votes with different opinions on each issue to be consulted;
4. Vote counting results: Specify the issues approved with a percentage of votes for each issue.
8. Individuals are assigned to be responsible for the truthfulness and accuracy of the Minutes of opinion synthesis, and at the same time responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
9. The Chairman of the Board of Directors shall sign the written Minutes summarizing opinions on behalf of the Board of Directors.
10. The opinion forms are kept together with the minutes of opinion synthesis at the Head Office of the Company.


Article 28. The process of holding a Board of Directors meeting

1. Preparatory work:

- a) Based on the work program of the Board of Directors and arising issues that need to be brought to the meeting of the Board of Directors to discuss, consider and decide, the Chairman of the Board of Directors shall assign members of the Board of Directors to direct the preparation of contents suitable to the responsibilities of each member to submit to the Board of Directors.
- b) Members of the Board of Directors have the right to request the General Director to direct relevant departments in the Company to research, formulate and prepare relevant contents to submit to the Board of Directors.

2. Develop the meeting agenda:

- a) The individual is tasked with being responsible for developing the meeting agenda of the Board of Directors.
- b) The agenda of a Board meeting usually has the main sections:
 - Confirm matters within the competence of the Board of

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Directors that have been decided between the previous meeting and the current meeting.


- Approving the implementation report of the business plan, financial results and control reports for the period.
- Adopt guidelines, policies and documents within the competence of the Board of Directors.
- Adopt other specific matters within the competence of the Board of Directors.

3. Meeting invitation: The Chairman of the Board of Directors directs the individual assigned to send the invitation and the content of the meeting agenda to the members of the Board of Directors and guests (if any). The individual assigned to order the Chairman of the Board of Directors to sign a meeting invitation or send a meeting invitation email at least 03 (three) working days before the date of the meeting. The meeting agenda clearly states that each member attending the meeting is responsible for preparing specific contents to report to the Board of Directors (if any).

4. Prepare and send documents to members of the Board of Directors: Members of the Board of Directors are assigned to prepare the contents given in the meeting of the Board of Directors to direct topics, relevant departments in the Company coordinate with the individual assigned to complete the documents, send to members of the Board of Directors before the meeting in accordance with regulations so that members of the Board of Directors can study documents and prepare to participate in comments in the meeting of the Board of Directors.

5. Conduct the Board of Directors meeting:

- a) The Chairman of the Board of Directors shall announce the issues that the Board of Directors has directed to resolve between the two meetings so that the members of the Board of Directors know. On the basis of monitoring, examining and supervising the implementation of

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resolutions and decisions of the Board of Directors according to assigned duties and duties, members of the Board of Directors shall participate in evaluating and summarizing the implementation of resolutions of the Board of Directors in the previous meeting.


- b) Members of the Board of Directors are assigned to prepare specific contents to be presented and reported to the Board of Directors. Members attending the meeting participate in comments or ask for further clarification. The Chairman of the Board of Directors (or the chairman) gives comments before voting and proceeds to vote (if any). The secretary of the meeting records the minutes.

6. Record the meeting minutes: The meeting minutes comply with the regulations in Article 27 of the Regulation.

CHAPTER V INFORMATION AND REPORTING MODE

Article 29. Reporting information regime, clerical regime of the Board of Directors

1. Individuals are assigned to be responsible for receiving documents and submissions of Committees, Councils, General Directors, blocks, departments, units and individuals in the Company to the Board of Directors and the Chairman of the Board of Directors, members of the Board of Directors. Dossiers submitted to the Board of Directors for approval must ensure full compliance with the Company's internal regulations.
2. Dossiers submitted to the Board of Directors must be sent simultaneously in all the following forms: hard copy with stamp, PDF file saved, word version, excel copy (if any) and prepared by the focal units responsible for submitting it.
3. All documents to the Company are received by the clerical department and


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classified by the Office: For incoming dispatches of an important nature or falling within the scope of responsibility of the Board of Directors, submit to the Chairman of the Board of Directors or members of the Board of Directors authorized by the Chairman of the Board of Directors to direct the Board of Directors, implementation units.


4. Outgoing documents issued by the Board of Directors and the Chairman of the Board of Directors are managed on a separate system from the document system issued by the Board of Directors. The individual is tasked with being responsible for managing the numerical system and saving those documents. The issuance of documents is carried out by the clerical department of the Company's Office in accordance with the Company's regulations on document issuance.
5. The Board of Supervisors promptly notifies the Board of Directors when detecting violations by managers and operators of the Company as prescribed.
6. The Board of Supervisors receives meeting minutes, resolutions and decisions of the Board of Directors simultaneously with members of the Board of Directors. The form of receiving documents according to the Company's internal regulations on the issuance of documents.
7. The Board of Directors must provide the Board of Supervisors with information on policies, guidelines, operational orientations, plans to increase or decrease charter capital, shareholders, shares ... serve as a basis for the Board of Supervisors to perform its inspection and supervision tasks according to regulations.
8. All official reports to the Board of Directors must be signed and clearly state the full name of the responsible person and preserved in accordance with the Company's regulations on document storage.

Article 30. Provide information to members of the Board of Directors

1. Provide information to members of the Board of Directors:

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- b) Members of the Board of Directors have the right to request the General Director, Deputy General Director, Block Director, Heads/Heads of departments, units, Directors of branches to provide information, documents and reports related to their fields of charge or issues to be submitted to the Board of Directors for approval.
 - c) General Director, Deputy General Director, Block Director, Head/in charge of departments, units, directors of branches are responsible for providing information, documents and reports to members of the Board of Directors upon request and are responsible before law for accuracy and honesty, completeness of the information provided.
 - d) In case the information provided is not guaranteed to be accurate, truthful and complete, leading to legal consequences, the subjects providing the information shall be personally or jointly liable in accordance with the provisions of law.
2. The order and procedures for requesting and providing information to members of the Board of Directors shall be carried out by one of the following two methods:
- a) Members of the Board of Directors directly request the General Director, Deputy General Director, Block Director, Heads/Heads of departments, units, Directors of branches to provide necessary information and documents related to their fields of charge or issues submitted to the Board of Directors for approval.
 - b) Members of the Board of Directors may, through individuals assigned to communicate to the General Director, Deputy General Directors, heads of units in the Company about requests for information and documents. Individuals are tasked with notifying relevant units of requests of members of the Board of Directors and reporting to the Board of Directors on requests for information. The units receiving the request shall report and provide information promptly upon request on the content and time limit as notified by the individual assigned the task after the content of providing information has been approved by the General Director or Deputy General

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Director in charge.

- c) The request for information of members of the Board of Directors should bethrough a specific written form or email for the implementing units to provide accurate and timely information.

Article 31. Disclosure of information about the Board of Directors

The disclosure of information about EVNFinance's Board of Directors shall comply with the provisions of the securities law on information disclosure.


**CHAPTER VI
RELATIONS OF THE BOARD OF DIRECTORS WITH
SHAREHOLDERS, THE BOARD OF SUPERVISORS, THE BOARD
OF MANAGERS**

Article 32. Relations with shareholders of the Company

The Board of Directors is the agency representing shareholders to perform the Company's governance tasks, so it must strictly abide by the regime of honest and accurate information and reports to shareholders on the Company's operations, the results of the implementation of the Resolutions of the General Meeting of Shareholders. The Board of Directors is responsible for answering questions and settling shareholders' proposals in accordance with the provisions of law and the Company's Charter.

Article 33. Relationship between the Board of Directors and the Board of Supervisors


1. The Board of Directors shall work with the Board of Supervisors on the principle of equality and independence in the performance of its duties, and at the same time closely coordinate and support each other in the process of performing its tasks.

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2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without a good reason, upon written request to state the purpose of the meeting and issues requiring consultation of the Board of Supervisors.
3. The agenda, contents and proposed issues resolved at the meeting of the Board of Directors must be sent to the members of the Board of Supervisors at the same time as the members of the Board of Directors.
4. The Board of Supervisors has the right to attend meetings of the Board of Directors, discuss and contribute ideas on issues raised and approved at the meeting, but may not vote at the meeting.
5. The minutes, resolutions and decisions of the Board of Directors are sent to the Board of Supervisors in accordance with the Company's internal regulations on document issuance.
6. The Board of Supervisors is responsible for promptly notifying the operation results of the Board of Supervisors and necessary recommendations to the Board of Directors as prescribed.
7. When receiving inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors implements or directs the General Director and related units to build a plan and carry out timely rectification, report back to the Board of Directors, Board of Supervisors on the implementation results.

Article 34. Relationship between the Board of Directors and the General Director


1. The Board of Directors has the right to decide on the appointment, dismissal or dismissal of the General Director. The order, procedures and dossiers of application for change, approval of the list of personnel, appointment, dismissal and dismissal of the General Director shall comply with the regulations of the State Bank and the regulations on appointment and dismissal of officers of the Company.
2. The Board of Directors promulgates documents specifying the decentralization

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of authority to decide on the Company's activities.

3. The General Director is responsible for exercising the right to run the whole system of the Company.
4. The General Director reports to the Board of Directors on the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors, reports on the performance of business tasks and the administration of the Company and other reports at the specific request of the Board of Directors.
5. The General Director shall be subject to the inspection and supervision of the Board of Directors and the Board of Supervisors for the performance of his executive duties. The Board of Directors shall review the decisions of the General Director on the basis of the recommendation of the Board of Supervisors or as it deems necessary.
6. Every quarter, 6 months and year, the General Director must report to the Board of Directors on the business results of the Company and directions for the implementation of tasks in the coming period.
7. The General Director shall ensure working conditions and facilities for the Board of Directors and the working apparatus of the Board of Directors.
8. In case of necessity, members of the Board of Directors request the Board of Directors to arrange a working schedule directly with leaders of departments at the Head Office and departments/branches/centers/groups to perform the functions and tasks assigned by the Board of Directors. Immediately after receiving the request, the Board of Directors is responsible for arranging and arranging the working schedule at the request of the Members of the Board of Directors.

CHAPTER VII MISCELLANEO

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Article 35. Remuneration and operating expenses of the Board of Directors

1. Remuneration and other benefits of members of the Board of Directors shall be paid according to the following provisions:
 - a) Members of the Board of Directors are entitled to work remuneration. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;
 - b) Members of the Board of Directors have the right to be paid for meals, accommodation, travel and other reasonable expenses that they incur in the performance of their assigned duties.
2. Remuneration of members of the Board of Directors shall be included in business expenses of Electricity Joint Stock Finance Company in accordance with the law on corporate income tax and must be shown in separate items in the Company's annual financial statements, must report to the General Meeting of Shareholders at the annual meeting.

Article 36. Commendation to the Board of Directors

- a) The Board of Directors shall, within the ambit of its tasks and powers, perform the tasks of corporate governance, ensure the Company's stable and effective business development is the basis for considering and rewarding the collective members of the Board of Directors.
- b) The form and level of reward for collectives or members of the Board of Directors are determined on the basis of the total annual remuneration, bonus, and other related benefits of the Board of Directors approved by the General Meeting of Shareholders in accordance with the provisions of law and the company's charter. In case the reward level exceeds the level of remuneration, bonus and other related benefits approved by the General Meeting of Shareholders, it will be submitted to the General Meeting of Shareholders for decision.


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Article 37. Disclosure of related benefits

1. Members of the Board of Directors must declare to EVNFinance the following information, including:
 - a) Name, address of head office, line of business, number and date of issuance of the Certificate of Business Registration, Business Registration of the enterprise or economic organization in which they and their related persons own contributed capital, shares or authorization, entrust other individuals and organizations with the name of 5% or more of charter capital;
 - b) Name, head office address, line of business, number and date of issuance of the Certificate of Business Registration, Business Registration of the enterprise in which they and related persons are members of the Board of Directors, members of the Members' Council, member of the Board of Supervisors, General Director of the Directorate.
2. The disclosure of information specified in Clause 1 of this Article and the change of relevant information must be made within 07 (presentation) working days from the date of arising or change of information.
3. EVN Finance must disclose the information specified in Clause 1 of this Article annually to the General Meeting of Shareholders of EVN Finance and be listed and kept at EVN Finance's head office.
4. EVN Finance must notify in writing to the State Bank the information specified in Clause 1 of this Article within 07 working days from the date EVN Finance receives the public information as prescribed in Clause 2 of this Article.

**CHAPTER VIII
ENFORCEMENT TERMS**

Article 38. Effect and amendment and supplementation of Regulations and other regulations

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1. This Regulation takes effect from the date of signing and replaces the Regulation on organization and operation of the Board of Directors issued together with Decision No. 33/QĐ-HĐQT-TCDL dated April 28, 04, 21.
2. The amendment, supplementation and replacement of this Regulation falls under the competence of the General Meeting of Shareholders.

**ON BEHALF OF GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN**



Notice: In case of difference between two versions of English and Vietnamese, Vietnamese version shall prevail.