



EVNFINANCE JOINT STOCK COMPANY



EVNFINANCE




DRAFT

**REGULATION ON
INTERNAL MANAGEMENT
EVNFINANCE JOINT STOCK COMPANY**

(Issued together with Appendix 1: Organizing online General Meeting of Shareholders and electronic voting, offline-online combination meetings)

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 internal management regulation of EVN Finance Company was approved by the General Meeting of Shareholders of EVN Finance at the meeting on ... month ... year.... .

REVISION SUMMARY

REVISION ON	DATE OF ISSUE	SUMMARY OF AMENDMENTS
01	27/04/2021	1st amendment, replacing the Internal Management Regulation issued under Decision No. 22/QĐ-HĐQT-TCĐL dated 29/6/2018: Update changes to current legal documents such as: Enterprise Law No. 59/2020/QH dated 17/06/2020; Law on Securities No. 54/2019/QH14 dated 26/11/2019; Circular 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies; Circular 96/2020/TT-BTC dated 16/11/2020 of the Ministry of Finance guiding the disclosure of information on the stock market; Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities and related guiding documents.
02	.../.../...	Update the contents of the terms to ensure compliance with the amended Company's Charter and current legal documents;

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CHAPTER I GENERAL PROVISIONS

Article 1. Legal bases and related documents

- Pursuant to the Enterprise Law 2020 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 06, 2020;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 passed by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010; Law amending and supplementing the Law on Credit Institutions No. 17/2017/QH14 dated 20/11/2017 and implementing documents;
- Pursuant to the Law on Securities No. 54/2019 /QH passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to Circular 96/2020/TT-BTC dated 16/11/2020 of the Ministry of Finance guiding the disclosure of information on the stock market;

Article 2. Purpose of issuance.

This Regulation prescribes the basic principles of governance of EVNFinance Joint Stock Company to: (i) protect the legitimate rights and interests of shareholders and EVNFinance Joint Stock Company (the "Company") and (ii) ensure that the Company operates in compliance with the provisions of law, The Company's charter and standards and practices in the Company's business activities in order to achieve the highest business efficiency.


Article 3. Scope of regulation.

This Regulation applies to the organizational apparatus of the Company specified in the Company's Charter, including: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and assisting apparatus of the General Director.

Article 4. Basic governance principles.

This Regulation is built on the basis of the following basic governance principles:

1. Compliance with the relevant provisions of law and the Company's Charter.
2. Reasonable and effective governance structure;
3. Ensure the performance of the Board of Directors and the Board of Supervisors; improve the responsibility of the Board of Directors to the company and shareholders;


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4. Ensuring shareholders' rights, equal treatment among shareholders;
5. Ensuring the role of investors, the stock market and intermediaries in supporting corporate governance;
6. Respecting and ensuring the legitimate rights and interests of parties with related interests in the management of Ccompany;
7. Disclosing timely, complete, accurate and transparent information about the company's operations; ensure shareholders have fair access to information.

Article 5. Explanation of words and acronyms

1. In this Regulation, unless otherwise provided for in the specific context, the terms below shall be construed as follows:

- a) *Company/EVN Finance*: As EVNFinance Joint Stock Company.
- b) *Charter*: as the Charter of the Company issued from time to time.
- c) *Directors*: Including General Director, Deputy General Director, Chief Accountant and Branch Manager.
- d) *Other director*: According to the Company's regulations from time to time.
- e) *Non executive Board Members*: (hereinafter referred to as "Non-ExecutiveOfficers") is a member of the Board of Directors other than the General Director , Deputy General Director, Chief Accountant and other executives as prescribed in the company's charter.
- f) *Independent Board Member* (hereinafter referred to as "Independent Practitioners") means a member specified in Clause 2, Article 155 of the Law on enterprises and Clause 2, Article 50 of the Law on Credit Institutions;
- g) *Related persons*: defined under Clause 28 Article 4 of the Law on Credit Institutions for issues related to the organization and operation of EVN Finance which are regulated by the law on credit institutions. For the disclosure of information and other matters not provided for by the law on credit institutions, related persons shall be determined respectively in compliance with the provisions of the Law on Enterprises and the Law on Securities.
- h) *Person in charge of corporate governance*: A person with responsibilities and powers specified in Article 281 of the Government's Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.
- i) *GSM*: the General Meeting of Shareholders of the Company.
- j) *BOD*: the Board of Directors of the Company.
- k) *General Director*: the General Director of the Company.
- l) *BOS*: the Board of Supervisors.

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2. Words, terms, terms and concepts not defined in this Article, shall be construed in each specific context in the Regulations and relevant regulations of the Company and of law.

Article 6. General governance structure

The Company's governance structure includes:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.


CHAPTER II

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 7. Shareholders' rights.

Shareholders have full rights and obligations as prescribed by law and the Company's Charter, in addition to the following rights:

1. Right to fair treatment: Each share of the same class gives shareholders equal rights, obligations and benefits. In case the Company has classes of preference shares, the rights and obligations attached to the types of preferred shares must be fully disclosed to shareholders and must be approved by the GSM.
2. The right to full access to periodic and unusual information published by the Company in compliance with the provisions of law.
3. The right to protect their legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in compliance with the provisions of the Charter and relevant laws.
4. Shareholders or groups of shareholders owning 05% (**five percent**) of the total number of ordinary shares or more in compliance with the provisions of the Company's Charter have the following additional rights:
 1. Request the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises.
 2. Review, look up and extract minutes books and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts, transactions subject to approval of the Board of Directors and other documents , except documents related to trade secrets and business secrets of the Company;
 - a. Request the Board of Supervisors to examine each specific issue related to the management and operation of the Company when deeming it necessary. The request must be in writing; must have full name, permanent address, nationality, number of identity card, passport or

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other lawful personal identification for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number, for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; Issues to check, purpose of inspection;

- b. Proposing issues to be included in the agenda of the General Meeting of Shareholders in compliance with the provisions of the company's charter.
- c. Other rights as prescribed by law and the company's charter .

5. Shareholders or groups of shareholders owning 10% (ten percent) of the total number of ordinary shares or more have the right to nominate persons to the Board of Directors or the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors shall be as follows:


1. Common shareholders form a group to nominate people to the Board of Directors and the Board of Supervisors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;
 - a. Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause are entitled to nominate one or several people according to the decision of the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Supervisors and the shareholders or groups of shareholders at Point f, Clause 7, Article 43 and Point f, Clause 4, Article 55 of the company's charter

6. Shareholders or groups of shareholders owning at least 01% of the total number of ordinary shares have the right to initiate lawsuits on their own or on behalf of the Company for personal liability, joint liability against members of the Board of Directors or the General Director to demand refund of benefits or compensation for damage to the Company or others in the cases specified in Clause 1 of the Article 166 Law on Enterprises.

Article 8. Obligations of Major Shareholders

Major shareholders have obligations of shareholders in accordance with the Law on enterprises and relevant laws, in addition to ensuring compliance with the following obligations:

1. Major shareholders may not take advantage of their advantages to affect the rights and interests of the Company and other shareholders in accordance with the provisions of law and the Company's charter;
2. Major shareholders are obliged to disclose information in accordance with law.

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Article 9. The role of the GSM in corporate governance.

1. The GSM consists of all shareholders with voting rights, is the highest decision-making body of the Company and has the right to decide the most important issues of the Company in accordance with the provisions of Law and the Charter.
2. The GSM operates through the Annual General Meeting or the Extraordinary General Meeting of Shareholders.
3. Decisions of the GSM are valid only when approved by shareholders or authorized persons as prescribed in Article 31 of the company's charter.

Article 10. Convening the GSM.

1. Annual General Meeting of Shareholders:

- a) The General Meeting of Shareholders meets annually once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The place of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting and must be in the territory of Vietnam.
- b) The General Meeting of Shareholders must hold an annual meeting within 04 months from the end of the fiscal year.

2. Extraordinary GSM:


The Board of Directors or the convener of the extraordinary GSM in certain cases as prescribed in Article 23 of the Company's Charter.

Article 11. Procedures and order for conducting the Annual General Meeting to approve resolutions by voting at the meeting

The order and procedures for conducting the Annual General Meeting shall comply with this Regulation and relevant provisions of the Charter and law. Some main regulations on procedures and order for conducting GSM meetings are as follows:

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the list of shareholders of the Company. The list of shareholders entitled to attend the General Meeting of Shareholders is made no more than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders. The company must publish information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.

The list of shareholders entitled to attend the GSM is made based on the list of shareholders of the Company. The list of shareholders entitled to attend the GSM is made in accordance with the provisions of the company's charter.

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2. The notice of convening the GSM shall comply with the provisions of Article 27 of the company's charter. In addition, some key provisions on the notice of convening the GSM, are as follows:

- a) The convenor of the GSM must send a notice of meeting invitation to all shareholders entitled to attend the meeting at least 21 days before the opening date (especially information related to members of the Board of Directors, members of the Board of Supervisors at least 10 days before the opening date of the General Meeting of Shareholders).
- b) Meeting documents include: form of appointment of authorized representative to attend the meeting, meeting agenda, voting slips, documents used in the meeting and draft resolutions for each issue on the meeting agenda.
- c) The notice of meeting invitation and accompanying documents will be published on the Company's website simultaneously with the sending of the notice to shareholders.

3. How to register for the GSM.

- a) Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - Attend and vote directly at the meeting;
 - Authorize their representatives to attend and vote at the meeting;
 - Attend and vote through online conferences, electronic voting or other electronic forms as detailed in Appendix 01 of this Regulation.
 - Send votes to the meeting via mail, fax, email.
- b) On the opening day of the meeting, shareholders and authorized persons attending the meeting must be present at the meeting location or log in to the access account provided by the Company at the time notified to complete the registration procedures for the meeting. The time period for registration is made according to the meeting invitation notice.
- c) At the end of the registration period, if the minimum rate to conduct the meeting has been met, the Chairperson can start the meeting to ensure progress, no need to wait until there are enough shareholders entitled to attend the meeting;
- d) Shareholders or persons authorized to attend the meeting until after the meeting has opened are registered and have the right to participate in voting on issues immediately after registration. In this case, the validity of the previously voted contents does not change.

4. The methods of voting, the method of counting votes, the notification of vote counting results, the method of opposing decisions of the GSM, the preparation of minutes of the GSM, the announcement of resolutions and other matters shall comply with the Company's Charter, these Regulations, the Working Regulations of each period at the GSM and according to the law.

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Article 12. Voting procedure at the GSM

1. The GSM shall discuss and vote on each issue or group of issues in the program under the control of the chairperson.
2. When attending the GSM, each shareholder is issued a Voting Slip issued by the Company. Voting at the convention will be conducted by collecting or counting votes in favor of an issue and then collecting or counting the number of veto votes on that issue, and then giving the total number of votes. The total number of votes in favor of an issue, veto an issue, or no vote, will be announced by the Chair immediately after voting on an issue.
3. Method of counting votes: The General Meeting of Shareholders elects one or several people to the vote counting committee at the proposal of the chairperson of the meeting.
4. In case a shareholder attends the General Meeting of Shareholders through an online conference, the implementation of voting and electronic voting procedures is detailed in Article 13 of Index 01 of this Regulation.

Article 13. Minutes of the GSM.

1. The meeting of the GSM must be recorded in the minutes book of the Company and may be recorded or recorded and kept in other electronic forms. The minutes of the meeting must contain the main contents specified in Article 33 of the company's charter.
2. Minutes of the GSM must be made in Vietnamese and may be made in a foreign language, and these two copies have equal legal validity. In case these two minutes have differences in content, they shall be explained according to the minutes made in Vietnamese.

In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairperson and secretary to sign the meeting minutes
3. The minutes of the GSM must be completed and approved before the closing of the meeting.
4. The chairperson and secretary of the meeting or another person signing the meeting minutes must be jointly responsible for the truthfulness and accuracy of the minutes contents.
5. Minutes of the GSM must be published to shareholders on the Company's website.
6. Minutes of the General Meeting of Shareholders, an appendix to the list of shareholders registering to attend the meeting, adopted resolutions and relevant documents enclosed with the notice of meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the head office of the Company


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Article 14. Decision of the GSM.

1. The decision of the GSM shall be adopted when it fully meets the conditions specified in Article 31 of the Company's Charter and has the highest effective value in the Company. All relevant persons and individuals (including members of the Board of Directors, members of the Board of Supervisors and members of the Executive Board, shareholders ...) are obliged to enforce.
2. The decision of the GSM must be notified to shareholders entitled to attend the GSM in accordance with the law and the company's charter.
3. Within ninety days from the date of receipt of the minutes of the GSM or minutes of vote counting results for opinions of the GSM, shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to request the Court or Arbitrator to consider or cancel the resolution or part of the resolution of the GSM in the prescribed cases in Article 34 of the company's charter.

Article 15. Procedures for the Annual General Meeting to approve resolutions in the form of collecting written opinions of shareholders.

1. The Board of Directors has the right to collect written opinions of shareholders to approve the decision of the GSM in accordance with the provisions of the Company's Charter and law at any time if it deems it necessary for the benefit of the Company, except for the issues specified in Clause 1, Article 30 of the Company's Charter.
2. The Board of Directors must prepare opinion forms, draft resolutions of the GSM, explanatory documents for the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion form. The preparation of the list of collecting opinions of shareholders, requests and methods of collecting opinions and methods of sending shall comply with the provisions of the company's charter and relevant laws.
3. The opinion form must contain the principal contents as prescribed in the company's charter and be sent to shareholders according to the order and procedures mentioned in Clause 2 of this Article.
4. The opinion form sent to the Company must comply with the provisions of Clauses 4, Article 32 of the Company's charter.
5. The Board of Directors shall organize the counting of votes and make minutes of vote counting under the witness and supervision of the Board of Supervisors or of shareholders not holding management positions in the Company. The minutes of vote counting must contain the principal contents specified in Clause 5, Article 32 of the company's charter.
6. Minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. In case the company has a website, the sending of vote counting minutes and resolutions may be replaced by posting on the company's website;


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7. Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
8. The answered opinion form, the vote counting minutes, the adopted resolution and relevant documents attached to the opinion form must be kept at the head office of the Company.
9. Decisions adopted in the form of collecting written opinions of shareholders have the same validity as decisions adopted at the GSM.

CHAPTER III BOARD OF DIRECTORS

Article 16. Organizational structure and role of the Board of Directors in corporate governance.

1. The Board of Directors is the governance body of the Company, has full power on behalf of the Company to decide and perform the rights and obligations of the Company, except for matters within its competence
rights of the GSM.
2. The Board of Directors shall formulate the Regulations on organization and operation of the Board of Directors to submit to the GSM for promulgation and the Board of Directors to promulgate internal regulations related to the organization, governance and operation of the Company, except for matters under the competence of the Board of Supervisors or of the GSM on the basis of relevant provisions of Law and the Company's Charter.
3. The Board of Directors has other tasks and powers as prescribed in the company's charter and relevant laws.
4. The Board of Directors must have not 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 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. Board members may be elected or reappointed for an unlimited number of terms. The term of office of a 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 shall continue 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. The number of independent BOD members of EVN Finance must meet the following provisions:


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- 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 the number of BOD members from 06 to 08 members;
- iii) There are at least 02 independent members in case EVN Finance has the number of BOD members from 06 to 08 members.

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 or does not meet the minimum number of members as prescribed in EVN Finance's Charter, within 60 (sixty) days from the date of insufficient number of members, EVN Finance must add a sufficient number of members of the Board of Directors. The order, procedures and dossiers of application for approval of the tentative list of election and appointment of the Chairman and members of the Board of Directors shall comply with regulations of the State Bank. The results of election, dismissal and dismissal of EVN Finance's Chairman and members of the Board of Directors must be reported to the State Bank in writing and relevant documents within 10 (ten) working days.

Article 17. Order and procedures for nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors.

1. Criteria for members of the Board of Directors: Members of the Board of Directors must fully meet the criteria and conditions specified in Article 46 of the company's charter.
2. Principles of shareholders and groups of shareholders nominating people to the Board of Directors according to the provisions of Clause 7, Article 43 of the company's charter.
3. Information related to BOD candidates (in case candidates have been identified) shall be published at least ten (10) days before the opening date of the GSM on the Company's website so that shareholders can learn about these candidates before voting.
 - a) Information regarding minimum disclosed Board candidates includes::
 - Full name, date of birth;
 - Qualifications;
 - Work history;
 - Names of companies in which the candidate holds the post of Executive Officer of the Board of Directors and other management titles;
 - Benefits related to the Company (if any);
 - Other information (if any).
 - b) BOD candidates have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and must commit to perform the duties of the BOD members honestly, loyally, carefully and in the best interests of the Company if elected as members of the BOD.

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4. The company must ensure that shareholders have access to information about the companies in which the candidate is holding the position of a member of the Board of Directors, other management titles and interests related to the company of the candidate (if any).

5. How to elect members of the Board of Directors.

The voting for the election of members of the Board of Directors is carried out by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of ownership shares multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all their votes for one candidate or divide among candidates.

6. Cases of dismissal or dismissal of members of the Board of Directors.


The dismissal and dismissal of members of the Board of Directors shall comply with the provisions of Article 39 of the company's charter.

Article 18. Order and procedures for holding a meeting of the Board of Directors

The Board of Directors may meet periodically or irregularly. Regular meetings of the Board of Directors shall be convened by the Chairman or Vice Chairman/member of the Board of Directors authorized by the Chairman of the Board of Directors in compliance with the laws and internal regulations of the company whenever necessary, but must meet at least once a quarter. The Board of Directors may meet at the head office of the Company or elsewhere. The Board of Directors shall hold meetings in accordance with the order and procedures specified in Article 49 of the Company's Charter, Article 28 of the Regulations on organization and operation of the Board of Directors and the provisions of law. Some regulations on the order and procedures for holding the Board of Directors meeting are as follows:

1. Notice of the meeting of the Board of Directors: When convening a meeting, the meeting convener must send a notice of meeting invitation at least 03 (three) working days before the date of the meeting. The Notice of the Board of Directors meeting shall be made in Vietnamese, clearly stating the meeting agenda, time and place and must be accompanied by necessary documents on the issues to be discussed and voted on at the Board of Directors meeting 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. Conditions for holding a Board of Directors meeting: A meeting of the Board of Directors shall be conducted when 3/4 (three-quarters) or more of the total number of members attend the meeting 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 the 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 Board members attend the meeting.

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

- a) Attend and vote in person at the meeting;
- b) Authorize others to attend the meeting and vote if approved by a majority of the Board of Directors;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send votes to the meeting via mail, fax, email;
- đ) Send the vote by other means as prescribed in the company's charter.

3. How to approve the resolution of the Board of Directors:

1. In case of approving a decision by vote at the meeting, the decision of the Board of Directors shall be adopted if approved by a majority of votes. In case the number of votes is equal, the final decision belongs to the side with the opinion of the chairperson of the meeting.
2. In the case of collecting written opinions to approve 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 convened and held ordinarily, if:
 - 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;;
 - b. The number of members of the Board of Directors entitled to participate in written voting must meet the conditions on the number of members required to conduct the Board of Directors meeting.

4. Minutes of the Board of Directors meeting: The minutes of the Board of Directors meeting must be made in detail and clearly. In case the chairperson or minutes recorder refuses to sign the minutes of the meeting, but if signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed in Clause 12, Article 49 of the company's charter, this minutes shall take effect. Minutes of the Board of Directors meeting must be kept in accordance with the provisions of law and the company's charter.

5. Resolutions and decisions of the Board of Directors.


Resolutions and decisions of the Board of Directors shall be adopted according to the provisions of Clauses 10 and 11, Article 49 of the company's charter.

6. Every year, the Board of Directors requests independent members to make an assessment report on the operation of the Board of Directors and this assessment report may be announced at the Annual General Meeting of Shareholders.

Article 19. Committees of the Board.

1. The Board of Directors shall establish committees to assist the Board of Directors in performing its tasks and powers, including the Risk Management Committee and the HR Committee.



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2. The Board of Directors shall prescribe the tasks and powers of these two Committees under the guidance of the State Bank and relevant laws.

CHAPTER IV BOARD OF SUPERVISORS

Article 20. The role and structure of the Board of Supervisors in corporate governance

1. The Board of Supervisors is an agency elected by the GSM, acting on behalf of shareholders to conduct internal audit, control and evaluate the observance of the provisions of law, internal regulations, the company's charter, resolutions and decisions of the GSM and the Board of Directors.


2. The BOARD OF SUPERVISORS has at least 03 (three) members and not more than 05 (five) members, of which at least one half of the total number of members are full-time members, not concurrently holding other positions or jobs at the Company or other enterprises.

3. The term of office of the BOARD OF SUPERVISORS shall not exceed 05 (five) years. The term of office of a BOARD OF SUPERVISORS member follows the term of office of the BOARD OF SUPERVISORS. BOARD OF SUPERVISORS members can be elected or reappointed for an unlimited number of terms. The term of office of the added or replaced member is the remainder of the term. The Board of Supervisors of the just-ended term continues to operate until the Board of Supervisors of the new term takes over the work.

Article 21. Order and procedures for nomination, candidacy, election, dismissal and dismissal of members of the Control Board.

1. Criteria and conditions for members of the Control Board:

- a) Not falling into the subjects specified in Clause 1, Article 36 of the company's charter
- b/ Having professional ethics
- c) Having a university degree or higher in one of the fields of economics, business management, law, accounting and auditing; have at least 03 (three) years working directly in the field of banking, finance, accounting or auditing;
- d) Not being a family relative, related person of the Company's manager, the representative of the capital portion of the enterprise, the representative of the state capital portion at the Company;
- e) A member of the full-time Control Board must reside in Vietnam while in office;
- f) Nominator or employee of an independent auditing firm has audited the company's financial statements for the previous 03 years.

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2. The candidacy and nomination of members of the Control Board shall be similar to the provisions on nomination and nomination of persons to the Board of Directors in this Regulation and the company's charter.

3. Information related to candidates of the Board of Supervisors (in case candidates have been identified) shall be published at least ten (10) days before the opening date of the GSM on the Company's website so that shareholders can learn about these candidates before voting.

a) Information regarding minimum published Board of Supervisors candidates includes::


- Full name, date of birth;
- Qualifications;
- Working history;
- Name of the companies in which the candidate is holding the position of a member of the Board of Supervisors and other managerial titles;
- Interests related to the Company and its related parties;
- Other information (if any) as prescribed in the company's charter.

b) BOARD OF SUPERVISORS candidates have a written commitment to the truthfulness, accuracy and reasonableness of the published personal information and must commit to perform the duties of BOARD OF SUPERVISORS members honestly, loyally, carefully and in the best interests of the Company if elected as BOARD OF SUPERVISORS members.

4. Công ty phải đảm bảo cổ đông có thể tiếp cận thông tin về các công ty mà ứng viên đang nắm giữ chức vụ thành viên BOARD OF SUPERVISORS, các chức danh quản lý khác và các lợi ích có liên quan tới công ty của ứng viên BOARD OF SUPERVISORS (nếu có).

5. Replacement of members of the Board of Supervisors

- a) Members of the Board of Supervisors will automatically lose their status or be dismissed or dismissed from their titles according to the provisions of Articles 38 and 39 of the company's charter. The order, procedures and dossiers of application for change and approval of the election, appointment, dismissal or dismissal of the Head of the Board and members of the Control Board shall comply with regulations of the State Bank.
- b) Within 15 (fifteen) days from the date on which the Head of the Control Board automatically loses his membership of the Control Board, the members of the Control Board shall hold a meeting of the Control Board to elect a member of the Control Board (qualified and conditional as prescribed by the State Bank) as the Head of the Control Board.
- c) If the Head of the Board of Supervisors wishes to resign as the Head of the Board, a letter must be sent to the Board of Directors and the Board of Supervisors. Within 60 (sixty) days from the date of receipt of the application, the Control Board must hold a meeting to consider the decision and carry out procedures for dismissal, dismissal and election of the Head of the Control Board in accordance with current regulations.

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- d) A member of the Board of Supervisors who wishes to resign must send an application to the Board of Directors and the Board of Supervisors to submit to the nearest General Meeting of Shareholders for decision.
- e) In case of insufficient two-thirds of the total number of members of the Board of Supervisors or the minimum number of members of the Control Board as prescribed in the company's charter, within 60 (sixty) days from the date of insufficient number of members of the Board of Supervisors as prescribed, The Board of Supervisors must request the Board of Directors to convene the General Meeting of Shareholders to elect additional members of the Board of Supervisors.
- f) In other cases, the nearest meeting of the General Meeting of Shareholders will elect new members of the Board of Supervisors to replace the members of the Board of Supervisors who are dismissed, dismissed or supplemented with missing members.

CHAPTER V

GENERAL DIRECTOR


Article 22. The role of the General Director.

The General Director is appointed by the Board of Directors from among the members of the Board of Directors or hired. The General Director is the highest executive person of the Company, responsible to the Board of Directors for the exercise of his rights and obligations.

Article 23. Order and procedures for nomination, candidacy, election, dismissal or dismissal of the General Director.

1. Criteria and conditions for the General Director: The General Director must fully meet the criteria and conditions prescribed in the company's charter, specifically:

- a) Not falling into the subjects specified in Clause 1, Article 36 of the Charter and Clause 2, Article 17 of the Enterprise Law 2020;
- b/ To ensure professional ethics;
- c) Having a university degree or higher in one of the fields of economics, business management or law;
- d/ Having worked for at least 05 (five) years as an executive of a credit institution; or having at least 05 (five) years working as General Director or Deputy General Director of an enterprise with equity capital at least equal to the legal capital level for each type of corresponding credit institution and having at least 05 years working directly in the financial sector, banking, accounting, auditing; or have at least 10 (ten) years working directly in the field of finance, banking, accounting or auditing;
- e) Residing in Vietnam during the term of office.

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f) Not being a family member of EVN Finance's manager, EVN Finance's controller; the representative of the state capital, the representative of the capital portion of the enterprise at EVN Finance;

2. Appointment and dismissal of General Director.

a) The Board of Directors shall issue a decision on appointment and dismissal of the General Director. The order, procedures and dossiers on the appointment and dismissal of the General Director shall comply with the regulations of the State Bank and the Regulations on appointment and dismissal of the Company.


b) The general director, after obtaining the appointment decision of the Board of Directors, may assume the work of the newly appointed title; The old General Director is responsible for handing over the work to the new General Director for processing and shall be personally responsible for his decisions during the period of his or her qualification for that title.

c) In case the General Director automatically loses his status as General Director, the Board of Directors must immediately appoint a Deputy General Director or a Head of Operations Department (in case there is no Deputy General Director) to satisfy the conditions prescribed by the State Bank and not fall into the subjects specified in Article 36 of the Charter to undertake the work of the General Director and have immediately report in writing to the State Bank within 05 (five) working days from the date on which the subject is automatically disqualified.

d) Within a maximum of 60 (sixty) days from the date on which the General Director is automatically disqualified as the General Director or the Board of Directors issues a decision to dismiss or dismiss the General Director, the Board of Directors must find a replacement and carry out procedures for applying for the appointment of a new General Director in accordance with law.

e) In case the General Director seriously violates the provisions of law, the State Bank and the Company's charter, the Board of Directors has the right to temporarily suspend the executive power of the General Director and at the same time immediately appoint a Deputy General Director or a Head of Operations Department (in case there is no Deputy General Director) to ensure the conditions prescribed by the House Bank countries, not subject to Article 36 of the company's charter to undertake the work of the General Director and immediately make written reports and proposals for handling violations, as well as the title of General Director, and send them to the State Bank for settlement according to current regulations.

f) During the period when the General Director has not been officially appointed, the Chairman of the Board of Directors and members of the Board of Directors, the Head of the Board of Supervisors and members of the BOARD OF SUPERVISORS are fully responsible before law and to shareholders for all activities of the Company.

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**CHAPTER VI
PERSON IN CHARGE OF CORPORATE GOVERNANCE**

Article 24. The person in charge of the management of the company.

1. The Board of Directors of a public company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the Secretary of the company according to the provisions of Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not simultaneously work for an approved auditing organization that is auditing the company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:


- a) Advising the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related works between the company and shareholders;
- b) Prepare meetings of the Board of Directors, the Board of Supervisors and the 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) Attend meetings;
- dd) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Supervise and report to the Board of Directors on the company's information disclosure activities;
- h) Act as a point of contact with relevant interested parties;
- i) Confidentiality of information in accordance with the provisions of law and the company's charter;
- k) Other rights and obligations as prescribed by law and the charter of the medical company.

CHAPTER VII

**COORDINATE ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE
BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR**

Article 25. The principle of coordination.

The Board of Directors, the Board of Supervisors and the General Director coordinate activities according to the following principles:

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1. Always for the common benefit of the Company.
2. To comply with relevant provisions of the Law, EVN Finance's Charter and internal regulations.
3. Working with the highest sense of responsibility, honesty, cooperation and regular exchange in order to jointly remove obstacles and difficulties (if any).

Article 26. Contents of coordination between the Board of Directors, Board of Supervisors and CEO.

1. Convene the Board of Directors meeting

The Board of Supervisors and the General Director have the right to propose the convening of an extraordinary meeting of the Board of Directors to discuss and resolve issues within the competence of the Board of Directors as prescribed in the Charter, the Regulations on organization and operation of the Board of Supervisors and the Regulations on organization and operation of the BOARD OF SUPERVISORS.


2. Participate in meetings of the Board of Directors.

1. The General Director participates in meetings of the Board of Directors in accordance with the Charter and internal regulations of the Company. The General Director is responsible for reporting on the program, the implementation of the BOD's resolution, assigned tasks and business plans.
2. The Board of Supervisors attends meetings of the Board of Directors, expresses opinions and makes recommendations, but does not participate in voting on resolutions of the Board. The Board of Supervisors shall promptly notify the Board of Directors of the operation results of the Supervisory Board, may consult the Board of Directors before submitting reports, conclusions and recommendations to the GSM and directly report to the GSM.
3. Resolutions and decisions of the Board of Directors must be sent 01 copy to the Head of the Control Board for supervision and 01 copy to the General Director for knowledge and implementation after promulgation.

3. Coordinate between the CEO and the Board of Directors in the performance of assigned tasks


- a) The General Director is responsible to the Board of Directors for directing the implementation of relevant contents mentioned in resolutions and decisions of the Board of Directors. The General Director must promptly report to the Board of Directors in case it is realized that the actual implementation of resolutions or decisions of the Board of Directors at the present time or in the future may adversely affect the business activities of the Company for consideration by the Board of Directors. In case the Board of Directors does not issue a resolution or a replacement decision, the General Director is obliged to continue implementing the issued resolution or decision of the Board of Directors.
- b) The General Director is responsible for reporting to the Board of Directors, the Board of Supervisors, the General Meeting of Shareholders on the operation, efficiency and results of



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business and other issues related to the operation of the Company in accordance with the provisions of law and the Company's Charter.

- c) Members of the Board of Directors have the right to request the General Director, Deputy General Director, Chief Accountant, Branch Director or other Executives of the Company to provide information, documents, reports on their areas of charge or issues to submit to the Board of Directors for approval. The General Director, Deputy General Director, Chief Accountant, Branch Directors or other Executives are responsible for providing information, documents and reports to members of the Board of Directors upon request and are responsible before law for the accuracy, truthfulness and completeness of the provided information
 - d) The General Director may decide to apply measures beyond his competence in case of emergency (natural disasters, enemy disasters, fires, incidents) and take responsibility for those decisions, then must immediately report to the Board of Directors for further resolution.
4. Coordinate control and supervision activities between members of the Board of Directors, members of the Board of Supervisors and the General Director
- a) The relationship between the BOARD OF SUPERVISORS and the Board of Directors
 - 1. The Board of Supervisors may consult with the Board of Directors before submitting reports and recommendations to the GSM.
 - 2. The Board of Directors, members of the Board of Directors, General Director must provide complete, accurate and timely information and documents on the management, management and business activities of the Company at the request of the Board of Supervisors.
 - 3. The members of the Board of Supervisors are provided with necessary documents and information by the Board of Directors for the work of the BOARD OF SUPERVISORS. The BOARD OF SUPERVISORS operates as an objective and independent person in the process of inspecting and controlling business activities – managing – operating the Company, and the BOARD OF SUPERVISORS is responsible for coordinating with the Board of Directors to monitor and direct the correction process and handle violations according to the recommendations of the BOARD OF SUPERVISORS after each inspection.
 - 4. In case the Board of Supervisors detects violations of the law or violations of the Company's Charter by members of the Board of Directors, General Director and other managers, the Board of Supervisors must notify in writing to the Board of Directors as soon as possible or as prescribed by the Company.
 - b) Relationship between the BOARD OF SUPERVISORS and the General Director:
 - The BOARD OF SUPERVISORS has the right to inspect and supervise the performance of the tasks of managing the General Director. The BOARD OF SUPERVISORS reserves the right to request (periodically or irregularly) the provision of all necessary reports,

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documents and information to the Board of Supervisors. The General Director is responsible for monitoring, directing the professional apparatus, correcting and handling violations according to the recommendations of the Control Board after each inspection.


- The Board of Supervisors may use the Company's internal inspection and control system to perform its tasks, request professional departments and employees directly doing the work done to serve the inspection or audit
- When performing inspection and control tasks, members of the Board of Supervisors must notify in advance the written working plan of the Head BOARD OF SUPERVISORS, to ensure that it does not affect the daily business activities of the Company

CHAPTER VIII

PREVENTING CONFLICTS OF INTEREST AND DEALS WITH STAKEHOLDERS

Article 27. Responsibility to be honest and avoid conflicts of interest of members of the Board of Directors, Board of Supervisors, Board of Mangement and other Directors

1. Members of the Board of Directors, members of the Board of Supervisors, Executive Board and other executives must disclose relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, Executive Board and other Executives and persons related to these members are not allowed to use the information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, members of the Board of Supervisors, Executive Board and other Executives are obliged to notify the Board of Directors and the Board of Supervisors of transactions between EVN Finance, its subsidiaries and companies controlled by EVN Finance of more than 50% of charter capital and that member or with persons related to that member in accordance with law. 4. A member of the Board of Directors may not vote for transactions that benefit that member or related persons of that member in accordance with the Law on Enterprises and the Company's charter. Members of the Board of Directors, members of the Board of Supervisors, Executive Board and other Executives and persons related to the above members may not use information that has not been authorized to be published by the Company or disclosed to others to carry out related transactions.

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Article 28. Transactions with Relevant Persons..

1. The Company is responsible for complying with the provisions of law in dealing with the Concerned Person.
2. When conducting transactions with related persons, the Board of Directors/Board of Directors/Other Executives must ensure the signing of written contracts on the principle of equality and voluntariness.
3. The contents of the contract with related persons must be clear and specific and disclosed believe in accordance with the law.

Article 29. Ensure the legal rights of parties with interests related to the Company

1. The Company must fulfill its responsibilities to the community and persons with interests related to the Company in accordance with current laws and the Charter.
2. The company must comply with labor, environmental and social laws.

CHAPTER IX

REPORTING AND DISCLOSURE


Article 30. Reporting and disclosure of information on corporate governance

Report on the Company's governance at the Annual General Meeting of Shareholders and disclose information in the Company's Annual Report in accordance with the securities law on information disclosure.

Article 31. Responsible for reporting and disclosure of information of members of the Board of Directors, members of the Board of Supervisors and General Director.

In addition to the responsibilities specified in Article 27 of this Regulation, members of the Board of Directors, members of the Board of Supervisors and General Director shall report to the Board of Directors and the Board of Supervisors in the following cases:

1. Transactions between the company and the company in which the above persons are founding members or managers of the enterprise during the last 03 years before the time of transaction.
2. Transactions between the company and the company in which the related person of the above persons is a member of the Board of Directors, General Director (Director) or major shareholder.

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CHAPTER X

PERFORMANCE EVALUATION, REWARD AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER MANAGERS

Article 32. Evaluate the performance of members of the Board of Directors, members of the Board of Supervisors, General Director and other managers.


1. Evaluate the performance of members of the Board of Directors, members of the Board of Supervisors, General Director and other managers in the following forms:
 - a. Self-assessment comments;
 - b. Annual performance assessment shall be conducted at the end of the year;
 - c. Unscheduled assessment;
 - d. Other methods selected by the Board of Directors from time to time.
2. The Board of Directors will evaluate the activities of the members of the Board of Directors and the titles appointed by the Board of Directors.
3. The Control Board will evaluate the activities of members of the Control Board.
4. The General Director shall conduct an evaluation of the activities of the titles appointed by the Executive Board.

Article 33. Operational evaluation criteria..

Criteria for evaluating the performance of members of the Board of Directors, the Board of Supervisors and the Executive Board include the performance of assigned work, the level and volume of completion, the quality and efficiency of work of individuals and units.

Article 34. Commend and reward

1. Members of the Board of Directors, Board of Supervisors, General Director and other managers with achievements in the management and management of the Company and other assigned tasks will be considered and rewarded in accordance with the provisions of Law and the Company.
2. The General Meeting of Shareholders shall decide on bonus levels for members of the Board of Directors and members of the Board of Supervisors in accordance with the Charter and Law.
3. The Board of Directors shall decide on the bonus level for the titles of the Board of Directors directly managed according to the internal regulations of the Company. The forms and levels of reward, order and procedures for award consideration will be implemented according to the decision of the Board of Directors in each period.
4. Members of **the** Board of **Directors**, Board of Supervisors and Executives are not required to pay bonuses when EVN Finance **suffers** losses.

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Article 35. Discipline.

1. Members of the Board of Directors, Board of Supervisors, General Director and other managers in the course of performing their duties who violate relevant provisions of the Law, the Charter and other regulations of the Company shall, depending on the nature, extent and consequences of their violations, be disciplined in accordance with the provisions of Law and/or the Company.
2. The General Meeting of Shareholders shall consider and handle according to its competence violations committed by the Board of Directors and the Board of Supervisors causing damage to EVN Finance and EVN Finance's shareholders.
3. The Board of Directors has the authority to decide on discipline for titles managed by the Board of Directors on the basis of regulations promulgated by the Board of Directors
4. The Control Board has the authority to decide on discipline for positions under the Ministry internal audit department on the basis of internal regulations of the Company.

**CHAPTER XI
ENFORCEMENT TERMS**

Article 36. Enforcement Terms.

1. This Regulation is approved by the General Meeting of Shareholders onMatters not mentioned in this Regulation shall comply with relevant provisions of EVN Finance's laws and other regulations.
2. In case there is a conflict between the provisions of this Regulation and the provisions of the company's charter on the same issue, the provisions of the company's charter shall prevail. When there are any contents in this Regulation contrary to the provisions of law, it automatically ceases to be enforceable.

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

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

