

**GENERAL MEETING OF SHAREHOLDERS
EVN FINANCE JOINT STOCK COMPANY**

EVN FINANCE

DRAFT

**CHARTER OF ORGANIZATION AND
OPERATION**

**Rev. 14
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INTRODUCTION

EVN Finance Joint Stock Company (hereinafter referred to as EVN Finance) is a joint-stock company established in accordance with the provisions of the Law on Enterprises and the Law on Credit Institutions. EVN Finance conducts banking activities and other related business activities as prescribed by law for profit purposes, contributing to the achievement of the State's economic objectives. The organization and operation of EVN Finance are carried out in accordance with this Charter, the current regulations of the State Bank of Vietnam, and other relevant legal provisions

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings ascribed to them:

- a. "Vietnam" refers to the Socialist Republic of Vietnam.
- b. "Laws" include all laws, ordinances, decrees, regulations, circulars, decisions, and other legal normative documents issued by Vietnamese state agencies and currently effective.
- c. "Enterprise Law" refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
- d. "Law on Credit Institutions" refers to the Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, effective from July 1, 2024, and its amendments and supplements.

- e. "Law on the State Bank of Vietnam" refers to the Law on the State Bank of Vietnam No. 46/2010/QH12 passed by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010.
- f. "Law on Securities" refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
- g. "Business Area" refers to the territory of Vietnam and foreign countries as specified in the State Bank's license.
- h. "State Bank" refers to the State Bank of Vietnam.
- i. "Vietnam Electricity Group" (hereinafter referred to as EVN) is organized as a one-member limited liability company wholly owned by the State, under Decision No. 975/QĐ-TTg dated June 25, 2010, of the Prime Minister.
- j. "Duration of Operation" refers to the period during which EVN Finance conducts business activities as prescribed by law, starting from the date the State Bank grants the License for Establishment and Operation. EVN Finance's operation may be extended based on a decision of the General Meeting of Shareholders and must be approved by the State Bank.
- k. "Statutory Capital" refers to the minimum capital required by law for a financial company. EVN Finance must maintain the actual value of charter capital at least equal to the statutory capital.
- l. "**Charter Capital**" refers to the total nominal value of shares sold or registered for purchase upon the establishment of EVN Finance.
- m. "**Actual Value of Charter Capital**" is determined by the charter capital plus share premium, cumulative undistributed profits, minus accumulated unprocessed losses as reflected in the accounting records.
- n. "**Shares**" are the Charter Capital divided into equal portions.
- o. "**Share Certificates**" are certificates issued by EVN Finance, book entries, or electronic data confirming the ownership of one or multiple shares of EVN Finance.
- p. "**Shareholder**" is an organization or individual owning at least one issued share of EVN Finance.
- q. "**Founding Shareholder**" of EVN Finance is a shareholder owning at least one ordinary share and listed in the founding shareholder register of EVN Finance.

- r. "**Major Shareholder**" is an organization or individual directly or indirectly owning 5% or more of the voting shares of EVN Finance.
- s. "**Shareholder Register**" refers to a paper document or electronic database recording information about the share ownership of EVN Finance shareholders. The shareholder register must contain the essential contents as prescribed by the Enterprise Law.
- t. "**Dividend**" refers to the net profit paid for each share in cash or other assets from the remaining profit of EVN Finance after fulfilling financial obligations.
- u. "**Board of Directors**" refers to the Board of Directors of EVN Finance.
- v. "**Manager**" of EVN Finance includes the Chairman of the Board of Directors, Vice-Chairman of the Board of Directors, members of the Board of Directors, and the General Director.
- w. "**Executive Officer**" of EVN Finance includes the General Director, Deputy General Director, Chief Accountant, and Branch Directors.
- x. "**Related Party**" is defined under Clause 24, Article 4 of the Law on Credit Institutions for matters concerning the organization and operations of EVN Finance as regulated by the laws on credit institutions. For information disclosure and other issues not governed by credit institution laws, related parties are determined according to the provisions of the Enterprise Law and the Securities Law.
- y. "Subsidiary" of EVN Finance refers to a company falling into one of the following cases:
- i. EVN Finance or EVN Finance and its related parties hold more than 50% of the charter capital or more than 50% of the voting shares.
 - ii. EVN Finance has the direct or indirect right to appoint the majority or all members of the Board of Directors, Members' Council, or the General Director (Director) of the subsidiary.
 - iii. EVN Finance has the right to amend or supplement the charter of the subsidiary.
 - iv. EVN Finance and its related parties directly or indirectly control the adoption of resolutions and decisions by the General Meeting of Shareholders, the Board of Directors, or the Members' Council of the subsidiary.
- z. "**Affiliate Company**" of EVN Finance refers to a company in which EVN Finance or EVN Finance and its related parties hold more than 11% of the charter capital or more than 11% of the voting shares but is not a subsidiary of EVN Finance.
- aa. "**Non-Business Unit**" of EVN Finance refers to a dependent unit of EVN Finance, possessing its seal, performing one or several activities supporting EVN Finance's

business operations, including:

- i. Researching and proposing banking technology applications for EVN Finance;
- ii. Training and enhancing professional and technical skills for EVN Finance's staff;
- iii. Archiving databases, collecting, and processing information to support EVN Finance's business operations;
- iv. Other activities supporting EVN Finance's business operations in compliance with legal regulations.

bb. **"Family Relationship"** includes: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, siblings, brothers-in-law, sisters-in-law, siblings of spouses.

cc. **"Indirect Ownership"** refers to an organization or individual owning EVN Finance's charter capital through investment entrustment or via a business in which the organization or individual owns more than 50% of the charter capital.

2) In this Charter, any reference to any regulation or legal document shall include their amendments or replacement documents.

3) Terms, phrases, and concepts not defined in this Charter shall be interpreted according to relevant laws as defined in the Law on Credit Institutions, the Securities Law, and the Enterprise Law (if not conflicting with the subject and context) and shall carry equivalent meanings in this Charter.

CHAPTER II. NAME, TYPE, DURATION OF OPERATION, AND HEADQUARTERS OF EVN FINANCE

Article 2. Name, Address, and Duration of Operation of EVN Finance

1. Name:
 - a. The Company's name in Vietnamese is:
CÔNG TY TÀI CHÍNH CỔ PHẦN ĐIỆN LỰC
 - b. The Company's name in English is:
EVN FINANCE JOINT STOCK COMPANY
 - c. The Company's abbreviation is: EVN FINANCE
2. The registered headquarters of the Company is located at:
 - a. Address: Floors 14, 15, and 16, Tower B, EVN Building, 11 Cửa Bắc Street, Trúc Bạch Ward, Ba Đình District, Hanoi City.
 - b. Phone: (84-024) 22229999
 - c. Fax: (84-024) 22221999
 - d. Website: www.evncf.vn and www.taichinhdienluc.vn

3. Charter Capital:
7,042,482,890,000 Vietnamese Dong (Seven trillion forty-two billion four hundred eighty-two million eight hundred ninety thousand Dong).
4. The seal includes a physical seal made at an authorized seal engraving establishment or a digital signature seal in accordance with electronic transaction laws. The Board of Directors decides the quantity, form, content, and design of the seal, as well as its management and usage.
5. EVN Finance maintains its own accounts at the State Bank of Vietnam, domestic banks, and foreign banks as prescribed by the State Bank of Vietnam.
6. EVN Finance may establish subsidiaries based on resolutions of the General Meeting of Shareholders;
Establish branches, representative offices, and non-business units based on resolutions of the Board of Directors, after obtaining approval from the State Bank of Vietnam, to support EVN Finance’s operational goals.
7. Duration of operation:
50 years from the date the State Bank of Vietnam issues the establishment and operation license.

CHAPTER III. OBJECTIVES, BUSINESS SCOPE, AND ACTIVITIES OF EVN FINANCE

Article 3. Objectives and Business Sectors of EVN Finance

1. Fields and Business Sectors: Financial and Banking activities as stipulated by the Law on Credit Institutions.
2. To establish EVN Finance as a financial institution offering diversified and modern financial services.
 - b. To build EVN Finance into an entity capable of cooperating and integrating with domestic and international financial institutions for investment capital formation, investment capital management, and operations in the capital and money markets.
 - c. To ensure the safe and efficient operation of EVN Finance.

3. If any business sector or objective requires approval from a competent authority, EVN Finance shall only implement it after obtaining such approval and the consent of the State Bank of Vietnam.

Article 4. Banking Activities of EVN Finance

1. Accept demand deposits and term deposits from organizations.
2. Issue certificates of deposit to raise capital from organizations.
3. Provide loans.
4. Provide bank guarantees.
5. Conduct discounting and rediscounting activities.
6. Factoring activities.
7. Provide financial leasing.
8. Issue credit cards and other forms of credit granting as prescribed by the Governor of the State Bank of Vietnam.

Article 5. Borrowing, Depositing, and Trading of Valuable Papers by EVN Finance

1. EVN Finance may borrow from the State Bank of Vietnam in the form of refinancing under the Law on the State Bank of Vietnam.
2. EVN Finance may purchase and sell valuable papers with the State Bank of Vietnam under the Law on the State Bank of Vietnam.
3. EVN Finance may lend, borrow, deposit, accept deposits, and purchase and sell valuable papers with credit institutions and foreign bank branches as prescribed by the Governor of the State Bank of Vietnam.
4. EVN Finance may borrow from foreign entities in accordance with the law.

Article 6. Account Opening by EVN Finance

1. EVN Finance must open a payment account at the State Bank of Vietnam and maintain the required reserve amount on this account.
2. EVN Finance may open payment accounts at commercial banks and foreign bank branches.

3. EVN Finance is permitted to open accounts at foreign banks for credit card issuance activities in accordance with foreign exchange laws.
4. EVN Finance may open deposit accounts and loan management accounts for customers.

Article 7. Capital Contribution and Share Purchase by EVN Finance

1. EVN Finance may only use its charter capital and reserve funds to contribute capital or purchase shares as follows:
 - a. Contribute capital to or purchase shares in enterprises and investment funds.
 - b. Establish or acquire subsidiaries and affiliates operating in insurance, securities, debt management, and asset exploitation sectors after obtaining written approval from the State Bank of Vietnam.
2. The conditions, documents, procedures, and approval process for establishing or acquiring subsidiaries and affiliates of EVN Finance, conditions for capital increase in subsidiaries and associated companies of EVN Finance; activities of EVN Finance's subsidiaries and associated companies in the field of debt management and asset exploitation are specified by the Governor of the State Bank of Vietnam.
3. The conditions, procedures, and approval process for establishing subsidiaries and affiliates of EVN Finance shall comply with the current Law on Credit Institutions and other relevant laws.

Article 8. Other Business Activities of EVN Finance

1. EVN Finance may carry out the following other business activities as prescribed by the Governor of the State Bank of Vietnam:
 - a. Accept entrusted funds from organizations and individuals to carry out permitted credit activities.
 - b. Buy and sell State Bank of Vietnam bills and corporate bonds.
 - c. Engage in foreign exchange trading and provide foreign exchange services.
 - d. Provide asset custody services for customers.
 - e. Provide other services related to factoring.

- f. Provide consultancy on banking activities and other business activities as specified in the License.
2. EVN Finance may carry out the following other business activities in accordance with relevant laws:
 - a. Buy and sell government debt instruments, government-guaranteed bonds, and local government bonds.
 - b. Issue bonds to raise funds from organizations.
 - c. Act as an insurance business agent in accordance with the law on insurance business, within the scope of insurance agency activities prescribed by the Governor of the State Bank of Vietnam.
3. EVN Finance may engage in other banking-related business activities outside the scope of the activities specified in Clauses 1 and 2 of this Article, as prescribed by the Governor of the State Bank of Vietnam and other relevant legal regulations.

Article 9 . Ensuring Safety

During its operations, EVN Finance complies with safety regulations as stipulated in the Law on Credit Institutions and the regulations of the State Bank of Vietnam; it classifies assets and makes provisions for risks to address operational risks in accordance with applicable laws.

CHAPTER IV. CHARTER CAPITAL AND OPERATING CAPITAL

Article 10. Charter Capital

1. The charter capital of EVN Finance is accounted for in Vietnamese Dong (VND).
2. The charter capital of EVN Finance is VND 7,042,482,890,000 (Seven trillion forty-two billion four hundred eighty-two million eight hundred ninety thousand Vietnamese Dong). This charter capital is divided into 704,248,289 shares (Seven hundred four million two hundred forty-eight thousand two hundred eighty-nine shares) with a par value of VND 10,000 per share (ten thousand Vietnamese Dong per share).
3. EVN Finance ensures that the actual charter capital is not less than the statutory minimum capital as prescribed by law.
4. EVN Finance shall not use its charter capital or funds to purchase shares or contribute capital with its own shareholders.

Article 11. Change of Charter Capital

1. Any change (increase or decrease) in the charter capital of EVN Finance must be based on a resolution of the General Meeting of Shareholders and must be approved in writing by the State Bank of Vietnam before implementation, in accordance with current legal regulations.
2. The procedures, process, and application for approval of changes to the charter capital shall comply with the regulations of the State Bank of Vietnam.
3. Upon approval of the charter capital change, EVN Finance must:
 - a. Amend and supplement the charter of EVN Finance in accordance with the approved changes;
 - b. Register the charter capital change with the competent state authority;
 - c. Disclose the changes as required by law.
4. The Board of Directors of EVN Finance shall be responsible before the law for evaluating documents, procedures, and conditions for approving capital contributions by shareholders, as required by the State Bank of Vietnam and the Charter of EVN Finance.

Article 12. Operating Capital of EVN Finance

The operating capital of EVN Finance includes:

1. Equity capital:
 - a. Charter capital;
 - b. Revaluation reserves from asset valuation and exchange rate differences;
 - c. Share premium;
 - d. Funds: Reserve fund for charter capital supplementation, financial reserve fund, and other funds as prescribed by law and EVN Finance's internal regulations from time to time;
 - e. Undistributed cumulative profits and unhandled cumulative losses;
 - f. Other capital owned by EVN Finance.
2. Mobilized capital:
 - a. Capital mobilized from organizational deposits; capital raised through the issuance of valuable papers;

- b. Entrusted investment capital;
 - c. Loans from domestic and foreign credit institutions and financial institutions;
 - d. Loans from the State Bank of Vietnam.
3. Other capital as prescribed by law.

CHAPTER V. SHARES AND STOCKS

Article 13. Shares and Shareholders

1. EVN Finance must have at least 100 shareholders, with no maximum limit.
2. Organizations and foreign individuals are allowed to purchase shares of EVN Finance in accordance with the law.
3. EVN Finance has ordinary shares, and holders of ordinary shares are referred to as ordinary shareholders. EVN Finance may also have preference shares, and holders of preference shares are referred to as preference shareholders, as stipulated by the Charter and applicable laws from time to time.
4. Shares of EVN Finance can be purchased using Vietnamese Dong, freely convertible foreign currency, gold, land use rights, intellectual property rights, technology, technical know-how, or other assets that can be valued in Vietnamese Dong, as well as other assets as prescribed by law, and must be paid for in full in one installment.
5. In cases of capital contribution using land use rights or other assets other than Vietnamese Dong or gold, such assets must be essential for the direct operations of EVN Finance and must be approved by the General Meeting of Shareholders. The valuation and transfer of ownership of contributed assets shall be carried out in accordance with Articles 35 and 36 of the Enterprise Law and other relevant legal provisions.
6. The Board of Directors of EVN Finance decides the timing, method, and price of share sales. The sale price of shares must not be lower than the market price at the time of sale or the book value of the shares at the time of the offering, except in the following cases:
 - a. Shares sold for the first time to non-founding shareholders;
 - b. Shares sold to all shareholders in proportion to their existing ownership in the company;

c. Shares sold to brokers or guarantors; in such cases, the specific discount or discount rate must be approved by the General Meeting of Shareholders;

d. Other cases and discount levels for such cases as prescribed by the company's Charter or resolutions of the General Meeting of Shareholders.

Article 14. Shareholding Limits

1. An individual shareholder may not own shares exceeding 5% (five percent) of EVN Finance's Charter Capital.
2. An organizational shareholder may not own shares exceeding 10% (ten percent) of EVN Finance's Charter Capital.
3. A shareholder and their related persons may not own shares exceeding 15% (fifteen percent) of EVN Finance's Charter Capital.

A major shareholder of EVN Finance and their related persons may not own shares amounting to 5% (five percent) or more of the Charter Capital of another credit institution.

4. The provisions in Clauses 2 and 3 of this Article do not apply to the following cases:
 - a. Ownership of shares in subsidiaries and associated companies as prescribed in Clauses 2 and 3 of Article 111 of the Law on Credit Institutions;
 - b. State-owned shares in EVN Finance;
 - c. Shares owned by foreign investors as stipulated in Clause 7, Article 63 of the Law on Credit Institutions.
5. The shareholding limits stipulated in Clauses 1 and 2 of this Article include indirect shareholdings. The shareholding limits in Clause 3 of this Article also include the capital entrusted by the shareholder to other organizations or individuals for purchasing shares, but do not include shares held by related persons who are subsidiaries of that shareholder, as prescribed in Point a, Clause 9, Article 4 of the Law on Credit Institutions.
6. The maximum foreign ownership ratio in EVN Finance must not exceed 15% (fifteen percent) of EVN Finance's Charter Capital, in compliance with the provisions of the Law on Credit Institutions, the Investment Law, regulations on public companies and listing, and other relevant laws.

Article 15. Shares of EVN Finance

1. Shares must include the following main contents:

- a. Name, enterprise code, and head office address of EVN Finance;
 - b. Number of shares and type of shares;
 - c. Par value of each share and total par value of the shares indicated on the share certificate;
 - d. Full name, contact address, nationality, and legal document number for an individual shareholder; name, enterprise code, or legal document number and head office address for an organizational shareholder;
 - e. Signature of the legal representative and the seal of EVN Finance (if any);
 - f. Registration number in the shareholder register of EVN Finance and the issuance date of the share certificate;
 - g. Other contents as stipulated in Articles 116, 117, and 118 of the Law on Enterprises for preferred shares.
2. Each shareholder will be issued a share certificate or confirmation of share ownership for each type of share to recognize their capital contribution by EVN Finance.
 3. Each share issued is recognized as common stock.
 4. According to this Charter, anyone listed in the Shareholder Register regarding any type of share will be issued a confirmation of share ownership within 30 (thirty) days (or a longer period as stipulated by the issuance terms or the Board of Directors for transfers) after purchasing or receiving transferred shares. Shares held by members of the Board of Directors, members of the Board of Supervisors, major shareholders, founding shareholders, and foreign shareholders must be registered.
 5. If only part of the shares registered on a share certificate is transferred, the old share certificate will be canceled, and a new certificate recording the remaining shares will be issued.
 6. EVN Finance may manage shares on behalf of shareholders or issue certificates upon request. If named share certificates are lost, burned, or otherwise destroyed, shareholders must promptly notify and request EVN Finance to reissue the certificates as per Clause 11 of this Article and pay the applicable fees.
 7. Holders of bearer shares are solely responsible for their safekeeping, and EVN Finance bears no liability for the loss or fraudulent use of such shares.

8. Shares of EVN Finance cannot be pledged at EVN Finance itself.
9. Within 30 (thirty) days from the date of commencing operations or the date when shareholders fully pay for committed shares during a charter capital increase, EVN Finance must issue new share certificates to shareholders, unless otherwise stipulated by law.
10. Errors in the content and form of shares issued by EVN Finance do not affect the rights and benefits of their holders. EVN Finance's legal representative is responsible for any damages caused by such errors.
11. In cases where shares are lost, destroyed, or otherwise damaged, shareholders may request EVN Finance to reissue the shares. The shareholder's request must include the following:
 - a) A declaration that the shares have been lost, destroyed, or otherwise damaged; in case of loss, a commitment that all efforts have been made to locate the shares and if found, they will be returned to EVN Finance for cancellation;
 - b) An agreement to bear responsibility for any disputes arising from the reissuance of the new shares.

For shares with a total par value exceeding ten million Vietnamese Dong, before accepting the request for reissuance, EVN Finance's legal representative may require the shareholder to publish a notice about the lost, destroyed, or damaged shares. After 15 days from the publication of the notice, the shareholder may request EVN Finance to issue the new shares.

Article 16. Offering, Transferring, and Repurchasing Shares

- 1) Individual shareholders or institutional shareholders whose representatives hold positions as members of the Board of Directors, members of the Board of Supervisors, or the General Director of EVN Finance are not allowed to transfer their shares during their tenure.

- 2) During the period of resolving consequences of personal responsibilities under the resolutions or decisions of the General Meeting of Shareholders or the decisions of the State Bank, members of the Board of Directors, members of the Board of Supervisors, and the General Director are not permitted to transfer their shares, except in the following cases:
 - a. The member of the Board of Directors, member of the Board of Supervisors, or the General Director is an authorized representative of a shareholder organization that is subject to merger, consolidation, division, separation, dissolution, or bankruptcy under the law.

 - b. The member of the Board of Directors, member of the Board of Supervisors, or the General Director is required to transfer shares under a legally effective court ruling or decision.

 - c. The member of the Board of Directors, member of the Board of Supervisors, or the General Director transfers shares to other investors to implement an approved recovery plan, a full capital transfer plan, or a mandatory transfer plan.

- 3) The offering and transferring of EVN Finance's listed shares shall comply with the regulations of securities law.

- 4) EVN Finance is only allowed to repurchase shares from shareholders if, after fully paying for the repurchased shares, it continues to meet the safety ratios in banking operations, and the actual value of its charter capital does not fall below the statutory capital level.

CHAPTER VI. MANAGEMENT STRUCTURE

Article 17. Management Structure

The management structure of EVN Finance consists of:

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

Article 18. Establishment of Branches, Representative Offices, and Supporting Units

EVN Finance is allowed to establish branches, representative offices, supporting units, subsidiaries, and extended offices of the Headquarters or Branches as needed, in accordance with the regulations of the State Bank of Vietnam.

Article 19. Advisory and Supporting Structure for the General Director

1. Deputy General Directors;
2. The Chief Accountant;
3. Committees;
4. Divisions, departments, and units;
5. Branches and subordinate units.

CHAPTER VII. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 20. Shareholder Register

1. EVN Finance must create and maintain a shareholder register from the date of issuance of the Enterprise Registration Certificate. The register can be in the form of paper documents or electronic records that document shareholders' share ownership in EVN Finance.
2. The shareholder register must include the following main contents:
 - a. Name and head office address of EVN Finance;

- b. Total shares authorized for sale, types of shares, and the number of shares of each type authorized for sale;
 - c. Total shares sold of each type and the contributed capital value;
 - d. Name, permanent address, nationality, ID card number, Citizen Identification number, passport, or other legal personal documents for individual shareholders; name, enterprise code, or establishment decision number, and headquarters address for organizational shareholders;
 - e. Number of shares of each type held by each shareholder and the date of share registration;
3. The shareholder register is kept at EVN Finance's headquarters or the Vietnam Securities Depository and Clearing Corporation.

Shareholders have the right to inspect, search, extract, or copy names and contact addresses from the shareholder register during EVN Finance's working hours or at the Vietnam Securities Depository and Clearing Corporation.

4. Shareholders must promptly notify EVN Finance of any changes in their contact addresses to update the shareholder register.

EVN Finance shall not be responsible for failing to contact shareholders if address changes are not reported.

5. EVN Finance is responsible for promptly updating shareholder changes in the shareholder register upon the request of relevant shareholders in accordance with this Charter.

Article 21. Shareholder Rights

1. Shareholders are the owners of EVN Finance and have corresponding rights and obligations based on the number and type of shares they own.
2. Holders of ordinary shares have the following rights:
- a. Attend and speak at General Meeting of Shareholders, exercise voting rights directly, through an authorized representative, or other forms as stipulated in the Company Charter and law. Each ordinary share carries one vote;
 - b. Receive dividends as resolved by the General Meeting of Shareholders;
 - c. Have the preemptive right to purchase newly offered shares proportionate to their current ordinary shareholding in EVN Finance. The offering of new shares must follow the procedures and processes prescribed by securities laws. If a shareholder declines to purchase the offered shares, the Board of Directors is

entitled to offer the remaining shares to other suitable individuals under terms and conditions no more favorable than those initially offered to the shareholders.

d. Transfer shares or rights to purchase shares to other shareholders of EVN Finance or to other organizations or individuals in compliance with the law, the Charter of EVN Finance, and/or the resolutions or decisions of the General Meeting of Shareholders in line with the applicable laws and EVN Finance's internal regulations.

e. Review, search, and extract information about names and contact addresses in the list of shareholders with voting rights, and request corrections of inaccurate information.

f. Review, search, extract, and copy the Charter of EVN Finance, minutes of General Meeting of Shareholders, and resolutions or decisions of the General Meeting of Shareholders.

g. Receive a portion of the remaining assets proportional to their shareholding in EVN Finance in the event of liquidation or bankruptcy.

h. Authorize another person in writing to exercise their rights and obligations; the authorized person cannot nominate themselves for candidacy.

i. Nominate or nominate candidates for the Board of Directors or Board of Supervisors as stipulated in this Charter or by law if not specified in this Charter. The list of candidates must be submitted to the Board of Directors within the deadline set by the Board.

j. Be treated equally. Each share of the same type provides shareholders with equal rights, obligations, and benefits.

k. Access full periodic and extraordinary information disclosures made by EVN Finance as prescribed by law.

l. Have their legal rights and interests protected; request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law.

m. Other rights as stipulated by law and this Charter.

3) Shareholders or groups of shareholders holding 5% or more of the total ordinary shares as stipulated in the Charter of EVN Finance have the right to:

a. Nominate individuals for the Board of Directors and the Board of Supervisors. The list of candidates must be submitted to the Board of Directors within the deadline specified by the Board of Directors.

b. Request the Board of Directors to convene the General Meeting of Shareholders under the provisions of Clause 3, Article 115, and Article 140 of the Enterprise Law.

c. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, Board of Supervisors reports, contracts, transactions requiring approval by the Board of Directors, and other documents except for those concerning trade and business secrets of EVN Finance.

d. Request the Board of Supervisors to examine specific issues related to the management and operation of EVN Finance when deemed necessary. The request must be in writing, including full name, permanent address, nationality, identification details (ID card, passport, or other legal documents for individuals), name, permanent address, nationality, establishment decision, or business registration number for organizations, the number of shares, and the registration date of each shareholder, total shares of the group, and ownership percentage in EVN Finance, the issue to be examined, and the purpose of the examination.

e. Propose issues to be included in the agenda of the General Meeting of Shareholders under the provisions of this Charter.

f. Other rights as stipulated by law and this Charter.

4) The nomination of individuals for the Board of Directors and Board of Supervisors as stipulated in point a, clause 3 of this Article is conducted as follows:*

a. Ordinary shareholders forming a group to nominate individuals for the Board of Directors and Board of Supervisors must notify the group meeting to other shareholders attending before the commencement of the General Meeting of Shareholders.

b. Based on the number of members in the Board of Directors and Board of Supervisors, shareholders or groups of shareholders as specified in this clause have the right to nominate one or more individuals as candidates for the Board of Directors and Board of Supervisors, as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, Board of Supervisors, and shareholders or groups of shareholders as stipulated in point f, clause 8, Article 44, and point f, clause 4, Article 56 of this Charter.

5) Shareholders or groups of shareholders holding at least 1% of the total ordinary shares have the right, either personally or on behalf of EVN Finance, to initiate legal

proceedings against individual or joint liabilities of Board members or the General Director to recover benefits or claim damages for EVN Finance or others, in cases stipulated in Clause 1, Article 166 of the Enterprise Law.

Article 22. Obligations of Common Shareholders

1) Shareholders have the following obligations:

a. Fully pay the amount corresponding to the shares they have committed to purchase within the timeframe prescribed by EVN Finance; be responsible for EVN Finance's debts and other property obligations within the scope of their contributed capital to EVN Finance.

b. Not withdraw contributed share capital from EVN Finance in any form that results in a reduction of its charter capital, except in cases where EVN Finance repurchases shares as stipulated in the Charter. If a shareholder withdraws part or all of their contributed share capital contrary to this clause, they and the related parties within EVN Finance shall jointly be held liable for EVN Finance's debts and property obligations within the value of the withdrawn shares and any resulting damages.

c. Be legally accountable for the legitimacy of the funds used for contributing, purchasing, or acquiring shares in EVN Finance; not use credit funds from credit institutions, foreign bank branches, or proceeds from corporate bond issuance to purchase or acquire shares in EVN Finance; not contribute capital or purchase shares in EVN Finance under the name of another individual or legal entity, except as entrusted under the law.

d. Comply with the Charter and internal regulations of EVN Finance.

e. Abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

f. Be liable when acting in the name of EVN Finance in any form to commit legal violations, conduct business, or engage in transactions for personal gain or to serve the interests of other organizations or individuals.

g. Maintain confidentiality of information provided by EVN Finance in accordance with this Charter and the law; use the information only to exercise and protect their legitimate rights and interests; not disseminate, copy, or send such information to other

h. Attend General Meetings of Shareholders and exercise voting rights through the following forms:

- Attend and vote directly at the meeting;

- Authorize another individual or organization to attend and vote at the meeting;
 - Attend and vote via online conferencing, electronic voting, or other electronic means;
 - Send voting ballots to the meeting via mail, fax, or email;
 - Send voting ballots by other means as stipulated in the company’s Charter.
- i. Major shareholders must not exploit their position to adversely affect the rights and interests of EVN Finance or other shareholders as stipulated by law and this Charter; they are obligated to disclose information as required by law.
- j. Other obligations as stipulated by law and this Charter.

2) Shareholders entrusted to invest on behalf of other organizations or individuals must provide EVN Finance with information regarding the actual owners of the shares they hold in trust. EVN Finance has the right to suspend shareholder rights for shareholders found not to have provided information or who provided incomplete or inaccurate information about the actual owners of the shares.

Article 23. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of EVN Finance. All shareholders listed in the shareholder register have the right to attend.
2. The Annual General Meeting of Shareholders is held once a year within 4 (four) months from the end of the fiscal year.
3. The Annual General Meeting of Shareholders is convened by the Board of Directors, with the venue being where the chairperson attends and must be within the territory of Vietnam. The specific venue is decided by the Board of Directors based on actual conditions. The Annual General Meeting of Shareholders decides on matters within its duties and authority as stipulated by law and this Charter, particularly the approval of the audited annual financial statements. If EVN Finance’s audited financial statements contain material exceptions, adverse opinions, or disclaimers, EVN Finance must invite representatives from the approved auditing organization to attend the Annual General Meeting, and these representatives are required to attend.

Article 24. Extraordinary General Meeting of Shareholders

- 1) Apart from the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting venue must be within the territory of

Vietnam. If the meeting is held simultaneously at multiple locations, the venue is determined as the location where the chairperson attends.

2) The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefit of EVN Finance;
b. b. When the number of members of the Board of Directors or Board of Supervisors is less than two-thirds of the total number of members for the term or insufficient to meet the minimum number stipulated in EVN Finance's Charter;

c. Shareholders or groups of shareholders holding at least 5% of EVN Finance's total common shares request the meeting by submitting a written petition stating the reasons and purposes of the meeting (the petition must include signatures of the relevant shareholders);

d. At the request of the Board of Supervisors;

e. To address content as required by the State Bank of Vietnam in case of events affecting EVN Finance's operational safety.

3. The Board of Directors must convene a shareholders' meeting within 60 (sixty) days of receiving any request or occurrence of any events mentioned in Clause 2 of this Article.

4. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 3 of this Article, the Board of Supervisors shall convene the General Meeting of Shareholders within the next 30 days in accordance with the law.

5. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in Clause 4 of this Article, the shareholder or group of shareholders as specified in Point c, Clause 2 of this Article shall have the right to replace the Board of Directors and Board of Supervisors to convene the General Meeting of Shareholders in accordance with the law.

6. The convener must perform the following tasks to organize the General Meeting of Shareholders:

- a. Prepare a list of shareholders eligible to attend;
- b. Provide information and address complaints related to the list of shareholders;
- c. c. Draft the agenda and content of the meeting;
- d. Prepare documents for the meeting;

- e. Draft resolutions of the General Meeting of Shareholders according to the expected agenda of the meeting; provide the list and detailed information of candidates in case of elections to the Board of Directors or the Board of Supervisors;
 - f. Determine the time and venue of the meeting;
 - g. Send meeting invitations to each shareholder eligible to attend as prescribed by the Law on Enterprises;
 - h. Perform other tasks necessary for the meeting.
7. The costs of convening and conducting the General Meeting of Shareholders under this Article shall be reimbursed by EVN Finance. These costs shall not include expenses incurred by shareholders to attend the General Meeting of Shareholders, such as accommodation, travel, and other related expenses.

Article 25. Powers and Duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following powers and duties:
- a. Approve the development orientation of EVN Finance;
 - b. Approve, amend, and supplement the Charter of EVN Finance;
 - c. Approve the Internal Governance Regulations, rules regarding the organization and operation of the Board of Directors and the Board of Supervisors;
 - d. Determine the number of members of the Board of Directors and Board of Supervisors for each term; elect, dismiss, remove, supplement, and replace members of the Board of Directors and Board of Supervisors in accordance with the criteria and conditions stipulated by the Law on Credit Institutions and this Charter;
 - e. Decide on remuneration, bonuses, and other benefits for members of the Board of Directors and Board of Supervisors, as well as the operating budget for these bodies;
 - f. Review and handle violations by the Board of Directors and Board of Supervisors that cause damage to EVN Finance and its shareholders within its authority;
 - g. Decide on the management structure of EVN Finance;
 - h. Approve plans to change the charter capital level; approve plans to issue shares, including the type and number of new shares to be issued;
 - i. Approve plans to repurchase issued shares;
 - j. Approve plans to issue convertible bonds;

- k. Approve the annual audited financial statements and the profit distribution plan after fulfilling tax obligations and other financial liabilities of EVN Finance;
 - l. Approve reports from the Board of Directors and Board of Supervisors on their performance of assigned duties and powers;
 - m. Decide on the establishment or transformation of legal forms of commercial presence abroad or subsidiaries of EVN Finance;
 - n. Approve plans to contribute capital, purchase, or sell shares or capital contributions in other enterprises where the estimated value or book value of the transaction is 20% or more of EVN Finance's charter capital as recorded in the most recent audited financial statements;
 - o. Approve decisions on investment, purchase, or sale of fixed assets by EVN Finance where the estimated investment or sale price, or original cost in the case of asset disposal, equals or exceeds 20% of EVN Finance's charter capital as recorded in the most recent audited financial statements;
 - p. Approve contracts and other transactions valued at 20% or more of EVN Finance's charter capital as recorded in the most recent audited financial statements between EVN Finance and members of the Board of Directors, Board of Supervisors, General Director, major shareholders, related parties of managers, Board of Supervisors members, major shareholders of EVN Finance, subsidiaries, or affiliated companies of EVN Finance;
 - q. Decide on the division, separation, consolidation, merger, transformation of legal form, dissolution, or petitioning the Court to initiate bankruptcy proceedings for EVN Finance;
 - r. Decide on selecting an independent auditing organization that meets the requirements of the Governor of the State Bank to audit financial statements and provide assurance services for the internal control system's activities in preparing and presenting financial statements for the next financial year;
 - s. Decide on solutions to address significant financial fluctuations of EVN Finance;
 - t. Approve the Company's annual business plan;
 - u. Other rights and duties as prescribed by law and this Charter.
2. Shareholders are not allowed to vote on approving the resolutions of the General Meeting of Shareholders regarding:

- a. Any contract in which the shareholder or a related person of the shareholder is a party; or
- b. Any purchase of shares from that shareholder or any related person of that shareholder;

3. The General Meeting of Shareholders must discuss and vote on decisions regarding the issues included in the meeting agenda.

Article 26. Rights to Attend the General Meeting of Shareholders

1) The list of shareholders eligible to attend the General Meeting of Shareholders is prepared based on the shareholder registry of EVN Finance and the list of securities holders established by the Vietnam Securities Depository and Clearing Corporation at the time of determining the right to attend, as stipulated by securities law. The list of shareholders eligible to attend must be compiled no later than 10 (ten) days before the notice of the General Meeting or another period as prescribed by corporate and securities law, whichever comes first. EVN Finance must announce the projected record date for shareholders' rights to attend the General Meeting at least 20 days in advance of the record date.

2) The list of shareholders eligible to attend the General Meeting must include the full name, contact address, nationality, identification card, citizen ID, passport, or other legally valid identification documents of individual shareholders (still valid); the name, enterprise code, or establishment decision number, and headquarters address of institutional shareholders (updated at the most recent date); the quantity of each type of shares, registration number, and registration date of each shareholder.

3) Shareholders have the right to inspect, review, extract, and copy the list of shareholders eligible to attend the General Meeting; request amendments to incorrect information or the addition of necessary information about themselves in the list of eligible shareholders. EVN Finance managers must promptly provide the shareholder registry information, amend, or add incorrect information upon shareholder request; and are liable for damages caused by failing to provide, untimely provision, or inaccurate information.

Article 27. Exercising the Right to Attend the General Meeting of Shareholders

1) Shareholders or authorized representatives of institutional shareholders may directly attend the meeting, authorize in writing one or more individuals or organizations to attend on their behalf, or attend through one of the forms specified in Clause 4 of this Article. A proxy attending the General Meeting of Shareholders is not allowed to delegate their authority to another individual to attend and cannot run for election in their own capacity.

2) Authorization for an individual or organization to represent a shareholder at the General Meeting must be made in writing. The proxy document shall comply with civil law provisions and must include the name of the authorizing shareholder, the name of the proxy individual or organization, the number of shares authorized, details of the authorization, scope of authorization, duration of authorization, and signatures of the authorizing and proxy parties. The proxy must submit the authorization document upon registration for the meeting (following the proxy form prescribed by EVN Finance at the relevant time).

3) The voting ballot of the authorized proxy within the scope of authorization remains valid in the following cases, except when:

- a) The authorizer has died, been restricted in civil capacity, or lost civil capacity;
- b) The authorizer has revoked the authorization;
- c) The authorizer has revoked the authority of the authorized person.

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

4) Shareholders are considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another individual to attend and vote at the meeting;
- c. Attending and voting through online conferencing, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting via mail, fax, or email.

Article 28. Convening the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must carry out the following tasks:
 - a. Prepare a list of eligible shareholders to participate and vote as stipulated in Articles 26 and 27 of this Charter, the meeting agenda, and documents in compliance with current laws and EVN Finance's regulations;
 - b. Determine the time and venue for the General Meeting;
 - c. Notify all shareholders about the General Meeting and send invitations to them;
 - d. Perform other tasks to facilitate the General Meeting.
2. The convener of the General Meeting of Shareholders must send invitations to all shareholders on the list of eligible shareholders no later than 21 days before the opening date of the meeting (for information related to members of the Board of Directors and the Board of Supervisors, the minimum is 10 days before the meeting's opening date). The invitation must include the name, head office address, enterprise code of EVN Finance; the name, permanent address of the shareholder; the meeting time, venue, and other requirements for attendees. The invitation must be sent via a secure method to ensure it reaches the shareholders' contact addresses and must also be published on EVN Finance's website.
3. Meeting documents include:
 - a. The meeting agenda, documents to be used in the meeting, and draft resolutions for each item on the agenda;
 - b. Voting ballots;
 - c. Proxy appointment form for meeting representation.

Meeting documents are posted on EVN Finance's website. The meeting invitation must clearly state the location and method for accessing the documents, and EVN Finance must provide meeting documents to shareholders upon request.

4. Shareholders or groups of shareholders owning at least 5% of the total ordinary shares have the right to propose items to be included in the agenda of the General

Meeting of Shareholders. Proposals must be made in writing and sent to EVN Finance no later than 3 (three) working days before the meeting's opening date. The proposal must clearly state the shareholder's name, the number of shares of each type held, and the matters to be included in the agenda.

5. The convener of the General Meeting of Shareholders can only reject proposals under Clause 4 of this Article in the following cases:
 - a. The proposal was sent past the deadline, incomplete, or incorrect in content;
 - b. The proposed matters are not under the authority of the General Meeting of Shareholders;
 - c. The proposed matters do not comply with the Charter of EVN Finance or relevant laws.
6. Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda included in the invitation notice, as stipulated in Article 142 of the Enterprise Law.

Article 29. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) shall proceed when the attending shareholders represent over 50% (fifty percent) of the total voting shares.
2. If the required ratio of voting shares is not met within 180 (one hundred and eighty) minutes from the scheduled time of the meeting, the GMS must be reconvened within 30 (thirty) days from the initially scheduled date. The second meeting shall proceed if shareholders representing at least 33% (thirty-three percent) of the total voting shares attend.
3. If the required ratio of voting shares is not met within 180 (one hundred and eighty) minutes from the scheduled time of the second meeting, the GMS must be convened a third time within 20 (twenty) days from the intended date of the second meeting. The third meeting shall proceed regardless of the number of shareholders or the ratio of voting shares represented and may validly decide on all matters that the first meeting could have decided.

Article 30. Procedures for Conducting the General Meeting of Shareholders

1. The election of the Chairperson, Secretary, and Vote Counting Committee is regulated as follows:

a. The Chairperson of the Board of Directors (BOD) shall preside over the meeting or delegate another BOD member to do so. If the Chairperson is absent or temporarily unable to act, the remaining BOD members shall elect a presiding officer by majority vote. If no presiding officer is elected, the Head of the Board of Supervisors shall organize an election among the shareholders, and the individual with the highest vote count shall preside over the meeting.

b. In other cases, the person signing the convening notice for the GMS shall organize an election among the shareholders, and the individual with the highest vote count shall preside over the meeting.

c. The Chairperson shall appoint one or more persons as the meeting secretary.

d. The GMS shall elect one or more members to the Vote Counting Committee upon the Chairperson's proposal.

2. On the day of the General Meeting of Shareholders (GMS), shareholder registration procedures must be conducted to ensure eligible shareholders can register for attendance. Shareholders attending the GMS must complete registration procedures and sign the signature book indicating their shareholding and type of shares. Shareholders holding bearer shares must present their shares, and the serial numbers of such shares must be recorded in the signature book.

3. During registration, EVN Finance will issue each shareholder or their authorized representative a voting card, which includes the registration number, the name of the shareholder or authorized representative, and the number of voting shares. Voting at the GMS will be conducted by collecting or counting voting cards in favor of a resolution, followed by collecting or counting voting cards opposing the resolution, and then calculating the total votes. The total votes in favor, against, or abstaining from a matter will be announced by the Chairperson immediately after voting. The GMS will elect

individuals from among the attendees to be responsible for vote counting or supervision. If the GMS does not elect such individuals, the Chairperson will appoint them.

4. Shareholders arriving at the GMS after the meeting has commenced may register immediately and subsequently participate and vote at the GMS. However, the Chairperson is not obligated to pause the GMS to allow such shareholders to register, and the validity of any votes already conducted will not be affected.

5. The agenda and meeting content must be approved by the GMS at the opening session. The agenda must specify the time allocation for each item in the meeting content.

6. The Chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, following the approved agenda and reflecting the wishes of the majority of attendees.

7. The GMS shall discuss and vote on each item in the agenda. Voting shall be conducted by votes in favor, against, and abstentions. The vote counting results shall be announced by the Chairperson immediately before the meeting is adjourned.

8. The convenor or the Chairperson of the GMS has the following rights:
a. Request all attendees to undergo inspection or other lawful and reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel individuals who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to meet security inspection requirements from the GMS.

9. The Chairperson has the right to postpone the GMS, where sufficient attendees have registered, for up to 03 (three) working days from the originally scheduled date and may only postpone or change the meeting venue under the following circumstances:

a. The venue does not have sufficient seating for all attendees;

b. The communication facilities at the venue do not enable shareholders to participate, discuss, and vote;

c. Attendees are obstructing or disrupting order, potentially preventing the meeting from proceeding fairly and lawfully.

10. If the Chairperson postpones or adjourns the GMS contrary to Clause 9 of this Article, the GMS shall elect another attendee to replace the Chairperson and preside over the meeting until it concludes. All resolutions passed at the meeting shall remain valid.

11. If EVN Finance applies modern technology to organize the GMS through an online meeting, EVN Finance shall ensure that shareholders can attend and vote electronically or through other electronic methods as stipulated in Article 26 of this Charter and applicable laws.

Article 31. Methods of Adopting Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) adopts decisions under its authority by voting at the meeting or by collecting written opinions. Issues specified in points a, d, f, and q, Clause 1, Article 25 of this Charter must be approved by voting at the GMS.
2. For decisions to be unanimously approved by shareholders in writing, the Board of Directors (BOD) is responsible for:
 - a. Determining the issues to be submitted for shareholders' written opinions, the methods, and voting contents according to this Charter and the law;
 - b. Sending documents related to the issues to be voted upon, specifying the return deadline (“Return Date”), along with written forms indicating shareholders’ votes to EVN Finance;
 - c. Compiling voting opinions to determine the GMS resolution and, within 15 (fifteen) days from the Return Date, issuing a written notice of the voting results and GMS resolution to the State Bank of Vietnam and all shareholders entitled to attend the GMS of EVN Finance
 1. A resolution of the GMS adopted by written opinion collection has the same validity as a resolution directly voted upon at the GMS.

Article 32. Conditions for the Adoption of Resolutions

1. Decisions on issues specified in points b, g, h, and o, Clause 1, Article 25 of this Charter must be approved by shareholders representing over 65% of the total voting shares of all attending shareholders or by shareholders representing over 65% of the total voting shares in the case of written opinion collection.
2. Decisions on matters specified in point q, Clause 1, Article 25 of this Charter must be approved by shareholders representing over 65% of the total voting shares of all attending shareholders.
3. Other resolutions are adopted when approved by shareholders representing over 51% of the total voting shares of all attending shareholders or by shareholders representing over 51% of the total voting shares in the case of written opinion collection, except as provided in Clauses 1 and 2 of this Article.
4. Voting for members of the Board of Directors and the Board of Supervisors must be conducted using the cumulative voting method, where each shareholder has a total number of voting rights equivalent to their total shares multiplied by the number of members to be elected to the Board of Directors or Board of Supervisors. Shareholders may allocate all or part of their votes to one or more candidates. Elected members are determined based on the highest number of votes from top to bottom until the required number of members specified in this Charter is reached. If two or more candidates have an equal number of votes for the last seat, a re-vote will be conducted among these candidates or a selection will be made based on election regulations or this Charter.
5. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the GMS within 15 (fifteen) days from the date of adoption by publishing them on the EVN Finance website and in accordance with information disclosure regulations under securities market laws.
6. Within 15 days from the end of the General Meeting of Shareholders or the conclusion of the vote counting in the case of written opinion collection, EVN

Finance must submit all resolutions and decisions adopted by the GMS to the State Bank of Vietnam.

Article 33. Authority and Procedure for Written Opinion Collection for Adopting Resolutions

1. The Board of Directors has the authority to collect written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of EVN Finance, except for matters specified in Clause 1, Article 31 of this Charter.

2. The Board of Directors shall prepare opinion forms, draft resolutions, and explanatory documents related to the draft resolutions and send them to all eligible voting shareholders at least 10 (ten) days before the deadline for returning the opinion forms. The preparation of the shareholder list for opinion forms shall follow Clauses 1 and 2, Article 141 of the Enterprise Law. The requirements and methods for sending opinion forms and accompanying documents shall comply with Article 143 of the Enterprise Law.

3. Contents of Opinion Forms

- a. Name, registered head office address, and enterprise registration number;
- b. Purpose of the opinion collection;
- c. Full name, permanent address, nationality, and ID card number/ Citizen ID card/ Passport or other legally recognized personal documents for individual shareholders; name, enterprise registration number or establishment decision number, and head office address for organizational shareholders; or full name, permanent address, nationality, ID card number/ Citizen ID card/ Passport or other legally recognized personal documents of the authorized representative of the organizational shareholder; quantity of shares by type and voting rights of the shareholder;
- d. Matters requiring shareholder approval;
- e. Voting options, including "For," "Against," and "Abstain";

- f. Deadline for submitting the completed opinion form to EVN Finance;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Methods for Submitting Opinion Forms

a. By mail: Completed opinion forms must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion forms sent to EVN Finance must be sealed in envelopes that cannot be opened before vote counting;

b. By fax or email: Opinion forms sent to EVN Finance via fax or email must remain confidential until the vote counting takes place;

Opinion forms submitted to EVN Finance after the specified deadline, those opened prematurely in the case of mail, or disclosed in the case of fax or email, are deemed invalid. Non-submitted opinion forms are considered non-voting.

5. The Board of Directors organizes vote counting and prepares the vote counting minutes under the supervision of the Board of Supervisors or shareholders without management roles at EVN Finance.

The minutes of vote counting must include the following key details:

- a. Name, registered head office address, and enterprise registration number;
- b. Purpose and issues subject to opinion collection for resolution adoption;
- c. Number of shareholders and total voting rights participating in the vote, distinguishing valid and invalid votes, voting methods, with an appendix listing participating shareholders;
- d. Total votes "For," "Against," and "Abstain" for each issue;
- e. Adopted issues and corresponding approval rates;
- f. Full name and signatures of the Chairman of the Board of Directors, the vote counting supervisor, and vote counters.

6. The vote counting minutes must be sent to shareholders within 15 (fifteen) days from the conclusion of vote counting. This may be replaced by publication on EVN Finance's website.

7. Completed opinion forms, vote counting minutes, adopted resolutions, and accompanying documents are retained at EVN Finance's head office.

8. Resolutions adopted through written opinion collection have the same validity as those adopted at a General Meeting of Shareholders.

Article 34. Minutes of the General Meeting of Shareholders

1) The minutes must be prepared in Vietnamese, with an optional foreign language version, and must include the following key details:

- a. Name, registered head office address, and enterprise registration number;
- b. Date and venue of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Full names of the chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed by shareholders on each item of the meeting agenda;
- f. Number of shareholders and total voting rights of attendees, appendix with the list of registered shareholders or their representatives, and corresponding share and voting rights details;
- g. Total votes on each resolution, including details on voting methods, total valid and invalid votes, "For," "Against," and "Abstain" votes, along with their corresponding percentages;
- h. Approved resolutions and their corresponding voting percentages;
- i. Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign, the minutes remain valid if signed by all other attending members of the Board of Directors, provided the content complies with this clause. The minutes must state the refusal of the chairperson or secretary to sign.

- 2) Minutes prepared in Vietnamese and in a foreign language are both legally valid. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
- 3) Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting.
- 4) The chairperson and secretary or other signatories of the minutes are jointly responsible for the accuracy and truthfulness of the minutes' content.
- 5) Minutes of the General Meeting of Shareholders must be disclosed to shareholders on the EVN Finance website.
- 6) The minutes of the General Meeting of Shareholders, the appendix of the registered shareholder list, adopted resolutions, and related documents sent with the meeting notice must be disclosed in accordance with securities market information disclosure laws and retained at EVN Finance's head office.

Article 35. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results by written opinion collection, a shareholder or group of shareholders owning 5% (five percent) or more of the total ordinary shares may request the Court or Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedure and process for convening the meeting and making decisions of the General Meeting of Shareholders are not in compliance with the provisions of the Law on Enterprises and this Charter, except as provided in Clause 2, Article 152 of the Law on Enterprises.
2. The content of the resolution violates the law or this Charter.

CHAPTER VIII. GENERAL PROVISIONS ON THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISION, AND THE GENERAL DIRECTOR

Article 36. Approval of the Proposed List of Candidates for Members of the Board of Directors, the Board of Supervision, and the General Director

The proposed list of candidates for members of the Board of Directors, the Board of Supervision, and the General Director of EVN Finance must be approved in writing by the State Bank of Vietnam before such appointments are made. Those elected or appointed to these positions must belong to the list approved by the State Bank of Vietnam.

Article 37. Cases of Ineligibility for Positions

1) The following individuals are ineligible to serve as members of the Board of Directors, members of the Board of Supervision, General Director, Deputy General Director, and equivalent positions at EVN Finance:

- a. Individuals specified in Clause 2 of this Article;
- b. Individuals prohibited from participating in the management and operation of enterprises and cooperatives under laws on civil servants, public employees, enterprises, and anti-corruption laws;
- c. Individuals who were previously private business owners, general partners in partnerships, General Directors (Directors), members of the Board of Directors, members of the Members' Council, controllers, members of the Board of Supervision of enterprises, or members of the Board of Directors and General Directors (Directors) of cooperatives at the time such entities were declared bankrupt, except in cases where they were appointed to manage, operate, or supervise credit institutions declared bankrupt due to mission requirements;
- d. Individuals who were suspended from positions such as Chairman, other members of the Board of Directors; Chairman, other members of the Members' Council; Head, other members of the Board of Supervision; General Director (Director) of EVN Finance or other credit institutions under Article 47 of the Law on Credit Institutions, or determined by a competent authority to have committed violations leading to the revocation of EVN Finance or another credit institution's license;
- e. Related persons of members of the Board of Directors or the General Director of EVN Finance, except as specified in Clause 3, Article 69; Point b, Clause 1, Article 73; and Point a, Clause 2, Article 77 of the Law on Credit Institutions;
- f. Individuals liable under inspection conclusions leading to administrative penalties in the monetary and banking sector at the highest fine level for violations concerning

licensing, governance, management, shares, stocks, capital contributions, share purchases, credit extension, corporate bond purchases, or safety ratios under the law on handling administrative violations in the monetary and banking sector.

2. Individuals Ineligible for Chief Accountant, Branch Director, or Subsidiary General Director Positions of EVN Finance

The following individuals are ineligible to serve as Chief Accountant, Branch Director, or Subsidiary General Director of EVN Finance:

- a. Minors; individuals with cognitive or behavioral difficulties; individuals restricted or deprived of civil act capacity;
- b. Individuals under criminal investigation, serving a prison sentence, or undergoing administrative measures at mandatory rehabilitation or education centers; individuals prohibited by court orders from holding positions, practicing professions, or performing specific tasks;
- c. Individuals convicted of serious crimes or higher offenses;
- d. Individuals convicted of property crimes who have not had their criminal records expunged;
- e. Civil servants, public employees, or managers at the department level or higher in enterprises where the State holds 50% or more of the charter capital, except those appointed as representatives of the State's capital share or of enterprises with State ownership of 50% or more at EVN Finance, or assigned, designated, or appointed for management, operational, or supervisory duties at EVN Finance;
- f. Officers, non-commissioned officers, professional soldiers, defense workers, and civil servants within the units of the Vietnam People's Army; officers, professional non-commissioned officers, and police workers within the units of the People's Public Security, except those appointed as representatives of the State's capital share or of enterprises with State ownership of 50% or more at EVN Finance.

3. Parents, spouses, children, and siblings of members of the Board of Directors or the General Director, as well as their spouses, may not serve as Chief Accountant or financial officers of EVN Finance.

Article 38. Prohibited Concurrent Positions

- 1) The Chairperson of the Board of Directors of EVN Finance may not concurrently hold executive positions, be a member of the Board of Supervisors of EVN Finance, another credit institution, or manage other enterprises.
- 2) A non-independent member of the Board of Directors of EVN Finance may not concurrently hold any of the following positions:
 - a) An executive of EVN Finance, except in the case of the General Director of EVN Finance;
 - b) A manager or executive of another credit institution or enterprise, except when managing or executing roles in a subsidiary of EVN Finance, its parent company, or as part of an approved mandatory transfer plan;
 - c) A controller or member of the Board of Supervisors of another credit institution or enterprise.
- 3) An independent member of the Board of Directors of EVN Finance may not concurrently hold any of the following positions:
 - a) An executive of EVN Finance;
 - b) A manager or executive of another credit institution or a manager of more than two other enterprises;
 - c) A controller or member of the Board of Supervisors of another credit institution or enterprise.
- 4) Members of the Board of Supervisors may not concurrently hold the following positions, except in cases where they manage, execute, or are employees of a credit institution receiving an approved mandatory transfer:
 - a) A manager or executive of EVN Finance, another credit institution, or enterprise; an employee of EVN Finance or its subsidiary;
 - b) An employee of an enterprise where a member of the Board of Directors of EVN Finance serves as a board member, an executive, or a major shareholder.
- 5) The General Director and Deputy General Directors may not concurrently serve as managers, executives, controllers, or members of the Board of Supervisors of another credit institution or enterprise, except where a Deputy General Director manages or executes roles in a subsidiary of EVN Finance or its parent company.

Article 39. Automatic Disqualification

1) The following cases result in the automatic disqualification of members of the Board of Directors, members of the Board of Supervisors, and the General Director:

- a. Falling under the disqualification circumstances stipulated in Article 37 of this Charter;
- b. Being a representative of a shareholder organization's capital contribution when that organization ceases to exist;
- c. No longer being the authorized representative of a shareholder organization's capital contribution;
- d. Being expelled from the territory of the Socialist Republic of Vietnam;
- e. When EVN Finance's License is revoked;
- f. Upon the expiration of the General Director's employment contract;
- g. Death.

2) The Board of Directors of EVN Finance must submit a written report with supporting documents regarding the automatic disqualification cases outlined in Points a, b, c, d, f, and g of Clause 1 of this Article to the State Bank of Vietnam within five (05) business days from the date of disqualification and ensure the accuracy and honesty of the report; procedures for electing or appointing vacant positions must comply with legal provisions.

3) After automatic disqualification, members of the Board of Directors, members of the Board of Supervisors, and the General Director of EVN Finance remain responsible for their decisions during their tenure.

Article 40. Dismissal and Removal

1) Except in cases of automatic disqualification as stipulated in Article 39 of this Charter, the Chairperson, other members of the Board of Directors, the Head and members of the Board of Supervisors, and the General Director of EVN Finance may be dismissed or removed in the following cases:

- a. Dismissal upon submission of a resignation letter to the Board of Directors or Board of Supervisors of EVN Finance;
- b. Removal for non-participation in the activities of the Board of Directors or Board of Supervisors for six (06) consecutive months, except in force majeure cases;

- c. Removal for failing to meet the standards and conditions prescribed in this Charter and relevant legal regulations;
- d. Removal for independent members of the Board of Directors who do not meet the requirements stipulated in Clause 3, Article 38, and Clause 2, Article 47 of this Charter;
- e. Removal for Board of Supervisors members failing to fulfill their assigned tasks;
- f. Removal for Board of Supervisors members who seriously or repeatedly violate their obligations as prescribed by the Enterprise Law and this Charter;
- g. Dismissal or removal upon the proposal of shareholders or shareholder groups for members of the Board of Directors or Board of Supervisors they nominated, as approved by the General Meeting of Shareholders;
- h. Dismissal or removal upon the proposal of the Board of Directors for members of the Board of Directors or Board of Supervisors they nominated, as approved by the General Meeting of Shareholders;
- i. Dismissal or removal of the General Director by the decision of the Board of Directors;
- j. Other cases as prescribed by law, this Charter, or resolutions and decisions of the General Meeting of Shareholders.

2) The Chairperson, members of the Board of Directors, the Head and members of the Board of Supervisors, and the General Director of EVN Finance remain personally responsible for their decisions during their tenure, even after dismissal or removal.

3) Within ten (10) days from the date of approving the dismissal or removal decision for personnel under Clause 1 of this Article, the Board of Directors of EVN Finance must submit a written report with related documents to the State Bank of Vietnam.

Article 41. Suspension or Temporary Suspension of Positions in the Board of Directors, Board of Supervisors, and Executive Management of EVN Finance

1) The State Bank of Vietnam has the authority to suspend or temporarily suspend the execution of rights and duties of the Chairperson of the Board of Directors, members of the Board of Directors, Head of the Board of Supervisors, members of the Board of Supervisors, and executive management of EVN Finance who violate the provisions of Article 43, Clause 10, Article 48 of the Law on Credit Institutions or other relevant legal regulations during the execution of their rights and duties, failing to meet the standards and conditions stipulated in Article 41 of the Law on Credit Institutions. The State Bank

may also request competent authorities to dismiss, remove, elect, or appoint replacements if deemed necessary.

2) The Special Board of Supervisors has the authority to suspend or temporarily suspend the execution of rights and duties of the Chairperson of the Board of Directors, members of the Board of Directors, Head of the Board of Supervisors, members of the Board of Supervisors, and executive management of EVN Finance when EVN Finance is under special supervision, if deemed necessary.

3) Individuals suspended or temporarily suspended from executing their rights and duties as prescribed in Clauses 1 and 2 of this Article must participate in resolving issues and violations related to their responsibilities upon the request of the State Bank of Vietnam, the Board of Directors, the Board of Supervisors of EVN Finance, or the Special Board of Supervisors.

**CHAPTER IX. RIGHTS, OBLIGATIONS, AND RESPONSIBILITIES TO
DISCLOSE RELATED INTERESTS OF MEMBERS OF THE BOARD OF
DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE
GENERAL DIRECTOR, AND EXECUTIVE MANAGEMENT**

Article 42. Rights and Obligations of Managers and Executives of EVN Finance

1) Comply with the law, the Charter of EVN Finance, resolutions, and decisions of the General Meeting of Shareholders of EVN Finance; and adhere to the internal rules and regulations of EVN Finance.

2) Exercise rights and duties honestly and cautiously for the benefit of EVN Finance and its shareholders.

3) Do not use the information, expertise, or business opportunities of EVN Finance or abuse one's position, title, or assets of EVN Finance for personal gain or to serve the interests of other organizations or individuals to the detriment of EVN Finance and its shareholders.

4) Be responsible for adhering to restrictions to ensure safety in EVN Finance's banking operations as stipulated by the Law on Credit Institutions.

- 5) Ensure the storage of EVN Finance's records to provide data for the management, operation, and oversight of all activities of EVN Finance, as well as for inspections, supervision, and examinations by the State Bank of Vietnam.
- 6) Be knowledgeable about the types of risks in EVN Finance's operations.
- 7) Promptly, fully, and accurately notify EVN Finance of any interests in other organizations or transactions with other organizations or individuals that may cause conflicts of interest with EVN Finance and participate in such transactions only with the approval of the Board of Directors.
- 8) Do not facilitate oneself or one's related persons in borrowing funds or using other banking services from EVN Finance under preferential or favorable conditions compared to EVN Finance's general policies.
- 9) Do not increase salaries, remuneration, or demand bonuses for managers or executives when EVN Finance incurs losses.
- 10) Within the scope of assigned rights and duties, comply with written requests from the State Bank of Vietnam concerning matters within its authority. Implement recommendations, risk warnings, operational safety measures, and warnings of potential legal violations regarding monetary and banking laws; and comply with inspection conclusions, recommendations, and handling decisions.
- 11) Other rights and obligations as prescribed by law and the Charter of EVN Finance.

Điều 43. Disclosure and Public Information Provision

- 1) Members of the Board of Directors, Board of Supervisors, General Director, Deputy General Directors, and equivalent positions of EVN Finance must disclose the following information to EVN Finance:
 - a. Name, enterprise code, head office address of enterprises or other economic organizations where they or their related persons own at least 5% of charter capital, including authorized or entrusted shares or contributed capital registered in the names of other entities or individuals.
 - b. Name, enterprise code, head office address of enterprises or economic organizations where they and their related persons serve as members of the Board of Directors, Board

of Members, Controllers, Board of Supervisors members, or General Directors (Directors).

c. Information about related persons who are individuals, including full name; personal identification number; nationality, passport number, issuance date, and place of issuance for foreigners; relationship with the information provider.

d. Information about related persons who are organizations, including name, enterprise code, head office address of the enterprise, enterprise registration certificate number or equivalent legal documents; legal representative, and relationship with the information provider.

2) Shareholders owning 1% or more of EVN Finance's charter capital must provide the following information to EVN Finance:

a. Full name; personal identification number; nationality, passport number, issuance date, and place of issuance for foreign shareholders; enterprise registration certificate number or equivalent legal documents for organizational shareholders; issuance date and place of such documents.

b. Information about related persons as specified in points c and d of Clause 1 of this Article.

c. Quantity and percentage of shares owned by them in EVN Finance.

d. Quantity and percentage of shares owned by their related persons in EVN Finance.

3) The entities specified in Clauses 1 and 2 of this Article must submit written information to EVN Finance for the first time and whenever there is a change in such information within seven working days from the date of occurrence or change. For the information specified in points c and d of Clause 2 of this Article, shareholders are only required to provide information to EVN Finance when there is a change in their shareholding percentage, or that of their related persons, by 1% or more of the charter capital compared to the previously provided information.

4) EVN Finance must post and store the information specified in Clauses 1 and 2 of this Article at its head office and send a written report to the State Bank of Vietnam within seven working days from the date of receipt. Annually, EVN Finance must disclose the information specified in points a, b, d of Clause 1 and points a, c, d of Clause 2 of this Article to the General Meeting of Shareholders.

5) EVN Finance must publicly disclose the names of individuals and organizations who are shareholders owning 1% or more of the charter capital, along with the information specified in points c and d of Clause 2 of this Article, on EVN Finance's website within seven working days from the date of receipt.

6) The entities providing and publicly disclosing information must ensure that the information is truthful, accurate, complete, timely, and bear responsibility for the information provided and disclosed.

Chapter X. Board of Directors

Article 44. Board of Directors

1) The Board of Directors is the management body with full authority to represent EVN Finance in deciding and performing EVN Finance's rights and obligations, except for matters under the authority of the General Meeting of Shareholders.

2) The Board of Directors must have at least five (5) members and no more than eleven (11) members, including at least two independent members. At least two-thirds of the Board must be independent members and non-executive members of EVN Finance. The number of members for each term is decided by the General Meeting of Shareholders. The term of the Board of Directors shall not exceed five (5) years. The term of members of the Board of Directors coincides with that of the Board of Directors. The term of additional or replacement members corresponds to the remaining term of the Board of Directors.

3) If all members of the Board of Directors conclude their term at the same time, they shall remain in office until new members are elected and take over their responsibilities. The number of independent members of the Board of Directors of EVN Finance must comply with the following regulations: (i) At least 2 independent members if the Board consists of fewer than 8 members; (ii) At least 3 independent members if the Board consists of 9 to 11 members.

4) If the number of members of the Board of Directors falls below the minimum stipulated in the Charter of EVN Finance, the company must replenish the number of Board members within 90 (ninety) days from the date the number falls short. The procedures, documentation, and application for approval of the proposed list of

candidates for the Chairman and Board members must comply with the regulations of the State Bank of Vietnam. The results of the election, dismissal, or removal of the Chairman and Board members of EVN Finance must be reported in writing to the State Bank of Vietnam along with relevant documents within 10 (ten) working days.

5) The Board of Directors uses EVN Finance's seal to perform its duties and exercise its powers.

6) The Chairman of the Board of Directors must be a Vietnamese citizen and reside in Vietnam during their term of office.

7) The Board of Directors must establish Committees to assist in performing its duties and exercising its powers, including a Risk Management Committee and a Human Resources Committee. The Board of Directors determines the functions and powers of these Committees in accordance with regulations of the Governor of the State Bank of Vietnam.

8) The principles for nominating individuals to the Board of Directors are as follows:

a. Shareholders or groups of shareholders holding from 5% to less than 20% of total common shares may nominate up to one candidate.

b. Shareholders or groups of shareholders holding from 20% to less than 30% of total common shares may nominate up to two candidates.

c. Shareholders or groups of shareholders holding from 30% to less than 40% of total common shares may nominate up to three candidates.

d. Shareholders or groups of shareholders holding from 40% to less than 50% of total common shares may nominate up to four candidates.

e. Shareholders or groups of shareholders holding more than 50% of total common shares may nominate up to five candidates.

f. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the incumbent Board of Directors or shareholders, groups of shareholders holding or representing more than 5% of total common shares.

Article 45. Powers and Responsibilities of the Board of Directors

1) The Board of Directors shall make decisions through voting at meetings, collecting written opinions, or by other forms as regulated by EVN Finance. Each member of the Board of Directors has one vote.

2) When performing its functions, rights, and obligations, the Board of Directors must comply with the law, this Charter, and resolutions of the General Meeting of Shareholders. In the event that a resolution passed by the Board of Directors violates the law or this Charter and causes damage to EVN Finance, the members who approved the resolution shall bear joint and several personal liability for the resolution and must compensate for the damage caused. Members who opposed the resolution are exempt from liability. In such cases, shareholders owning shares of EVN Finance have the right to request the Board of Directors to suspend the implementation of such resolution.

3) Powers and Responsibilities of the Board of Directors:

a. Submit to the General Meeting of Shareholders for decision and approval matters under its authority as prescribed in Clause 1, Article 25 of this Charter.

b. Decide on the establishment of branches, representative offices, and affiliated units of EVN Finance.

c. Appoint, dismiss, discipline, suspend, and decide on salaries, bonuses, and other benefits for the General Director, Deputy General Directors, and other managerial positions under its authority in accordance with internal regulations of the Board of Directors.

d. Approve plans for capital contribution, purchase, or sale of shares or capital contribution by EVN Finance in other enterprises or investment funds where the planned contribution, purchase price, or book value in case of sale is less than 20% of EVN Finance's charter capital as stated in the latest audited financial statements.

e. Appoint representatives of EVN Finance's capital contribution in enterprises and investment funds.

f. Approve decisions on investment, purchase, and sale of fixed assets by EVN Finance where the investment, proposed purchase price, or original cost in case of sale equals or exceeds 10% of EVN Finance's charter capital as recorded in the latest audited financial statements, excluding investments, purchases, or sales of fixed assets under the authority of the General Meeting of Shareholders. For transactions and contracts of lesser value,

the Board of Directors has the authority to decide, delegate, and decentralize decision-making power to other levels within EVN Finance.

g. Approve, decide, and authorize transactions and contracts for borrowing, capital mobilization domestically and internationally, pledges, mortgages, and other forms of security using EVN Finance's assets valued at 35% or more of the total asset value recorded in the latest financial statements of EVN Finance, excluding transactions and contracts under the authority of the General Meeting of Shareholders. For transactions and contracts of lesser value, the Board of Directors has the authority to decide, delegate, and decentralize decision-making power to other levels within EVN Finance.

h. Approve and decide on credit grants with a value of 10% or more of EVN Finance's charter capital as recorded in the latest audited financial statements. The Board of Directors may delegate and decentralize decision-making authority for credit grants to other levels within EVN Finance, except for transactions within the authority of the General Meeting of Shareholders or requiring the Board's decision under the law and this Charter.

i. Decide on credit grants in accordance with Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and transactions under the authority of the General Meeting of Shareholders.

j. Approve other contracts and transactions of EVN Finance valued at less than 20% of EVN Finance's charter capital as recorded in the latest audited financial statements between EVN Finance and members of the Board of Directors, members of the Board of Supervisors, the General Director, major shareholders of EVN Finance; related persons of managers, members of the Board of Supervisors, major shareholders of EVN Finance; subsidiaries and affiliates of EVN Finance.

k. Approve contracts or other transactions valued at 10% or more of EVN Finance's charter capital as recorded in the most recent audited financial statements. For transactions or contracts of lesser value, the Board of Directors has the authority to decide, delegate, or decentralize decision-making authority to levels within EVN Finance.

l. Inspect, supervise, and direct the General Director in carrying out assigned tasks; Annually evaluate the General Director's performance.

- m. Issue internal regulations related to the organization, governance, and operations of EVN Finance in compliance with the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders.
- n. Decide on the selection of an independent auditing organization as decided or authorized by the General Meeting of Shareholders.
- o. Decide on risk management policies and oversee the implementation of risk prevention measures at EVN Finance.
- p. Review and approve the annual report.
- q. Decide on the issuance of new shares within the authorized share quota.
- r. Determine the offering price of shares and convertible bonds of EVN Finance.
- s. Decide on the repurchase of shares of EVN Finance according to the approved plan.
- t. Propose profit distribution plans, dividend rates; Decide on the timeline and procedures for dividend payment or addressing losses incurred during business operations.
- u. Prepare content and related documents for submission to the General Meeting of Shareholders for decision-making on matters under its authority, excluding issues under the jurisdiction of the Board of Supervisors.
- v. Approve the agenda and activity plans of the Board of Directors, as well as the agenda, content, and materials for the General Meeting of Shareholders; Convene the General Meeting of Shareholders or collect shareholder opinions in writing to pass resolutions and decisions of the General Meeting of Shareholders.
- w. Organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- x. Timely notify the State Bank of Vietnam about information negatively affecting the membership status of the Board of Directors, Board of Supervisors, or General Director.
- y. Nominate additional qualified individuals to the Board of Directors and the Board of Supervisors in cases where shareholders do not nominate or elect sufficient candidates for these positions, or where the candidates fail to meet the standards stipulated by law and this Charter.

- z. Decide on the establishment and define the functions, duties, and authorities of Committees, including the Human Resources Committee, Risk Management Committee, and other committees as determined by the Board of Directors from time to time.
- aa. Decide on the establishment and define the functions, duties, and authorities of councils, including the Credit Council, Investment Council, and other councils as stipulated by law and under the authority of the Board of Directors.
- bb. Approve and consent to bond issuance plans, except for bond issuances under the authority of the General Meeting of Shareholders as stipulated in this Charter and relevant laws.
- cc. Decide, approve, and implement matters related to EVN Finance's restructuring plans associated with bad debt resolution and/or similar plans as stipulated by law or as required by the State Bank of Vietnam or other competent authorities.
- dd. Other duties and powers as prescribed by law.

Article 46: Rights and Duties of the Chairperson, Vice Chairperson, and Members of the Board of Directors

- 1. The Board of Directors shall elect one of its members as the Chairperson. The Chairperson of the Board of Directors of EVN Finance has the following rights and duties:
 - a. Develop programs and activity plans for the Board of Directors and be responsible for performing their rights and duties.
 - b. Convene and preside over meetings of the Board of Directors.
 - c. Organize the approval of resolutions and decisions of the Board of Directors.
 - d. Supervise the implementation of the decisions of the Board of Directors.
 - e. Preside over meetings 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 under the Board's consideration.
 - g. Assign specific tasks to each member of the Board of Directors.

- h. Supervise members of the Board of Directors in performing their assigned rights, duties, and tasks.
 - i. Authorize another member of the Board of Directors to perform the rights and duties of the Chairperson in their absence or incapacity.
 - j. Annually evaluate the performance of each member and the committees of the Board of Directors and report the evaluation results to the General Meeting of Shareholders.
 - k. Sign authorization documents for one of the members of the Board of Directors to assume their duties during their absence.
 - l. Perform other rights and duties as per the internal regulations of the Board of Directors.
 - m. The Chairperson of the Board of Directors shall act as the legal representative in the absence of an appointed General Director.
 - n. Other rights and duties as prescribed by law and the Charter of EVN Finance.
2. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they shall provide written authorization to the Vice Chairperson of the Board of Directors or another member to perform the rights and duties of the Chairperson. In the absence of an authorized individual or if the Chairperson passes away, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, flees their residence, is restricted or lacks legal capacity, faces cognitive or behavioral challenges, or is prohibited by the court from holding a position or practicing a profession, the remaining members shall elect one of them to temporarily hold the position of Chairperson of the Board of Directors by majority vote.
3. The Vice Chairperson of the Board of Directors is a member of the Board, elected by the Board based on its organizational and operational principles.
- The Vice Chairperson of the Board of Directors has all the rights and responsibilities of a member of the Board and additional powers and duties as assigned/authorized by the Board or the Chairperson of the Board on a periodic basis.
4. Rights and Duties of Members of the Board of Directors

- a. Perform the rights and duties of a Board member in accordance with the internal regulations of the Board and as assigned by the Chairperson, honestly serving the interests of EVN Finance and its shareholders, while maintaining the independence of independent Board members; take responsibility for the execution of their rights and duties.
- b. Review financial statements prepared by independent auditors, provide opinions, or request clarifications from EVN Finance executives, independent auditors, and internal auditors on matters related to the reports.
- c. Request the Chairperson of the Board of Directors to convene an extraordinary Board meeting.
- d. Attend Board meetings, discuss, and vote on matters under the Board's duties and powers as specified in this Charter. Take responsibility before the General Meeting of Shareholders and the Board of Directors for their decisions. Members with conflicts of interest in voting matters shall not participate in voting.
- e. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- f. Provide explanations to the General Meeting of Shareholders and the Board of Directors regarding their assigned tasks when requested.
- g. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and managers of EVN Finance units to provide information and documents on the financial and business operations of EVN Finance and its units. Managers must provide timely, complete, and accurate information and documents as requested by Board members.
- h. Board members are not allowed to authorize others to attend Board meetings to decide on matters specified in points a, c, d, f, h, j, k, m, o, p, t of Article 45 of this Charter.
- i. Other rights and duties as prescribed by law and the Charter of EVN Finance.

Article 47: Standards of Members of the Board of Directors

1. A person elected as a member of the Board of Directors must meet the following standards and conditions:

- a. Not falling under the cases of disqualification specified in Article 37 of this Charter;

- b. Having professional ethics as prescribed by the Governor of the State Bank of Vietnam;
 - c. Holding a university degree or higher;
 - d. Meeting at least one of the following conditions: Having at least 3 years of experience as a manager or executive of a credit institution; Having at least 5 years of experience as a manager of a business operating in the fields of finance, banking, accounting, auditing, or another enterprise with equity capital at least equal to the legal capital for the corresponding type of credit institution; Having at least 5 years of direct work experience in the operational departments of a credit institution or a foreign bank branch; Having at least 5 years of direct work experience in the financial, banking, accounting, or auditing sectors.
2. Independent members of the Board of Directors must meet the standards and conditions specified in Clause 1 of this Article and the following additional criteria:
- a. Not currently working for EVN Finance or its subsidiaries, nor having worked for EVN Finance or its subsidiaries in the past 3 consecutive years;
 - b. Not receiving regular salaries or remuneration from EVN Finance, except for allowances granted to members of the Board of Directors as prescribed;
 - c. Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling, or the spouse of such persons who is a major shareholder of EVN Finance, a manager, controller, or a member of the Board of Supervisors of EVN Finance or its subsidiaries;
 - d. Not representing the ownership of shares in EVN Finance; not owning, directly or indirectly, together with related persons, 1% or more of EVN Finance's charter capital or voting shares;
 - e. Not having been a manager or a member of the Board of Supervisors of EVN Finance at any time in the past 5 consecutive years.

Article 48: Remuneration of Members of the Board of Directors

1. EVN Finance is entitled to pay remuneration to members of the Board of Directors based on business results and efficiency.

2. Remuneration, salaries, and other benefits of members of the Board of Directors are paid in accordance with the following provisions:

a. Members of the Board of Directors are entitled to work remuneration and bonuses. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration of the Board of Directors is determined by the General Meeting of Shareholders at the annual meeting.

b. Members of the Board of Directors have the right to reimbursement for meals, accommodation, travel, and other reasonable expenses incurred while performing their assigned duties.

3. The remuneration of members of the Board of Directors shall be accounted for as business expenses of EVN Finance in accordance with the law on corporate income tax and must be presented as a separate item in EVN Finance's annual financial statements, which shall be reported to the General Meeting of Shareholders at the annual meeting.

Article 49: Replacement of Members of the Board of Directors

1. Within 15 (fifteen) days from the date the Chairperson of the Board of Directors is automatically disqualified as a member of the Board, the remaining Board members must convene a Board meeting to elect a qualified member as the new Chairperson of the Board of Directors.

2. The Chairperson or Vice Chairperson of the Board of Directors wishing to resign must submit a resignation letter to the Board of Directors. Within 60 (sixty) days from the date of receipt of the resignation letter, the Board must convene a meeting to review, decide, and conduct the procedures for dismissal and election of a new Chairperson or Vice Chairperson in accordance with current regulations.

3. A member of the Board of Directors wishing to resign must submit a resignation letter or document to the Board for submission to the General Meeting of Shareholders for decision.

4. In case the minimum number of Board members as stipulated in this Charter is not met, the Board must convene the General Meeting of Shareholders within 90 (ninety) days to elect additional members.

5. In other cases, the nearest meeting of the General Meeting of Shareholders shall elect new Board members to replace dismissed members or fill vacant positions.

6. Dismissed or removed Chairpersons, Vice Chairpersons, and members of the Board of Directors are responsible for handing over their work to the newly elected Chairperson and Board members. They shall also bear personal responsibility for their decisions made during their tenure.

Article 50: Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors' term, within 7 (seven) working days from the conclusion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. In the event of a tie, the members shall vote by majority to select one among them to convene the meeting of the Board of Directors.

2. The Board of Directors may hold regular or extraordinary meetings. The meetings shall be held at the head office of EVN Finance or another location as determined by the Board.

3. The Board of Directors shall hold regular meetings at least once every quarter and may convene extraordinary meetings to promptly address urgent matters. The meetings are convened by the Chairperson of the Board of Directors or by the Vice Chairperson/a member authorized by the Chairperson. The Chairperson must convene a meeting of the Board of Directors in the following cases:

- a. At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b. At the request of the General Director or at least 5 other managers;
- c. At the request of at least 2 members of the Board of Directors;
- d. Other cases as prescribed by law.

4. Within 7 (seven) working days from the date of receipt of a written request for an extraordinary meeting from any of the parties mentioned in Clause 3 of this Article, the Chairperson of the Board of Directors must convene and conduct the extraordinary meeting of the Board of Directors.

If the Chairperson does not convene the meeting as requested, they shall be held liable for any damages incurred by the Company. The requesting party has the right to convene the meeting of the Board of Directors in place of the Chairperson.

If the Chairperson fails to convene the meeting after two consecutive requests, the Board members and the Board of Supervisors must immediately report in writing to the State Bank of Vietnam and proceed to hold a Board meeting to address the matter. They shall decide on dismissing or removing the Chairperson, electing a qualified Board member as Chairperson, seeking approval from the State Bank of Vietnam per current regulations, or organizing an extraordinary General Meeting of Shareholders to resolve outstanding issues if necessary.

If the Board of Directors lacks the required number of members to convene a meeting and make decisions, the Board of Supervisors shall be responsible for convening an extraordinary General Meeting of Shareholders in accordance with current regulations to resolve outstanding issues of EVN Finance.

5. Meeting Location and Format

The meetings of the Board of Directors shall be held at the headquarters of EVN Finance or other locations as determined by the Board. The meeting may take place in person or combine in-person attendance with participation via telephone or electronic means for members unable to attend at the convened location due to objective reasons.

6. The notice of the Board meeting must be sent to members of the Board of Directors at least 3 (three) working days before the meeting date.

The notice of the Board meeting shall be in written Vietnamese, specifying the agenda, time, and location. It must be accompanied by necessary documents related to matters to be discussed and voted on at the meeting and ballots for Board members who cannot attend. These members shall send their ballots to the Board before the meeting.

7. Required Attendance of Members

The meeting of the Board of Directors is valid when at least 3/4 (three-fourths) of the Board members participate directly or through proxies authorized from among the Board members.

If the first regularly scheduled Board meeting fails to meet the required number of members, the Chairperson must convene a second meeting within 7 (seven) days from the initial scheduled date.

In this case, the meeting shall proceed if more than half of the Board members are present.

8. Board Members Are Considered to Attend and Vote in the Following Cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend the meeting in accordance with Clause 14 of this Article;
- c. Attending and voting via an online conference or similar method;
- d. Sending voting ballots to the meeting via mail, fax, or email.

9. In the case of sending voting ballots to the meeting by mail, the ballots must be sealed in an envelope and delivered to the Chairperson of the Board of Directors no later than one hour before the meeting commences.

The ballots shall only be opened in the presence of all attendees at the meeting.

Disclosure of Interests: A member of the Board of Directors who, to their knowledge, has direct or indirect interests related to a contract, agreement, or proposed contract or agreement with EVN Finance must disclose the nature of their interests at the Board meeting.

The Board of Directors shall then consider whether to enter into such contracts or agreements.

If the interests are discovered later or in any other situation, the member must disclose them at the first Board meeting after becoming aware of the interests.

10. Majority Voting

A decision of the Board of Directors is approved if it receives the consent of the majority of Board members eligible to vote at the meeting.

In the event of a tie, the final decision will be determined by the opinion of the Chairperson of the Board of Directors or the Board member authorized by the Chairperson to chair the meeting (in case the Chairperson is absent).

11. If the Board of Directors seeks opinions in writing or by other means as stipulated in Point d, Clause 8 of this Article to approve a decision, such decision shall have the same validity as a decision made at a duly convened and held Board meeting, provided that:

- a. It is approved in writing or through other means as stipulated in Clause 8 of this Article by the majority of Board members eligible to vote on the matter;
- b. The number of Board members eligible to vote in writing or by other means as stipulated in Clause 8 of this Article meets the quorum required to hold a Board meeting.

12. Minutes of the Meeting

The meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic formats.

The minutes of the Board meeting must be prepared in Vietnamese and may also be prepared in a foreign language. They must be signed by all Board members who attended the meeting.

The minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.

The chairperson, the recorder, and the signatories of the minutes are responsible for the accuracy and truthfulness of the contents of the Board meeting minutes.

If the chairperson or the recorder refuses to sign the minutes but all other attending Board members approve and sign the minutes, including all required contents as stipulated in Points a, b, c, d, đ, e, g, and h, Clause 1, Article 158 of the Law on Enterprises, the minutes shall remain valid.

The minutes must clearly state the refusal of the chairperson or recorder to sign the minutes.

The signatories of the minutes are jointly responsible for the accuracy and truthfulness of the contents of the Board meeting minutes.

The chairperson and recorder bear personal liability for any damages caused to the company due to their refusal to sign the minutes, in accordance with the Law on Enterprises, this Charter, and other relevant laws.

The minutes of the Board meeting and related documents used in the meeting must be stored at the company's head office.

13. Invitees to Board of Directors Meetings: Members of the Board of Supervisors, the General Director, and potentially other managers or experts may be invited to attend Board of Directors meetings, but they are not permitted to vote.

14. Members of the Board of Directors must attend all Board meetings. A Board member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members.

Article 51: Supporting Apparatus of the Board of Directors

1. The Board of Directors shall establish and maintain a supporting apparatus, including committees and individuals within the company, as deemed necessary from time to time.

2. The Board of Directors must establish committees under the Board as specified in Clause 7, Article 44 of this Charter, and may establish additional supporting committees as deemed necessary. The specific duties, powers, number, and qualifications of committee members shall be determined by the Board in accordance with the law.

3. The Board of Directors may assign tasks to one or more individuals. The roles and duties of these individuals shall be defined by the Board in accordance with the law.

4. The Board of Directors of EVN Finance must appoint at least one individual responsible for corporate governance to assist in corporate governance at EVN Finance. This individual must not simultaneously work for the approved auditing organization auditing EVN Finance's financial statements.

CHAPTER XI: GENERAL DIRECTOR

Article 52: General Director

1. The Board of Directors appoints the General Director.

2. The General Director is the highest executive of EVN Finance and is responsible to the Board of Directors for fulfilling their rights and duties.

3. The General Director is the legal representative of EVN Finance. The term of the General Director shall not exceed 5 (five) years, and reappointment for unlimited terms is allowed.

4. In case of a vacancy in the position of General Director, the Board of Directors of EVN Finance must appoint a new General Director within 90 days from the date of the vacancy.

Article 52: Appointment and Dismissal of the General Director

1. The Board of Directors decides on the appointment or dismissal of the General Director. The procedures and documentation for the appointment or dismissal of the General Director shall comply with the regulations of the State Bank of Vietnam and the Appointment and Dismissal Regulations of EVN Finance.

2. Upon receiving the appointment decision from the Board of Directors, the newly appointed General Director shall assume their duties. The outgoing General Director is responsible for handing over their tasks to the new General Director and bears personal liability for their decisions during their tenure.

3. In case the General Director is automatically disqualified, the Board of Directors must immediately appoint a Deputy General Director or a department head (if there is no Deputy General Director) who meets the conditions stipulated by the State Bank of Vietnam and is not subject to the disqualification criteria outlined in Article 37 of this Charter to assume the duties of the General Director. A written report with supporting documents regarding the disqualification must be submitted to the State Bank of Vietnam within 5 (five) working days from the date of determination, and the Board must ensure the accuracy and truthfulness of the report.

4. Within a maximum of 60 (sixty) days from the date the General Director is automatically disqualified or dismissed by the Board of Directors, the Board must find a replacement and complete the procedures for appointing a new General Director in accordance with the law.

5. In case the General Director seriously violates the law, the regulations of the State Bank of Vietnam, or EVN Finance's Charter, the Board of Directors has the authority to suspend the General Director's executive powers. A Deputy General Director or a department head (if there is no Deputy General Director) who meets the conditions stipulated by the State Bank of Vietnam and is not subject to the disqualification criteria outlined in Article 37 of this Charter must be appointed immediately to assume the

General Director's duties. A written report and proposed measures addressing the violations and the General Director's position must be submitted to the State Bank of Vietnam for resolution under current regulations.

6. During the period when the General Director has not been officially appointed, the Chairperson of the Board of Directors, the members of the Board of Directors, the Head of the Board of Supervisors, and its members are fully responsible before the law and the shareholders for all activities of EVN Finance.

Article 54: Rights and Duties of the General Director

The General Director has the following rights and duties:

1. Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. Decide on matters within their authority related to the daily business operations of EVN Finance.
3. Establish and maintain an effective internal control system.
4. Prepare and submit financial reports to the Board of Directors for approval. Be responsible for the accuracy and truthfulness of financial reports, statistical reports, settlement data, and other financial information.
5. Issue internal regulations, processes, and operational procedures within their authority to manage the business operation system and management information system.
6. Report to the Board of Directors, the Board of Supervisors, the General Meeting of Shareholders, and competent state authorities on the activities and business results of EVN Finance.
7. Decide on measures exceeding their authority in cases of natural disasters, enemy attacks, fires, or incidents and take responsibility for such decisions while promptly reporting them to the Board of Directors.
8. Propose and recommend the organizational and management structure of EVN Finance for approval by the Board of Directors or the General Meeting of Shareholders, depending on their authority.
9. Request the Board of Directors to hold extraordinary meetings as stipulated by law.

10. Appoint, dismiss, or remove management and executive positions within EVN Finance, except for positions under the authority of the General Meeting of Shareholders or the Board of Directors.
11. Sign contracts and other transactions on behalf of EVN Finance in accordance with the Charter and internal regulations of EVN Finance.
12. Propose plans for the use of profits and the handling of business losses at EVN Finance.
13. Recruit employees, impose disciplinary measures, terminate employment, and decide on salaries and bonuses for employees within their authority.
14. Decide on the establishment and define the functions, duties, and powers of councils from time to time, including the Risk Management Council, Asset and Liability Management Council, and other councils as decided by the General Director, in compliance with legal regulations and EVN Finance's internal regulations, except for matters under the authority of the Board of Directors.
15. Other rights and duties as prescribed by law.

Article 55: Standards for the General Director

1. Not falling under the categories specified in Clause 1, Article 37 of this Charter.
2. Having professional ethics as stipulated by the Governor of the State Bank of Vietnam.
3. Holding a university degree or higher in finance, banking, economics, business administration, law, accounting, or auditing.
4. Meeting at least one of the following conditions: having at least 5 (five) years of experience as an executive of a credit institution; having at least 5 (five) years of experience as a General Director (Director) or Deputy General Director (Deputy Director) of an enterprise with equity capital at least equal to the legal capital requirement for the corresponding type of credit institution and at least 5 years of direct experience in finance, banking, accounting, or auditing; or having at least 10 (ten) years of direct experience in finance, banking, accounting, or auditing.
5. Residing in Vietnam during the tenure.

CHAPTER XII: BOARD OF SUPERVISORS

Article 56: Composition, Term, and Structure of the Board of Supervisors

1. The Board of Supervisors oversees and evaluates compliance with the law, internal regulations, the Charter, and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Board of Supervisors shall have a minimum of 3 (three) members and no more than 5 (five) members.
3. The term of the Board of Supervisors shall not exceed 5 (five) years. The term of a member of the Board of Supervisors corresponds to the term of the Board. The term of a member appointed or replaced is the remaining duration of the term. The outgoing Board of Supervisors continues to operate until the new Board of Supervisors assumes its duties.
4. The nomination principles for members of the Board of Supervisors are as follows:
 - a. Shareholders or groups of shareholders owning from 5% to less than 20% of the total ordinary shares may nominate up to one candidate.
 - b. Groups of shareholders owning from 20% to less than 30% of the total ordinary shares may nominate up to two candidates.
 - c. Groups of shareholders owning from 30% to less than 40% of the total ordinary shares may nominate up to three candidates.
 - d. Groups of shareholders owning from 40% to less than 50% of the total ordinary shares may nominate up to four candidates.
 - e. Groups of shareholders owning more than 50% of the total ordinary shares may nominate up to five candidates.
 - f. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the incumbent Board of Directors, Board of Supervisors, or shareholders/groups of shareholders owning or representing more than 5% of the total ordinary shares.
5. The Board of Supervisors shall have supporting staff and an internal audit department to fulfill its duties.

Article 57: Duties, Powers, and Responsibilities of the Board of Supervisors

1. Those elected as the Head and members of the Board of Supervisors are responsible for receiving handovers and assuming the duties of the elected position. Those dismissed or removed are responsible for handing over their duties to the newly elected individuals and bear personal responsibility for their decisions during their tenure.

2. The Board of Supervisors has the following duties, powers, and responsibilities:

a. Remain loyal to the interests of EVN Finance and its shareholders; do not use the information, know-how, business opportunities, position, or assets of EVN Finance for personal gain or for the benefit of other organizations or individuals.

b. Supervise the management and operations of EVN Finance for compliance with laws, internal regulations, the Charter, and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; be accountable to the General Meeting of Shareholders for fulfilling the duties and powers assigned under the Law on Credit Institutions and this Charter.

c. Issue internal regulations for the Board of Supervisors; annually review internal regulations of the Board of Supervisors, accounting, and reporting regulations.

d. Organize the implementation of internal audit functions; provide complete, accurate, and timely information and documents related to the management and operations of EVN Finance to fulfill its duties and powers; be entitled to use the resources of EVN Finance to carry out assigned duties and powers; be allowed to hire independent experts, consultants, or external organizations, but remain responsible for fulfilling the duties of the Board of Supervisors.

e. Supervise the financial situation and appraise the semi-annual and annual financial statements of EVN Finance; report to the General Meeting of Shareholders on the appraisal results, assessing the reasonableness, legality, honesty, and prudence in accounting, statistics, and financial reporting.

Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require such approval.

f. Supervise the approval and implementation of investment projects, purchases, sales of fixed assets, contracts, and other transactions of EVN Finance under the decision-making authority of the General Meeting of Shareholders or the Board of Directors. Annually, prepare and submit a supervision report to the General Meeting of Shareholders and the Board of Directors.

g. Supervise compliance with the provisions in Chapter VII of the Law on Credit Institutions concerning limitations to ensure the safety of EVN Finance's operations.

h. Examine accounting books, other documents, and management activities of EVN Finance when deemed necessary or in the following cases:

- As per the resolutions or decisions of the General Meeting of Shareholders;
- At the request of the State Bank of Vietnam;
- At the request of major shareholders or groups of major shareholders in accordance with the law.

The Board of Supervisors shall conduct the inspection within 7 (seven) working days from the date of receiving the request. Within 15 (fifteen) days from the completion of the inspection, the Board must report and explain the findings to the requesting organization or individual.

i. Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that managers or executives of EVN Finance have violated the law, the Charter, internal regulations, or resolutions/decisions of the General Meeting of Shareholders or the Board of Directors; request the violators to immediately cease their violations and propose remedial solutions if necessary.

j. Prepare a list of founding shareholders within 5 (five) years from the date they became founding shareholders, shareholders owning at least 1% of the charter capital, capital-contributing members, and related persons of members of the Board of Directors, Board of Supervisors, and the General Director of EVN Finance; maintain and update changes to this list.

k. Propose the Board of Directors to hold extraordinary meetings or request the Board of Directors to convene an extraordinary General Meeting of Shareholders

in accordance with the Law on Credit Institutions and the Charter of EVN Finance.

- l. Convene an extraordinary General Meeting of Shareholders in cases where the Board of Directors makes decisions that seriously violate the provisions of the Law on Credit Institutions, exceed its authority, or in other cases as specified in the Charter of EVN Finance.
- m. Request the Board of Directors, its members, and the General Director to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of EVN Finance.
- n. Appoint, dismiss, discipline, suspend, and decide on salaries and other benefits for positions in the internal audit department.
- o. Promptly report to the State Bank of Vietnam on violations of the provisions in Clauses g, i, and l of this Article and violations regarding shareholding ratios and related persons as prescribed by the Law on Credit Institutions.
- p. Other duties and powers as prescribed by law and the Charter of EVN Finance.

Article 58: Rights and Duties of the Head and Members of the Board of Supervisors

1. The Head of the Board of Supervisors has the following rights and duties:
 - a. Organize and execute the duties and powers of the Board of Supervisors as stipulated in Article 57 of this Charter and be responsible for fulfilling their rights and duties.
 - b. Convene and chair meetings of the Board of Supervisors.
 - c. Sign documents on behalf of the Board of Supervisors within its authority.
 - d. On behalf of the Board of Supervisors, convene extraordinary General Meetings of Shareholders as stipulated in Article 57 of this Charter or propose extraordinary Board of Directors meetings.
 - e. Attend Board of Directors meetings with the right to express opinions but without voting rights.
 - f. Request their opinion to be recorded in the minutes of the Board of Directors meeting if it differs from the Board's resolution or decision, and report to the General Meeting of Shareholders.

- g. Prepare the work plan for the Board of Supervisors and assign tasks to its members.
 - h. Ensure that members of the Board of Supervisors receive complete, objective, and accurate information and have sufficient time to discuss issues requiring their consideration.
 - i. Supervise and direct the performance of assigned duties and the rights and obligations of Board members.
 - j. Authorize another member of the Board of Supervisors to perform the rights and duties of the Head during their absence or inability to fulfill the role.
 - k. Other duties and powers as prescribed by law and the Charter of EVN Finance.
2. Members of the Board of Supervisors have the following rights and duties:
- a. Comply with the law, this Charter, and internal regulations of the Board of Supervisors; execute tasks assigned by the Head honestly and diligently for the benefit of EVN Finance and its shareholders; and take responsibility for fulfilling their rights and duties.
 - b. Elect one member of the Board of Supervisors as the Head.
 - c. Request the Head to convene extraordinary meetings of the Board of Supervisors.
 - d. Oversee business activities, accounting records, assets, and financial reports, and propose remedial measures.
 - e. Request managers, executives, officers, and employees of EVN Finance to provide data and explanations regarding business activities to fulfill assigned tasks.
 - f. Report to the Head on irregular financial activities and be responsible for their evaluations and conclusions.
 - g. Attend meetings of the Board of Supervisors, discuss, and vote on issues within the Board's duties and powers, except for matters where conflicts of interest exist.
 - h. Other duties and powers as prescribed by law and this Charter.

Article 59: Remuneration and Other Benefits of Members of the Board of Supervisors

1. Members of the Board of Supervisors shall be paid remuneration based on their work and are entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders determines the total remuneration and annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consultancy services. The total remuneration and expenses must not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The remuneration and operating expenses of the Board of Supervisors shall be accounted for as business expenses of EVN Finance in accordance with corporate income tax laws and other relevant regulations and must be presented as a separate item in the annual financial statements of EVN Finance.

Article 60: Standards for Members of the Board of Supervisors

1. Not falling under the categories specified in Clause 1, Article 37 of this Charter.
2. Having professional ethics as stipulated by the Governor of the State Bank of Vietnam.
3. Holding a university degree or higher in economics, business administration, law, accounting, or auditing.
4. Having at least 3 (three) years of direct experience in banking, finance, accounting, or auditing.
5. Not being a related person of any manager of EVN Finance.
6. The Head of the Board of Supervisors must reside in Vietnam during their tenure.
7. Not being a member or employee of the auditing organization approved to audit the financial statements of EVN Finance during the past 3 (three) consecutive years.

Article 61: Replacement of Members of the Board of Supervisors

1. Members of the Board of Supervisors shall automatically lose their status or be dismissed or removed in accordance with Articles 39 and 40 of this Charter. The procedures, documents, and approvals for changes, elections, appointments, dismissals,

and removals of the Head and members of the Board of Supervisors shall comply with the regulations of the State Bank of Vietnam.

2. Within 15 (fifteen) days from the date the Head of the Board of Supervisors is automatically disqualified, the members of the Board of Supervisors must convene a meeting to elect a member (who meets the qualifications and conditions set by the State Bank of Vietnam) as the new Head.

3. If the Head of the Board of Supervisors wishes to resign, they must submit a resignation letter to the Board of Directors and the Board of Supervisors. Within 60 (sixty) days of receiving the letter, the Board of Supervisors must convene a meeting to review the decision and conduct the procedures for dismissal and electing a new Head in accordance with current regulations.

4. Members of the Board of Supervisors wishing to resign must submit a resignation letter to the Board of Supervisors to be presented at the nearest General Meeting of Shareholders for a decision.

5. In cases where the minimum number of members of the Board of Supervisors as stipulated in the Charter of EVN Finance is not met, the Board of Supervisors must, within 90 (ninety) days from the date of the shortfall, propose that the Board of Directors convene a General Meeting of Shareholders to elect additional members.

6. In other cases, the nearest General Meeting of Shareholders shall elect new members to replace dismissed or removed members or to fill vacant positions.

CHAPTER XIII: RIGHT TO INSPECT THE BOOKS AND RECORDS

Article 62: Right to Inspect Books and Records

1. Shareholders with voting rights have the right, either directly or through a lawyer or an authorized representative, to submit a written request to:

a. Access and extract information about names and contact addresses in the list of voting shareholders; request correction of inaccurate information about themselves; review, access, extract, or copy the company's Charter, minutes of meetings, and resolutions of the General Meeting of Shareholders. A request from an authorized representative must be accompanied by a power of attorney from the shareholder they represent or a notarized copy of the power of attorney.

b. Shareholders or groups of shareholders owning at least 5% of the total ordinary shares have the right to review, access, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, and transactions requiring approval by the Board of Directors, and other documents, except those related to the company's trade secrets or business secrets.

2. Members of the Board of Directors, Board of Supervisors, the General Director, and other members of the Executive Committee have the right to inspect and access the shareholder register, shareholder list, and other books and records of EVN Finance for purposes related to their duties and powers, provided that such information is kept confidential.

3. EVN Finance must retain this Charter and its amendments, the License for Establishment and Operation, the Certificate of Business Registration, regulations, documents proving ownership of assets, annual financial statements confirmed by independent auditors, resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, accounting books, and any other documents as required by law at its headquarters or another location within the operating area of the headquarters, provided that shareholders and the business registration authority are notified of the storage location.

CHAPTER XIV: EMPLOYEES

Article 63: Employees

1. The General Director shall prepare regulations related to recruitment, employment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees of EVN Finance and submit them to the Board of Directors for review or approval.
2. Employees of EVN Finance are responsible for fully and accurately complying with labor management rules, regulations, and policies; other internal regulations of EVN Finance; and implementing decisions regarding recruitment, transfers, discipline, rewards, and benefits issued by EVN Finance.

CHAPTER XV: PROFIT DISTRIBUTION

Article 64: Dividends

1. Dividends on ordinary shares shall be determined based on the realized net profits, with the dividend payments derived from the retained earnings of EVN Finance. EVN Finance may only pay dividends on ordinary shares if the following conditions are met:
 - a. EVN Finance has fulfilled its tax obligations and other financial obligations as prescribed by law;
 - b. Appropriations to EVN Finance's reserves and prior losses have been fully offset as prescribed by law and the regulations of the competent state authorities;
 - c. Immediately after the dividend payment, EVN Finance can still ensure the payment of all due debts and other financial obligations.
2. Dividends may be paid in cash, EVN Finance shares, or other assets as specified in this Charter. If paid in cash, the payment must be made in Vietnamese Dong and may be made via cheque, bank transfer, or postal order sent to the shareholder's registered permanent or contact address.
3. Dividends must be paid in full within 6 (six) months from the conclusion of the annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend per share, payment deadlines, and methods at least 30 (thirty) days prior to each dividend payment.
4. If a shareholder transfers their shares during the period between the finalization of the shareholder list and the dividend payment date, the transferor shall be entitled to receive the dividends from EVN Finance.
5. In the case of dividend payment in shares, EVN Finance is not required to perform the procedures for offering shares as stipulated in Articles 123, 124, and 125 of the Law on Enterprises. EVN Finance must register to increase its charter capital corresponding to the total par value of the shares used for dividend payments within 10 days from the completion of the dividend payment.

CHAPTER XVI: INTERNAL CONTROL AND AUDIT SYSTEM, RESERVES, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 65: Internal Control System

1. The internal control system is a set of mechanisms, policies, processes, internal regulations, and organizational structures of EVN Finance implemented to ensure the timely prevention, detection, and management of risks.
2. EVN Finance must establish an internal control system to meet the following requirements:
 - a. Efficiency and safety in operations; safeguarding, managing, and utilizing assets and resources effectively and securely;
 - b. Honest, reasonable, complete, and timely financial and management information systems;
 - c. Compliance with laws, regulations, processes, and internal rules.
3. The operation of EVN Finance's internal control system must be periodically evaluated by internal audit and independent audit organizations.

Article 66: Internal Audit

1. Internal audit is an activity of independent and objective review and evaluation of the internal control system; it independently assesses the suitability and compliance of the mechanisms, policies, processes, and internal regulations established in EVN Finance, providing recommendations and advice to enhance the capacity and efficiency of systems, processes, and regulations, ensuring EVN Finance operates safely, efficiently, and in compliance with the law.
2. Internal audit is a specialized unit under the Board of Supervisors responsible for performing EVN Finance's internal audit activities.
3. The results of the internal audit must be reported to the Board of Supervisors and submitted to the Board of Directors and the General Director of EVN Finance.
4. Internal audit principles must comply with current legal regulations.

Article 67: Financial Regime

1. EVN Finance adheres to the financial regime as prescribed by law.
2. The Board of Directors, the Board of Supervisors, and the General Director of EVN Finance are responsible before the law and state management agencies for compliance with EVN Finance's financial regime.

Article 68: Use of Capital

1. EVN Finance may use its capital for business operations, construction investments, and the purchase of fixed assets in accordance with the law.
2. EVN Finance has the right to restructure its capital and assets to support operational development in accordance with the law.
3. EVN Finance may transfer capital and assets among its subsidiaries with legal status and independent accounting in accordance with the law.

Article 69: Funds

EVN Finance may establish the following reserves:

1. Reserve Fund for Supplementing Charter Capital;
2. Financial Reserve Fund;
3. Development Investment Fund;
4. Reward Fund;
5. Welfare Fund;
6. Other funds as permitted by the State Bank of Vietnam and current legal regulations.

Article 70: Accounting and Taxation

1. EVN Finance implements the accounting and statistical regime in accordance with the law.
2. The financial year of EVN Finance begins on January 1 and ends on December 31 of the same calendar year. The first financial year starts from the date of licensing and ends on December 31 of the same calendar year.

3. EVN Finance maintains its accounting books in Vietnamese. Accounting books must be prepared according to the business type. These books must be accurate, updated, systematic, and sufficient to verify and explain transactions.
4. EVN Finance accounts according to the accounting system prescribed by the State Bank of Vietnam.
5. EVN Finance fulfills its tax obligations as prescribed by law.

CHAPTER XVII: ANNUAL REPORTS, INFORMATION DISCLOSURE, AND PUBLIC ANNOUNCEMENTS

Article 71: Reports

1. EVN Finance must comply with reporting and information provision requirements as prescribed by laws on accounting, statistics, and statistical surveys.
2. EVN Finance must periodically report its business operations as required by the Governor of the State Bank of Vietnam.
3. In addition to the reports specified in Clauses 1 and 2 of this Article, EVN Finance is responsible for promptly reporting in writing to the State Bank of Vietnam in the following cases:
 - a. Unusual developments in business operations that may severely impact EVN Finance's business performance occur;
 - b. Changes in organization, governance, management, financial status of major shareholders, or other changes significantly affecting EVN Finance's business operations; purchase, sale, or transfer of shares or capital contributions by major shareholders occur;
 - c. Change in the branch name of EVN Finance; temporary suspension of business operations for less than 5 (five) business days; listing of shares on the domestic stock market.
4. Subsidiaries and associates of EVN Finance are required to submit their financial and operational reports to the State Bank of Vietnam upon request.
5. Within 90 (ninety) days from the end of the financial year, EVN Finance must submit its annual reports to the State Bank of Vietnam as required by law.

Article 72: Disclosure and Notification

1. EVN Finance is obligated to fully, accurately, and promptly disclose its financial reports, annual reports, and regular or extraordinary information on business operations, financial status, and bank governance as prescribed by laws on credit institutions, securities, and securities markets, and as directed by competent regulatory authorities.

2. Information disclosure must adhere to the principles of timeliness, completeness, accuracy, and transparency, in compliance with the law; ensuring shareholders have equal access to information.
3. Within 120 (one hundred and twenty) days from the end of the financial year, EVN Finance must publicly disclose its financial reports as prescribed by law.

CHAPTER XVIII: AUDIT OF THE ELECTRICITY FINANCE COMPANY

Article 73: Independent Audit

1. Before the end of the financial year, EVN Finance must select a qualified independent auditing organization as prescribed by the Governor of the State Bank of Vietnam to audit the financial statements and provide assurance services on the operation of the internal control system in the preparation and presentation of financial statements for the following financial year.
2. EVN Finance shall prepare and submit its annual accounting reports to the independent auditing firm after the end of each financial year.
3. The independent auditing organization of EVN Finance shall verify, validate, and report on the annual accounting reports, including revenues and expenditures of EVN Finance, and prepare an Audit Report to be submitted to the Board of Directors within 90 (ninety) days from the end of each financial year.
4. A copy of the Audit Report must be attached to each annual accounting report of EVN Finance.
5. If the annual financial statement audit report of EVN Finance contains material exceptions, adverse opinions, or disclaimers, EVN Finance must invite a representative of the approved auditing organization to attend the Annual General Meeting of Shareholders, and the representative is obligated to attend the meeting.
6. The specific auditing of EVN Finance's operations shall be conducted in accordance with the Law on Credit Institutions, independent audit laws, and guidance documents from the State Bank of Vietnam.

**CHAPTER XIX: EARLY INTERVENTION, SPECIAL CONTROL,
RESTRUCTURING, DISSOLUTION, BANKRUPTCY, AND ASSET
LIQUIDATION**

Article 74: Early Intervention for EVN Finance

1. The State Bank of Vietnam may consider early intervention for EVN Finance under the following circumstances, provided that EVN Finance is not yet subject to special control as specified in Clause 2, Article 74 of this Charter:

- a. Failure to maintain the liquidity ratio stipulated in Point a, Clause 1, Article 138 of the Law on Credit Institutions for 3 consecutive months;
- b. Failure to maintain the capital adequacy ratio stipulated in Point b, Clause 1, Article 138 of the Law on Credit Institutions for 6 consecutive months;
- c. Ranked below average as per the State Bank of Vietnam's regulations.

2. Within 30 days from the receipt of the State Bank of Vietnam's decision for early intervention, EVN Finance must report to the State Bank of Vietnam on the current status, causes, and remediation plan as specified in Clause 1 of this Article and implement the plan. The State Bank of Vietnam may request adjustments to the remediation plan if necessary.

The maximum duration for implementing the remediation plan is 1 year from the date of the early intervention decision by the State Bank of Vietnam.

Article 75: Reporting Liquidity Issues and Special Control

1. In case EVN Finance faces risks of insolvency or liquidity issues, it must promptly report to the State Bank of Vietnam on the current status, causes, implemented or proposed measures to address the situation, along with recommendations and suggestions.

2. EVN Finance may be placed under special control by the State Bank of Vietnam in the following cases:

- a. Insolvency or liquidity risks, as per the State Bank of Vietnam’s regulations;
 - b. Cumulative losses exceed 50% of the charter capital and reserves as reported in the latest audited financial statements;
 - c. Rated as weak for two consecutive years under the State Bank of Vietnam’s regulations;
 - d. Failure to maintain the capital adequacy ratio under Point b, Clause 1, Article 138 of the Law on Credit Institutions for 12 consecutive months, or a capital adequacy ratio below 4% for 6 consecutive months.
3. EVN Finance under special control may receive special loans from the State Bank of Vietnam, the Deposit Insurance of Vietnam, the Vietnam Cooperative Bank, and other credit institutions as per the Law on Credit Institutions.
4. If EVN Finance is placed under special control, the Special Control Board shall have the following rights and duties:
- a. Direct restructuring of organization and operations, focusing on bad debt recovery and collateral asset management;
 - b. Direct the development and implementation of restructuring plans as per the Law on Credit Institutions;
 - c. Suspend business activities that increase risk;
 - d. Suspend or replace managers, executives, or controllers in violation;
 - e. Request dismissal or suspension of individuals violating the law or failing to implement the restructuring plan;
 - f. Propose changes in control measures, extensions, or revocation of operating licenses.

Article 76: Restructuring of EVN Finance

EVN Finance may be restructured in the form of division, separation, consolidation, merger, change of legal form, or conversion to a non-bank credit institution after receiving written approval from the State Bank of Vietnam.

Article 77: Bankruptcy of EVN Finance

The bankruptcy of EVN Finance shall be carried out in accordance with Article 203 of the Law on Credit Institutions and relevant bankruptcy laws.

Article 78: Dissolution of EVN Finance

EVN Finance shall be dissolved in the following cases:

1. The General Meeting of Shareholders passes a resolution to dissolve and terminate EVN Finance's operations in accordance with the law and with the approval of the State Bank of Vietnam;
2. Upon the expiration of its operating term, if EVN Finance does not apply for a license renewal or if the renewal application is not approved by the State Bank of Vietnam;
3. Its license is revoked.

Article 79: Asset Liquidation of EVN Finance

1. In the event of bankruptcy declaration, EVN Finance's asset liquidation shall be carried out in accordance with bankruptcy laws.
2. Upon dissolution under Article 77 of this Charter, EVN Finance shall liquidate its assets under the supervision of the State Bank of Vietnam and in accordance with the asset liquidation procedures prescribed by the Governor of the State Bank of Vietnam.
3. During the supervision of EVN Finance's asset liquidation as stipulated in Clause 2 of this Article, if it is discovered that EVN Finance is unable to fully settle its debts, the State Bank of Vietnam shall decide to terminate the liquidation process and require EVN

Finance to implement a bankruptcy plan in accordance with Section 5, Chapter X, and Article 203 of the Law on Credit Institutions.

4. All costs associated with asset liquidation shall be borne by EVN Finance.

CHAPTER XX: RESOLUTION OF INTERNAL DISPUTES

Article 80: Resolution of Internal Disputes

1. Whenever a dispute or claim arises related to the operations of EVN Finance or the rights of shareholders under the Charter, or any rights or obligations as stipulated by the Law on Credit Institutions, its guiding documents, and any other applicable laws or administrative regulations, between:

- a. a. A shareholder or shareholders and EVN Finance; or
- b. Any shareholder or shareholders and the Board of Directors, the Board of Supervisors, the General Director, or Management Officials.

The parties involved shall endeavor to resolve such disputes through negotiation and mediation.

Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present the factual elements related to the dispute within 21 (twenty-one) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request a competent authority to resolve the dispute.

2. If no resolution is achieved through mediation within 4 (four) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to the competent People's Court for resolution.

3. Each party shall bear its own costs related to negotiation and mediation procedures. Court costs shall be determined by the Court as to which party shall bear them.

CHAPTER XXI: INFORMATION AND CONFIDENTIALITY

Article 81: Periodic Information

1. EVN Finance may exchange information with other credit institutions regarding financial and banking activities, as well as customer information.
2. EVN Finance is responsible for reporting and providing information related to its business activities as required by the State Bank of Vietnam and is entitled to receive information from the State Bank of Vietnam concerning the activities of customers related to EVN Finance.

Article 82: Confidentiality Obligations

1. Employees, managers, and executives of EVN Finance, as well as related individuals, are prohibited from disclosing customer information or trade secrets of EVN Finance.
2. EVN Finance must ensure the confidentiality of customer information within EVN Finance.
3. EVN Finance is not allowed to provide customer information to other organizations or individuals, except in cases where it is required by a competent state authority in accordance with the law or with the consent of the customer.

CHAPTER XXII: IMPLEMENTING PROVISIONS

Article 83: Implementing Provisions

1. This Charter was approved by the General Meeting of Shareholders on ____, 2024, and replaces the Charter of EVN Finance approved by the General Meeting of Shareholders on March 27, 2024.
2. In cases where there are provisions of law related to EVN Finance's activities not mentioned in this Charter, or where legal provisions differ from the terms of this Charter, those legal provisions shall automatically apply and regulate the activities of EVN Finance.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**

MAI DANH HIỀN

Trường hợp có sự khác biệt hoặc có cách hiểu khác giữa thông tin bằng tiếng Việt và tiếng Anh thì thông tin bằng tiếng Việt được áp dụng.

In case of any discrepancy in the meaning between the English disclosure and the Vietnamese disclosure, the Vietnamese disclosure shall prevail.