

Explanatory Table of Amendments and Supplements to the Internal Governance Regulation 2024 of EVNFinance

The content of the new Internal Governance Regulation consists of 11 Chapters, 35 Articles, and includes 1 Annex. Specifically: (i) Removed 01 article, (ii) Amended and supplemented 15 articles, (iii) Retained 20 articles

No	CURRENT REGULATIONS	REGULATIONS AFTER AMENDMENT AND SUPPLEMENT	
1	Article 1. Definitions		
	Pursuant to the Law on Credit Institutions No. 47/2010/QH12 passed by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010; the Law on Amendments and Supplements to the Law on Credit Institutions No. 17/2017/QH14 dated November 20, 2017, and guiding documents for implementation	2. 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 subsequent amendments and supplements.	Adjust in accordance with the provisions of the Law on Credit Institutions 2024.
		7.The Charter of Organization and Operations of EVNFinance Joint Stock Company 8. ISO 9001:2015 Standard 9. Other relevant legal documents and internal regulations.	Adding more legal grounds.
2	Article 2. Purpose of Issuance		

	This regulation establishes the fundamental principles for governance of EVNFinance Joint Stock Company to: (i) protect the legitimate rights and interests of shareholders and EVNFinance ("Company"), and (ii) ensure the Company operates in compliance with legal regulations, the Company's Charter, and standards and practices in corporate business operations to achieve maximum business efficiency	Removed	
3	Article 3. Scope of Application	Article 2. Scope of regulation and applied subjects	
	This Regulation applies to the organizational structure of the Company as stipulated in the Charter, including: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the General Director, and the supporting apparatus of the General Director.	<p>1. Scope of regulation</p> <p>This Regulation applies to the Company's organizational structure as stipulated in the Company Charter, including: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and the General Director's support staff.</p> <p>2. Applied subjects</p> <p>This regulation is applied throughout the system of EVNFinance Joint Stock Company.</p>	Supplementing the subjects of application.
4	Article 5. Interpretation of Terms and Abbreviations	Article 3. Interpretation of Terms and Abbreviations	

<p>1. In this Regulation, unless otherwise specified in a specific context, the following terms are defined as follows:</p> <p>a) Company/EVN Finance: Refers to EVNFinance Joint Stock Company;</p> <p>b) Charter: Refers to the Company’s Charter issued at any given time;</p> <p>c) Executives: Includes the General Director, Deputy General Directors, Chief Accountant, and Branch Managers;</p> <p>d) Other Executives: As defined by the Company from time to time;</p> <p>e) Non-executive Board Members (hereinafter referred to as "Non-executive Members"): Refers to Board members who are not the General Director, Deputy General Directors, Chief Accountant, or other executives as defined in the Company’s Charter;</p> <p>f) Independent Board Members (hereinafter referred to as "Independent Members"): Refers to members defined under Clause 2, Article 155 of the Enterprise Law and Clause 2, Article 50 of the Law on Credit Institutions;</p>	<p>1. In this Regulation, unless otherwise specified in a specific context, the following terms are defined as follows:</p> <p>a) Company/EVN Finance: Refers to EVNFinance Joint Stock Company.</p> <p>b) Charter: Refers to the Company’s Charter issued at any given time.</p> <p>c) Executives: Includes the General Director, Deputy General Directors, Chief Accountant, and Branch Managers.</p> <p>d) Other Executives: As defined in the Company’s Charter from time to time.</p> <p>e) Executive Committee: Includes Executives as defined in the Charter of EVNFinance Joint Stock Company.</p> <p>f) Non-executive Board Members (hereinafter referred to as “Non-executive Members”): Refers to Board members who are not the General Director, Deputy General Directors, Chief Accountant, or other executives as defined in the Company’s Charter.</p> <p>g) Independent Board Members (hereinafter referred to as “Independent Members”): Refers to Board members who meet the criteria and conditions specified in Clause 2, Article 155 of</p>	<p>Revise definitions to conform to current legal documents.</p> <p>Supplementing the definitions of "Major shareholders" and "Executive Board".</p>
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<p>g) Related Persons: Defined under Clause 28, Article 4 of the Law on Credit Institutions for organizational and operational matters of EVNFinance governed by credit institution laws. For information disclosure and other matters not specified by credit institution laws, related persons are determined as per the Enterprise Law and Securities Law.</p> <p>h) Corporate Governance Officer: Refers to the person responsible for duties and powers defined under Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, detailing the implementation of certain provisions of the Securities Law.</p> <p>i) GMS: Refers to the General Meeting of Shareholders of the Company;</p> <p>j) BOD: Refers to the Board of Directors of the Company;</p> <p>k) Refers to the General Director of the Company;</p> <p>l) Refers to the Board of Supervisors.</p> <p>2. Terms, words, and concepts not defined in this Article shall be interpreted according to the specific</p>	<p>the Enterprise Law and Article 41 of the Law on Credit Institutions.</p> <p>h) Related Persons: Defined under Clause 24, Article 4 of the Law on Credit Institutions for organizational and operational matters of EVNFinance governed by credit institution laws. For information disclosure and other matters not specified by credit institution laws, related persons are determined as per the Enterprise Law and Securities Law.</p> <p>i) Corporate Governance Officer: Refers to the person responsible for duties and powers defined under Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, detailing the implementation of certain provisions of the Securities Law.</p> <p>j) Major Shareholder of EVN Finance: Refers to a shareholder who owns 5% or more of the total voting shares in EVNFinance, including shares indirectly owned by that shareholder.</p> <p>k) GMS: Refers to the General Meeting of Shareholders of the Company.</p> <p>l) BOD: Refers to the Board of Directors of the Company.</p> <p>m) CEO: Refers to the General Director of the Company.</p>	
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	context of this Regulation and related provisions of the Company and the law.	n) BOS: Refers to the Board of Supervisors. 2. Terms, words, and concepts not defined in this Article shall be interpreted according to the specific context of this Regulation and related provisions of the Company and the law.	
5	Article 7. Rights of Shareholders	Điều 6: Article 6. Rights of Shareholders	
	<p>Shareholders have full rights and obligations as stipulated by law and the Company's Charter, in addition to the following rights:</p> <ol style="list-style-type: none"> 1. Right to be treated equally: Each share of the same class entitles its owner to the same rights, obligations, and benefits. In cases where the Company issues preferred shares, the rights and obligations attached to such preferred shares must be fully disclosed to shareholders and approved by the General Meeting of Shareholders (GMS). 2. Right to access full periodic and extraordinary information disclosed by the Company as prescribed by law. 	<p>Shareholders have full rights and obligations as prescribed by law and the Company's Charter, specifically as follows:</p> <ol style="list-style-type: none"> a) Attend and express opinions at General Meeting of Shareholders (GMS): Exercise voting rights directly or through proxies or other forms as stipulated by the Company's Charter and the law; each ordinary share carries one vote. b) Receive dividends as per the resolution of the GMS. c) Have the priority to purchase newly issued shares proportional to their ownership of ordinary shares in EVNFinance, as per securities laws. 	<p>Restructuring the content of the terms.</p> <p>Supplemented according to the provisions of Article 61 of the Law on Credit Institutions 2024 and Circular 116/2020/TT-BTC.</p>

	<p>3. Right to protect their legitimate rights and interests: Request suspension or annulment of resolutions and decisions of the GMS or the Board of Directors (BOD) in accordance with the Charter and applicable laws.</p>	<p>d) Transfer shares and rights to purchase shares to other shareholders or organizations/individuals as stipulated by law and the Company’s Charter.</p> <p>e) Access and extract information about names and contact addresses in the voting shareholders list; request corrections of incorrect information.</p> <p>f) View, search, extract, and copy the Charter, meeting minutes, and resolutions of the GMS.</p> <p>g) Receive a share of the remaining assets proportional to their shareholding when the Company dissolves or goes bankrupt.</p> <p>h) Authorize another person in writing to exercise their rights and obligations; the proxy cannot self-nominate as a candidate.</p> <p>i) Nominate or propose candidates for the Board of Directors or Board of Supervisors as stipulated by the Charter or the law.</p> <p>j) Each share of the same class entitles its owner to the same rights, obligations, and benefits.</p> <p>k) Access full periodic and extraordinary information disclosed by EVNFinance as prescribed by law.</p> <p>l) Request suspension or annulment of resolutions or decisions of the GMS or Board of Directors as per the Enterprise Law.</p>	
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		m) Other rights as prescribed by law and the Charter.	
		2. Shareholders or groups of shareholders holding 5% (five percent) or more of the total ordinary shares, or another percentage as stipulated in the Company's Charter, are entitled to: a) Nominate candidates for the Board of Directors and the Board of Supervisors: The list of candidates must be submitted to the Board of Directors within the timeframe specified by the Board of Directors.	Supplemented according to Clause 2, Article 115 of the Law on Enterprises 2020.
	5. Shareholders or groups of shareholders holding 10% (ten percent) or more of the total ordinary shares have the right to nominate candidates for the Board of Directors (BOD) and the Board of Supervisors (BOS). The nomination process is carried out as follows: a. Ordinary shareholders forming a group to nominate candidates for the BOD and BOS must notify the shareholders attending the meeting about the group meeting before the General Meeting of Shareholders (GMS) commences. b. Based on the number of members in the BOD and BOS, shareholders or groups of shareholders specified in this clause have the right to nominate one or more	3. Shareholders or groups of shareholders as specified in Clause 2 of this Article have the right to request the convening of the General Meeting of Shareholders in the following cases: a) The Board of Directors severely violates the rights of shareholders, the obligations of managers, or makes decisions beyond the authority granted; b) Other cases as stipulated in the Company's Charter. 4. The request to convene the General Meeting of Shareholders as specified in Clause 3 of this Article must be made in writing and include the following details: full name, contact address, nationality, and legal document number of individuals for	Adjusted according to Clause 2, Article 115 of the Law on Enterprises 2020.

	<p>candidates as determined by the GMS for the BOD and BOS. If the number of candidates nominated by the shareholders or groups of shareholders is less than the number they are entitled to nominate as determined by the GMS, the remaining candidates will be nominated by the BOD, BOS, and shareholders or groups of shareholders as stipulated in Point f, Clause 7, Article 43, and Point f, Clause 4, Article 55 of the Company’s Charter.</p>	<p>individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders; the number of shares and the time of share registration for each shareholder; the total number of shares of the entire group of shareholders and their ownership percentage of the Company’s total shares; and the basis and reasons for the request to convene the General Meeting of Shareholders.</p> <p>The request to convene the meeting must be accompanied by documents and evidence regarding the violations of the Board of Directors, the extent of such violations, or decisions beyond the authority granted.</p>	
6	Article 8. Obligations of Major Shareholders	Article 7. Obligations of Major Shareholders	
	<p>No general obligations are stipulated for ordinary shareholders.</p>	<p>1. Ordinary shareholders of EVN Finance must fulfill the following obligations:</p> <p>a) Pay the full amount corresponding to the committed shares within the time frame stipulated by EVN Finance; bear liability for debts and other asset-related obligations of EVN Finance within the contributed capital to EVN Finance.</p>	<p>Adjusting the structure of the terms: Supplementing the general obligations of shareholders according to the provisions of Article 62 of the Law on Credit Institutions 2024.</p>

		<p>b) Not allowed to withdraw contributed capital from EVN Finance in any form that leads to a reduction in the charter capital of EVN Finance, except in cases where EVN Finance repurchases shares in accordance with the Charter. In case of violations, shareholders and related parties shall be jointly liable for debts and asset obligations within the value of the withdrawn shares and any incurred damages.</p> <p>c) Be responsible under the law for the legality of the capital source used for purchasing or transferring shares in EVN Finance; do not use loans from credit institutions, foreign bank branches, or corporate bond proceeds to purchase or transfer shares of EVN Finance; do not contribute capital or purchase shares in EVN Finance under the name of other individuals or entities in any form, except for trust arrangements as stipulated by law.</p> <p>d) Comply with the Charter and internal regulations of EVN Finance.</p> <p>e) Adhere to resolutions and decisions of the General Meeting of Shareholders (GMS) and the Board of Directors (BOD).</p> <p>f) Be responsible for actions conducted in the name of EVN Finance that violate laws, pursue</p>	
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		<p>personal gain, or benefit other individuals or organizations.</p> <p>g) Maintain the confidentiality of information provided by EVN Finance as per legal and Charter provisions; only use such information to exercise and protect their legitimate rights and interests; do not disseminate, copy, or share the information with other organizations or individuals.</p> <p>h) Attend GMS meetings and exercise voting rights through the following methods:</p> <ul style="list-style-type: none"> • Attend and vote directly at the meeting; • Authorize individuals or organizations to attend and vote at the meeting; • Participate and vote via online conferences, electronic voting, or other electronic means; • Submit voting forms by mail, fax, email, or other methods; • Submit voting forms by other methods as stipulated in the Charter. <p>i) Other obligations as prescribed by law and the Charter.</p> <p>2. Shareholders acting as investment trustees for organizations or individuals must provide EVN Finance with</p>	
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		<p>information about the actual owner of the shares entrusted for investment in EVN Finance. EVN Finance reserves the right to suspend shareholder rights of trustee shareholders if they fail to provide or provide incomplete or inaccurate information about the actual owner of the shares.</p>	
	<p>Major shareholders have the obligations of shareholders as stipulated by the Enterprise Law and relevant legislation, and must also comply with the following obligations:</p> <ol style="list-style-type: none"> 1. Major shareholders must not exploit their advantages to affect the rights and interests of the Company and other shareholders as prescribed by law and the Company's Charter. 2. Major shareholders are obligated to disclose information in accordance with legal requirements. 	<p>3. Major shareholders must fully perform the obligations of shareholders as stipulated by the Enterprise Law and relevant legislation, and must also comply with the following obligations:</p> <ol style="list-style-type: none"> a) Major shareholders must not exploit their advantages to affect the rights and interests of the Company and other shareholders as prescribed by law and the Company's Charter. b) Major shareholders are obligated to disclose information in accordance with legal requirements. c) Other obligations as stipulated by law and the Company's Charter. 	<p>Supplement other obligations in accordance with the law and the company's charter.</p>
7	<p>Article 9. Role of the General Meeting of Shareholders (GMS) in Corporate Governance</p>	<p>Article 8. Role of the General Meeting of Shareholders (GMS) in Corporate Governance</p>	

	<p>1. The GMS consists of all shareholders with voting rights, serves as the highest decision-making body of the Company, and has the authority to decide the most important matters of the Company as stipulated by law and the Charter.</p> <p>2. The GMS operates through annual GMS meetings and extraordinary GMS meetings.</p> <p>3. Decisions of the GMS are only valid when approved by the shareholders or their proxies in accordance with Article 32 of the Company's Charter.</p>	<p>1. The GMS consists of all shareholders with voting rights and serves as the highest decision-making body of the Company.</p> <p>2. The GMS operates through annual GMS meetings and extraordinary GMS meetings.</p> <p>2. Resolutions of the GMS are only valid when approved by the shareholders or their proxies in accordance with Article 32 of the Company's Charter.</p>	Adjust to conform to the provisions of the Company's Charter.
8	Article 10. Convening the General Meeting of Shareholders (GMS)	Article 9. Convening the General Meeting of Shareholders (GMS)	
	<p>1. Annual GMS meetings:</p> <p>a) The General Meeting of Shareholders convenes annually once a year. In addition to the annual meeting, extraordinary meetings may also be held. The meeting venue is determined to be the location where the chairperson is present and must be within the territory of Vietnam.</p> <p>b) The General Meeting of Shareholders must convene annually within 4 months from the end of the fiscal year.</p>	<p>1. Annual GMS Meetings:</p> <p>a) The annual General Meeting of Shareholders is held once a year within 4 (four) months from the end of the fiscal year.</p> <p>b) The annual General Meeting of Shareholders is convened by the Board of Directors, and its location is determined to be where the chairperson attends the meeting and must be within the territory of Vietnam. The specific venue is decided by the Board of Directors based on practical considerations. The annual General Meeting of</p>	Adjust to conform to the provisions of the Law on Enterprises.

		<p>Shareholders addresses issues within its duties and authority as stipulated by law and the Charter.</p> <p>In cases where the audited financial statements of EVN Finance contain material exceptions, adverse audit opinions, or disclaimers, EVN Finance must invite representatives of the approved auditing organization that audited EVN Finance’s financial statements to attend the annual General Meeting of Shareholders. The representatives of the approved auditing organization are obligated to attend the meeting.</p>	
9	Article 11. Procedures and Order for Conducting the Annual GMS Meeting and Adopting Resolutions through Voting at the Meeting	Article 10. Procedures and Order for Conducting the Annual GMS Meeting and Adopting Resolutions through Voting at the Meeting	
	<p>The procedures and order for conducting the annual General Meeting of Shareholders (GMS) are carried out in accordance with this Regulation and relevant provisions of the Charter and the law. Key provisions on the procedures and order for conducting the GMS are as follows:</p> <ol style="list-style-type: none"> 1. The list of shareholders entitled to attend the General Meeting of 	<p>The procedures and order for conducting the annual General Meeting of Shareholders (GMS) are carried out in accordance with this Regulation and relevant provisions of the Charter and the law. Key provisions on the procedures and order for conducting the GMS are as follows:</p> <ol style="list-style-type: none"> 1. The list of shareholders entitled to attend the GMS is prepared based on the Company’s shareholder list and the list of securities holders established by the Vietnam 	Adjusted to comply with Article 141 of the Law on Enterprises 2020, Circular 119/2020/T-BTC and Article 11 of Circular 96/2020/TT-BTC.

	<p>Shareholders is prepared based on the Company's shareholder list. This list must be prepared no more than 10 (ten) days before the date of sending the invitations to the meeting. The Company must disclose information on the preparation of the shareholder list entitled to attend the GMS at least 20 days before the record date.</p> <p>The list of shareholders entitled to attend the GMS is prepared based on the Company's shareholder list and in accordance with the provisions of the Company's Charter.</p>	<p>Securities Depository and Clearing Corporation at the time determined for meeting attendance rights as prescribed by securities law.</p> <p>The list of shareholders entitled to attend the GMS must be prepared no later than 10 (ten) days before the date of sending the meeting invitations or within another timeframe as prescribed by enterprise and securities law, whichever comes first.</p> <p>EVN Finance must disclose information about the projected record date for shareholders' meeting attendance rights at least 20 days before the projected record date.</p> <p>The list of shareholders entitled to attend the GMS is prepared in accordance with the provisions of the Company's Charter.</p>	
	<p>2. The notice for convening the GMS shall be carried out in accordance with Article 27 of the Company's Charter. In addition, the following are key provisions regarding the notice for convening the GMS:</p> <p>a) The person convening the GMS must send the meeting invitation to all shareholders entitled to attend no later than 21 days before</p>	<p>2. The notice for convening the GMS shall be carried out in accordance with Articles 27 and 28 of the Company's Charter. Additionally, the following are key provisions regarding the notice for convening the GMS:</p> <p>a) The person convening the GMS must send the meeting invitation to all shareholders entitled to attend no later than 21 days before the opening date</p>	<p>Supplementing the legal basis from the Company's Charter.</p>

	<p>the opening date (information related to the members of the Board of Directors and the Board of Supervisors must be sent at least 10 days before the GMS opening date).</p> <p>b) The meeting materials include: a proxy authorization form for meeting attendance, the meeting agenda, voting ballots, materials to be used during the meeting, and draft resolutions for each agenda item.</p> <p>c) The meeting invitation and accompanying materials will be published on the Company’s website concurrently with the sending of invitations to shareholders.</p>	<p>(information related to members of the Board of Directors and the Board of Supervisors must be sent at least 10 days before the GMS opening date).</p> <p>b) The meeting materials include: a proxy authorization form for meeting attendance, the meeting agenda, voting ballots, materials to be used during the meeting, and draft resolutions for each agenda item.</p> <p>c) The meeting invitation and accompanying materials will be published on the Company’s website concurrently with the sending of invitations to shareholders.</p>	
10	Article 14. Resolutions of the GMS	Article 13. Resolutions of the GMS	
	<p>1. Resolutions of the GMS are adopted when all conditions stipulated in Article 32 of the Company’s Charter are met and have the highest validity in the Company. All relevant units and individuals (including members of the Board of Directors, Board of Supervisors, Executive Committee, shareholders, etc.) are obligated to implement them.</p> <p>2. Resolutions of the GMS must be communicated to the shareholders entitled to attend the GMS in accordance with legal provisions and the Company’s Charter.</p>	<p>1. Resolutions of the GMS are adopted when all conditions stipulated in Article 32 of the Company’s Charter are met and have the highest validity in the Company. All relevant units and individuals (including members of the Board of Directors, Board of Supervisors, Executive Committee, shareholders, etc.) are obligated to implement them.</p> <p>2. Resolutions of the GMS must be communicated to the shareholders entitled to attend the GMS in accordance with legal provisions and the Company’s Charter.</p>	<p>Adjust the term "Decision" to "Resolution" to comply with the provisions of the Company's Charter.</p>

	3. Within 90 (ninety) days from the date of receipt of the GMS meeting minutes or the minutes of the voting results, shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to request a court or arbitration to review and annul the resolution or part of the resolution of the GMS in cases stipulated in Article 35 of the Company's Charter.	3. Within 90 (ninety) days from the date of receipt of the GMS meeting minutes or the minutes of the voting results, shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to request a court or arbitration to review and annul the resolution or part of the resolution of the GMS in cases stipulated in Article 35 of the Company's Charter.	
11	Article 15. Procedures for the Annual GMS Meeting and Adopting Resolutions Through Written Shareholder Opinions	Article 14. Procedures for the Annual GMS Meeting and Adopting Resolutions Through Written Shareholder Opinions	
	1. The Board of Directors (BOD) has the right to solicit shareholder opinions in writing to adopt resolutions of the GMS at any time deemed necessary for the Company's benefit, except for matters specified in Clause 1, Article 31 of the Company's Charter.	1. The Board of Directors (BOD) has the right to solicit shareholder opinions in writing to adopt resolutions of the GMS at any time deemed necessary for the Company's benefit, except for matters specified in Clause 1, Article 31 of the Company's Charter.	Adjusted the term "Decision" to "Resolution" to comply with the provisions of the Company's Charter.
	9. Resolutions adopted through written shareholder opinions have the same validity as those adopted at the GMS meeting.	9. Resolutions adopted through written shareholder opinions have the same validity as those adopted at the GMS meeting.	

12	Article 16. Structure and Role of the Board of Directors (BOD) in Corporate Governance	Article 15. Structure and Role of the Board of Directors (BOD) in Corporate Governance	
	<p>4. The BOD must have no fewer than 5 (five) members and no more than 11 (eleven) members, including at least one independent member.</p> <p>At least half of the BOD members must be independent members and non-executive members of EVN Finance.</p> <p>The BOD’s term of office must not exceed 5 (five) years. The term of office of BOD members aligns with the BOD’s term.</p> <p>BOD members may be re-elected or reappointed without term limits.</p> <p>The term of office of a BOD member who is added or replaced corresponds to the remaining duration of the BOD’s term.</p> <p>The outgoing BOD continues its functions until the newly elected BOD assumes office.</p> <p>In the event that all BOD members’ terms expire simultaneously, they continue to serve as BOD members until new members are elected and assume office.</p>	<p>4. The Board of Directors (BOD) must have at least 5 (five) members and no more than 11 (eleven) members, including at least 2 (two) independent members.</p> <p>The BOD must have at least two-thirds of its members as independent members and non-executive members of EVN Finance.</p> <p>The term of office of the BOD must not exceed 5 (five) years. The term of office of BOD members aligns with the BOD’s term.</p> <p>The term of office of a BOD member who is added or replaced corresponds to the remaining duration of the BOD’s term.</p> <p>The outgoing BOD continues its functions until the newly elected BOD assumes office.</p> <p>5. In the event that all BOD members’ terms expire simultaneously, they continue to serve as BOD members until new members are elected and assume office.</p> <p>The number of independent BOD members of</p>	<p>Adjusted the minimum number of members of the Board of Directors in accordance with Article 69 of the Law on Credit Institutions 2024 and Article 154 of the Law on Enterprises.</p>

	<p>The number of independent BOD members of EVN Finance must comply with the following requirements:</p> <p>i) At least 1 independent member in the case of a 5-member BOD at EVN Finance;</p> <p>ii) At least 2 independent members in the case of a 6 to 8-member BOD at EVN Finance;</p> <p>iii) At least 3 independent members in the case of a 9 to 11-member BOD at EVN Finance.</p>	<p>EVN Finance must comply with the following requirements:</p> <p>i) At least 2 independent members if EVN Finance has fewer than 8 BOD members;</p> <p>ii) At least 3 independent members if EVN Finance has 9 to 11 BOD members.</p>	
	<p>In the event that the number of BOD members is less than two-thirds of the total members for the term or less than the minimum number specified in the Charter of EVN Finance, the Company must fill the required number of BOD members within 60 (sixty) days from the date the deficiency arises. The procedures, formalities, and application for approval of the proposed list of candidates for the election or appointment of the Chairman and members of the BOD shall be carried out in accordance with the regulations of the State Bank of Vietnam. The results of the election, dismissal, or removal of the Chairman and members of the BOD of EVN Finance must be reported in writing, along with related</p>	<p>In the event that the BOD has fewer members than the minimum number stipulated in Clause 4 of this Article, EVN Finance must elect additional members to meet the required number within 90 (ninety) days from the date the deficiency arises. The procedures, formalities, and application for approval of the proposed list of candidates for the election or appointment of the Chairman and members of the BOD shall be carried out in accordance with the regulations of the State Bank of Vietnam. The results of the election, dismissal, or removal of the Chairman and members of the BOD of EVN Finance must be reported in writing, along with related documents, to the State Bank of Vietnam within 10 (ten) working days.</p> <p>4o</p>	<p>Clearly state the case of application and adjustment of the time limit to supplement the number of members of the Board of Directors as prescribed in Articles 46 and 50 of the Law on Credit Institutions 2024.</p>

	documents, to the State Bank of Vietnam within 10 (ten) working days.		
13	Article 17. Procedures and Processes for Nominating, Running for Election, Electing, Dismissing, and Removing Members of the BOD	Article 16. Procedures and Processes for Nominating, Running for Election, Electing, Dismissing, and Removing Members of the BOD	
	<p>1. Criteria for BOD members: BOD members must meet all criteria and conditions as stipulated in Article 46 of the Company’s Charter.</p> <p>2. Principles for shareholder or shareholder group nominations to the BOD: As stipulated in Clause 7, Article 43 of the Company’s Charter.</p>	<p>1. Criteria for BOD members: BOD members must meet all criteria and conditions as stipulated in Clause 1, Article 47 of the Company’s Charter.</p> <p>2. Criteria for independent BOD members: Independent BOD members must meet the criteria and conditions as stipulated in Clause 2, Article 47 of the Company’s Charter.</p> <p>3. Principles for shareholder or shareholder group nominations to the BOD: As stipulated in Clause 8, Article 44 of the Company’s Charter.</p>	<p>Adjustment of the number of articles and clauses referred to in the newly promulgated Charter.</p> <p>Supplementing the criteria for independent members of the Board of Directors in accordance with the newly issued Charter.</p>
14	Article 18. Procedures for Organizing BOD Meetings	Article 17. Procedures for Organizing BOD Meetings	
	<p>1. Notice of BOD meetings: When convening a meeting, the convener must send a meeting notice at least 3 (three) working days prior to the meeting date.</p>	<p>1. Notice of BOD Meetings: The Chairman of the BOD or the person convening the meeting must send the meeting notice at least 3 (three) working days prior to the meeting date. The notice must be prepared in Vietnamese, clearly stating the agenda,</p>	<p>Adjust and clarify who must send a notice of invitation to the meeting and conditions for holding a meeting of the Board of Directors in accordance with</p>

	<p>The notice of the BOD meeting must be written in Vietnamese and clearly state the agenda, time, and venue. It must include the necessary documents related to the issues to be discussed and voted on at the meeting, along with ballots for BOD members unable to attend. These members must send their ballots to the BOD prior to the meeting.</p> <p>2. Conditions for organizing BOD meetings: A BOD meeting is valid when at least 3/4 (three-fourths) of the total members are present, either in person or represented by an authorized BOD member.</p> <p>In the event that the first regular BOD meeting does not meet the required attendance, the Chairman of the BOD must convene a second meeting within no more than 7 (seven) days from the initially scheduled meeting date.</p> <p>In this case, the meeting is valid if more than half of the BOD members are present.</p>	<p>time, and venue, and include necessary documents related to issues to be discussed and voted on during the meeting, as well as ballots for BOD members unable to attend. These members must send their ballots to the BOD prior to the meeting.</p> <p>2. Conditions for Organizing BOD Meetings: A BOD meeting is valid when at least 3/4 (three-fourths) of the total members are present. If the first regular meeting fails to meet the required attendance, the Chairman of the BOD must convene a second meeting within no more than 7 (seven) days from the initially scheduled date. In this case, the meeting is valid if more than half of the BOD members are present.</p>	<p>Article 157 of the Law on Enterprises 2020.</p> <p>Revise the number of articles referred to from the newly promulgated Charter.</p>
	<p>3. BOD members are considered to have attended and voted at the meeting in the following cases:</p>	<p>3. BOD members are considered to have attended and voted at the meeting in the following cases:</p>	<p>Point (e) is omitted to comply with the provisions of the Law on Credit Institutions 2024.</p>

<p>a) Attending and voting directly at the meeting;</p> <p>b) Authorizing another person to attend and vote at the meeting if approved by the majority of BOD members;</p> <p>c) Attending and voting via online conference, electronic voting, or other electronic means;</p> <p>d) Sending a voting ballot to the meeting via mail, fax, or email;</p> <p>e) Sending a voting ballot through other means as stipulated in the Company's Charter.</p>	<p>a) Attending and voting directly at the meeting;</p> <p>b) Authorizing another person to attend and vote at the meeting if approved by the majority of BOD members;</p> <p>c) Attending and voting via online conference, electronic voting, or other electronic means;</p> <p>d) Sending a voting ballot to the meeting via mail, fax, or email.</p>	
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	<p>4. Minutes of BOD Meetings: The minutes of the BOD meeting must be prepared in detail and clearly. In case the chairperson or the minute taker refuses to sign the meeting minutes, the minutes shall still be valid if signed by all other attending BOD members and include all content as stipulated in Clause 12, Article 49 of the Company’s Charter. The minutes of the BOD meeting must be retained in accordance with legal provisions and the Company’s Charter.</p>	<p>5. Minutes of BOD Meetings: The minutes of the BOD meeting must be recorded and may also be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language and must be signed by all BOD members attending the meeting. The chairperson, the minute taker, and those signing the minutes are responsible for the truthfulness and accuracy of the minutes' content. If the chairperson or the minute taker refuses to sign the minutes, the minutes shall still be valid if signed by all other attending BOD members and include all content as stipulated in the Enterprise Law. The minutes and materials used during the meeting must be retained at the company’s headquarters or as otherwise stipulated in the Company’s Charter.</p>	<p>Adjusted according to Article 158 of the Law on Enterprises 2020 and synchronized with the newly issued Charter.</p>
15	Article 19. BOD Committees	Article 18. BOD Committees	
	<p>2. The BOD determines the duties and powers of these two Committees in accordance with the guidance of the State Bank of Vietnam and relevant laws.</p>	<p>2. The Board of Directors decides on the tasks and powers of these 02 (two) Committees in accordance with the regulations of the Governor of the State Bank and relevant laws.</p>	<p>Adjusted according to Article 50 of the Law on Credit Institutions 2024.</p>
16	Article 20. Role and Structure of the Board of Supervisors (BOS) in Corporate Governance	Article 19. Role and Structure of the Board of Supervisors (BOS) in Corporate Governance	

	<p>1. The BOS is an entity elected by the GMS, representing shareholders to conduct internal audits, control, and evaluate compliance with legal regulations, internal rules, the Company’s Charter, and the resolutions and decisions of the GMS and the BOD.</p> <p>2. The BOS must consist of at least 3 (three) members and no more than 5 (five) members, with at least half of them being full-time members who do not concurrently hold other positions or jobs within the Company or other enterprises.</p> <p>3. The term of the BOS must not exceed 5 (five) years. The term of BOS members aligns with the BOS’s term. BOS members may be re-elected or reappointed without term limits. The term of members who are added or replaced corresponds to the remaining duration of the term. The outgoing BOS continues its functions until the newly elected BOS assumes office.</p>	<p>1. The Board of Supervisors (BOS) is an entity elected by the GMS, representing shareholders to oversee and evaluate compliance with legal regulations, internal rules, the Company’s Charter, and the resolutions and decisions of the GMS and the BOD.</p> <p>2. The BOS must have at least 3 (three) members and no more than 5 (five) members.</p> <p>3. The term of the BOS must not exceed 5 (five) years. The term of BOS members aligns with the BOS’s term. The term of members who are added or replaced corresponds to the remaining duration of the term. The outgoing BOS continues its functions until the newly elected BOS assumes office.</p>	<p>Adjusted to be in line with the Law on Credit Institutions 2024.</p>
17	<p>Article 21. Procedures for Nominating, Running for Election, Electing, Dismissing, and Removing Members of the Board of Supervisors</p>	<p>Article 20. Procedures for Nominating, Running for Election, Electing, Dismissing, and Removing Members of the Board of Supervisors</p>	

	<p>1. Criteria and conditions for members of the Board of Supervisors:</p> <p>a) Not subject to the provisions of Clause 1, Article 36 of the Company’s Charter;</p> <p>b) Have professional ethics;</p> <p>c) Hold a university degree or higher in economics, business administration, law, accounting, or auditing; and have at least 3 (three) years of direct work experience in banking, finance, accounting, or auditing;</p> <p>d) Not have familial or related ties with the Company's management, representatives of enterprise capital, or representatives of state capital at the Company;</p> <p>e) Full-time members of the Board of Supervisors must reside in Vietnam during their tenure;</p> <p>f) Not be a member or employee of the independent audit firm that audited the Company’s financial statements in the preceding 3 (three) years.</p>	<p>1. Criteria and conditions for members of the Board of Supervisors:</p> <p>a) Not subject to disqualification from holding the position as stipulated in Clause 1, Article 42 of the Law on Credit Institutions;</p> <p>b) Have professional ethics as prescribed by the Governor of the State Bank of Vietnam;</p> <p>c) Hold a university degree or higher in finance, banking, economics, business administration, law, accounting, or auditing;</p> <p>d) Have at least 3 (three) years of direct work experience in banking, finance, accounting, or auditing;</p> <p>e) Not be a related party of EVN Finance;</p> <p>f) The Head of the Board of Supervisors must reside in Vietnam during their tenure;</p> <p>h) Not be a member or employee of the audit firm that audited the Company’s financial statements in the preceding 3 (three) years.</p>	<p>Adjust the content in accordance with the provisions of the Law on Credit Institutions 2024.</p>
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18	Article 22. Roles of General Director	Article 21. Roles of General Director	
	The General Director is appointed by the BOD from among its members or hired. The General Director is the highest executive of the Company and is accountable to the BOD for the execution of their rights and duties.	Tổng Giám đốc do HĐQT bổ nhiệm. Tổng Giám đốc là người điều hành cao nhất của Công ty và chịu trách nhiệm trước HĐQT về việc thực hiện quyền, nghĩa vụ của mình.	Adjusted according to the provisions of the Company's Charter.
19	Article 23. Procedures for Nominating, Running for Election, Electing, Dismissing, and Removing the General Director	Article 22. Procedures for Nominating, Running for Election, Electing, Dismissing, and Removing the General Director	
	<p>1. Criteria and conditions for the General Director:</p> <p>a) Not subject to the provisions of Clause 1, Article 36 of the Company's Charter and Clause 2, Article 17 of the 2020 Enterprise Law;</p> <p>b) Maintain professional ethics;</p> <p>c) Hold a university degree or higher in economics, business administration, or law;</p> <p>d) Have at least 5 (five) years as an executive of a credit institution; or at least 5 (five) years as a General Director or Deputy General Director of an enterprise with equity capital not less than the regulatory minimum capital</p>	<p>1. Criteria and conditions for the General Director</p> <p>The General Director must meet all criteria and conditions as stipulated in the Company's Charter, specifically:</p> <p>a) Not subject to disqualification from holding the position as stipulated in Clause 1, Article 42 of the Law on Credit Institutions; Clause 1, Article 37 and Clause 2, Article 17 of the 2020 Enterprise Law; and Clause 1, Article 37 of the Charter;</p> <p>b) Maintain professional ethics as prescribed by the Governor of the State Bank of Vietnam;</p> <p>c) Hold a university degree or higher in finance, banking, economics, business administration, law, accounting, or auditing;</p>	Supplementing the contents in accordance with the provisions of the Law on Credit Institutions 2024.

	<p>for corresponding types of credit institutions and at least 5 years of direct work experience in finance, banking, accounting, or auditing; or at least 10 (ten) years of direct work experience in finance, banking, accounting, or auditing;</p> <p>e) Reside in Vietnam during their tenure;</p> <p>f) Must not have familial ties with the management of EVN Finance, Supervisors of EVN Finance, state capital representatives, or enterprise capital representatives at EVN Finance.</p>	<p>d) Meet one of the following conditions: Have at least 5 years as an executive of a credit institution; Have at least 5 years as a General Director (Director) or Deputy General Director (Deputy Director) of an enterprise with equity capital not less than the regulatory minimum capital for corresponding types of credit institutions and at least 5 years of direct work experience in finance, banking, accounting, or auditing; Have at least 10 years of direct work experience in finance, banking, accounting, or auditing;</p> <p>e) Reside in Vietnam during their tenure.</p>	
	<p>2. Appointment and Dismissal of the General Director</p> <p>a) The BOD issues decisions on the appointment and dismissal of the General Director. The procedures, formalities, and documentation for the appointment and dismissal of the General Director must comply with the regulations of the State Bank of Vietnam and the Company's Appointment and Dismissal Policy.</p>	<p>2. Appointment, Dismissal, and Removal of the General Director</p> <p>a) The BOD issues decisions on the appointment, dismissal, and removal of the General Director. The procedures, formalities, and documentation for the appointment, dismissal, and removal of the General Director must comply with the regulations of the State Bank of Vietnam and the Company's internal regulations (if any).</p>	<p>Addition of the issuance of removal decisions by the BOD to comply with the provisions of the 2024 Law on Credit Institutions.</p>
	<p>e) In case the General Director seriously violates legal regulations, the State Bank of</p>	<p>e) In case the General Director seriously violates legal regulations, the State Bank of Vietnam's</p>	<p>Adjust the name of the subject "Head of professional</p>

	<p>Vietnam’s regulations, or the Company’s Charter, the BOD has the authority to temporarily suspend the General Director's management rights. At the same time, the BOD must immediately appoint a Deputy General Director or a Head of a professional department (if no Deputy General Director is available) who meets the conditions prescribed by the State Bank of Vietnam and is not subject to the provisions of Article 36 of the Company’s Charter to take over the responsibilities of the General Director. A written report and proposal for handling the violations and the position of General Director must be promptly sent to the State Bank of Vietnam for resolution in accordance with current regulations.</p>	<p>regulations, or the Company’s Charter, the BOD has the authority to temporarily suspend the General Director's management rights. At the same time, the BOD must immediately appoint a Deputy General Director or a Head of a professional unit (if no Deputy General Director is available) who meets the conditions prescribed by the State Bank of Vietnam and is not subject to the provisions of Article 37 of the Company’s Charter to take over the responsibilities of the General Director. A written report and proposal for handling the violations and the position of General Director must be promptly sent to the State Bank of Vietnam for resolution in accordance with current regulations.</p>	<p>department" to "Head of professional unit" in accordance with the Law on Credit Institutions 2024.</p>
20	<p>Article 26. Coordination Between the BOD, BOS, and General Director</p>	<p>Article 25. Coordination Between the BOD, BOS, and General Director</p>	
	<p>2. Participation in BOD meetings: b) The BOS attends BOD meetings, provides opinions, and makes recommendations but does not participate in voting on BOD resolutions. The BOS promptly informs the BOD of its operational results, may consult</p>	<p>2. Participation in BOD meetings: b) The BOS attends BOD meetings, provides opinions, and makes recommendations but does not participate in voting on BOD resolutions or decisions. The BOS promptly informs the BOD of its operational results, may consult the BOD before submitting reports, conclusions, and</p>	<p>Add the phrase "decision" to comply with the provisions of the company's charter and the Law on Credit Institutions 2024.</p>

	the BOD before submitting reports, conclusions, and recommendations to the GMS, and directly reports to the GMS.	recommendations to the GMS, and directly reports to the GMS.	
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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.