

**EVN FINANCE JOINT STOCK COMPANY**



**DRAFT OF INTERNAL GOVERNANCE REGULATIONS**

**EVN FINANCE JOINT STOCK COMPANY**

(Issued together with Appendix 1: Organization of Online General Meetings of Shareholders, Electronic Voting, and Hybrid Meetings Combining Physical and Online Formats)

Hanoi, .....2024

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 operations and other related business activities under the law for profit-making purposes, contributing to the implementation of the State's economic objectives. The organization and operations of EVN Finance are carried out in accordance with the Company Charter, current regulations of the State Bank of Vietnam, and other relevant laws.

<b>Amendment</b>	<b>Date of Issuance</b>	<b>Summary of Amendments</b>
01	27/4/2021	Updated provisions to ensure compliance with the revised Company Charter and applicable legal documents.
02	17/3/2023	Updated provisions to ensure compliance with the revised Company Charter and applicable legal documents.
03	15/3/2024	Updated provisions to ensure compliance with the revised Company Charter and applicable legal documents.
04	27/03/2024	Updated provisions to ensure compliance with the revised Company Charter and applicable legal documents.
05	.../.../.....	Updated provisions to ensure compliance with the revised Company Charter and applicable legal documents.

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## **CHAPTER I**

### **GENERAL PROVISIONS**

#### **Article 1. Legal Basis and Related Documents**

1. Law on Enterprises 2020 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
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 its amendments and supplements;
3. Securities Law No. 54/2019/QH passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
4. Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of several articles of the Securities Law;
5. Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, providing guidance on corporate governance for public companies;
6. Circular No. 96/2020/TT-BTC dated November 16, 2020, issued by the Ministry of Finance, guiding the disclosure of information in the securities market;
7. Charter on the Organization and Operation of EVN Finance Joint Stock Company;
8. ISO 9001:2015 Standards;
9. Other relevant legal and internal regulatory documents.

#### **Article 2. Scope of Adjustment and Subjects of Application**

## 1. Scope of Adjustment

This regulation applies to the organizational structure of the Company as specified in the Company Charter, including: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director, and the supporting apparatus of the General Director.

## 2. Subjects of Application

This regulation applies throughout the system of EVN Finance Joint Stock Company.

### **Article 3. Interpretation of Terms and Abbreviations**

1. In this regulation, unless otherwise specified by the specific context, the following terms are defined as follows:

- a) Company/EVN Finance: Refers to EVN Finance Joint Stock Company;
- b) Charter: Refers to the Company Charter issued from time to time;
- c) Executive Officers: Include the General Director, Deputy General Directors, Chief Accountant, and Branch Directors;
- d) Other Executive Officers: As stipulated in the Company Charter from time to time;
- e) Executive Board: Includes the Executive Officers as defined in the Charter of EVN Finance Joint Stock Company;
- f) Non-Executive Board Member: (hereinafter referred to as “Non-Executive Member”) refers to a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive officers as defined in the Company Charter;
- g) Independent Board Member (hereinafter referred to as “Independent Member”): Refers to a Board Member who meets the criteria and conditions specified in Clause 2, Article 155 of the Law on Enterprises and Article 41 of the Law on Credit Institutions;
- h) Related Person: Defined in Clause 24, Article 4 of the Law on Credit Institutions for matters concerning the organization and operation of EVN Finance as governed by the law on credit institutions. For disclosure and other matters not governed by the law on credit institutions, a related person is determined in accordance with the Law on Enterprises and the Securities Law;
- i) Company Secretary: Refers to the individual with responsibilities and authority as stipulated in Article 281 of Decree 155/2020/ND-CP dated December 31, 2020, issued

by the Government detailing the implementation of several articles of the Securities Law;

j) Major Shareholder of EVN Finance: Refers to a shareholder holding 5% or more of the voting shares in EVN Finance, including indirectly held shares;

k) GMS: Refers to the General Meeting of Shareholders;

l) BOD: Refers to the Board of Directors;

m) CEO: Refers to the General Director;

n) BOS: Refers to the Board of Supervisors

#### **Article 4. Basic Principles of Governance**

This regulation is established based on the following basic governance principles:

1. Compliance with relevant legal provisions and the Company's Charter;
2. A reasonable and efficient governance structure;
3. Ensuring the effective operation of the Board of Directors and the Board of Supervisors; enhancing the Board of Directors' accountability to the Company and shareholders;
4. Ensuring shareholders' rights and equal treatment of all shareholders;
5. Ensuring the role of investors, the securities market, and intermediary organizations in supporting the Company's governance activities;
6. Respecting and ensuring the legitimate rights and interests of stakeholders in the Company's governance;
7. Timely, complete, accurate, and transparent disclosure of the Company's activities; ensuring equal access to information for shareholders.

#### **Article 5. General Governance Structure**

The governance structure of the Company includes:

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

#### 4. General Director.



**CHAPTER II**  
**SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

**Article 6. Rights of Shareholders**

1. Shareholders have all the rights and obligations as stipulated by law and the Company's Charter, specifically as follows:
  - a) Attend and express opinions at General Meetings of Shareholders and exercise voting rights directly or through a proxy or other forms prescribed by the Company's Charter and laws; each ordinary share has one vote.
  - b) Receive dividends in accordance with the resolution of the General Meeting of Shareholders.
  - c) Have the preemptive right to purchase newly issued shares in proportion to their ordinary shares at EVN Finance. The issuance of new shares must comply with procedures and regulations stipulated by securities laws.
  - d) Transfer shares or preemptive rights to other shareholders of EVN Finance or other entities as prescribed by law and the Company's Charter.
  - e) Inspect and extract information about names and contact addresses in the list of shareholders entitled to vote; request corrections of inaccurate information.
  - f) Review, inspect, extract, and copy the Company's Charter, minutes of General Meetings of Shareholders, resolutions, and decisions of the General Meeting of Shareholders.
  - g) Receive a portion of the remaining assets proportional to the shares owned in EVN Finance upon the Company's dissolution or bankruptcy.
  - h) Authorize another person in writing to exercise their rights and obligations; the authorized person cannot self-nominate.
  - i) Nominate or be nominated to the Board of Directors or Board of Supervisors as prescribed by the Company's Charter or laws.
  - j) Be treated equally.

k) Access all periodic and extraordinary information disclosed by EVN Finance as prescribed by law.

l) Be protected in their legal rights and interests.

m) Other rights as prescribed by laws and the Company's Charter.

#### **Article 7. Obligations of Shareholders**

1. Ordinary shareholders of EVN Finance must fulfill the following obligations:

a) Pay in full for the shares subscribed within the time specified by EVN Finance.

b) Not withdraw contributed capital from EVN Finance in any form that reduces the Company's charter capital.

c) Be legally responsible for the legitimacy of the contributed capital.

d) Comply with the Company's Charter and internal regulations.

e) Adhere to resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

#### **Article 8. Role of the General Meeting of Shareholders in Corporate Governance**

1. The General Meeting of Shareholders (GMS) consists of all shareholders with voting rights and is the highest decision-making authority of the Company.

2. The GMS operates through the Annual General Meeting (AGM) and Extraordinary General Meeting (EGM).

3. The GMS resolutions are valid only when approved by shareholders or authorized representatives in accordance with Article 32 of the Company Charter.

#### **Article 9. Convening the General Meeting of Shareholders**

1. Annual General Meeting:

a) The AGM is held once a year within four (4) months from the end of the fiscal year.

b) The AGM is convened by the Board of Directors (BOD) and must be held in Vietnam. The specific location is decided by the BOD based on practical conditions.

c) If the audited annual financial statements of EVN Finance contain material exceptions, adverse opinions, or disclaimers, EVN Finance must invite representatives of the approved auditing organization to attend the AGM.

2. The BOD or authorized individuals may convene an EGM under certain circumstances as stipulated in Article 24 of the Company Charter.

#### **Article 10. Procedures and Sequence for Conducting AGM Resolutions by Voting at Meetings**

1. The list of shareholders entitled to attend the AGM is based on the Company's shareholder register and the securities ownership list prepared by the Vietnam Securities Depository and Clearing Corporation.
2. The notice of the AGM must be sent to all shareholders on the list no later than twenty-one (21) days before the meeting date.
3. Shareholders are considered to have attended and voted at the GMS in the following cases:
  - o Attend and vote directly at the meeting;
  - o Authorize a representative to attend and vote at the meeting;
  - o Attend and vote through online conferencing, electronic voting, or other electronic methods.

#### **Article 11. Voting Procedures at the GMS**

1. The GMS discusses and votes on each issue or group of issues in the agenda under the chairperson's guidance.
2. Voting ballots are distributed to shareholders at the meeting.
3. The method of vote counting is implemented in accordance with the meeting's regulations.

#### **Article 12. Minutes of the GMS**

1. The GMS meeting must be recorded in the Company's minutes book and may be audio-recorded or stored in other electronic forms.

2. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language.
3. The minutes must be completed and approved before the meeting concludes.

**Article 13. Resolutions of the General Meeting of Shareholders (GMS)**

1. Resolutions of the GMS are valid when they meet the conditions specified in Article 32 of the Company Charter and hold the highest authority within the Company. All relevant entities and individuals (including members of the Board of Directors (BOD), Board of Supervisors (BOS), executive members, and shareholders) are obligated to implement them.
2. Resolutions of the GMS must be communicated to shareholders entitled to attend the GMS in accordance with legal regulations and the Company Charter.
3. Within 90 (ninety) days from the date of receiving the GMS minutes or vote-counting minutes, shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to request the court or arbitration to review

and annul the resolution or part of the resolution of the GMS in cases specified in Article 35 of the Company Charter.

#### **Article 14. Procedures for Passing Resolutions at the AGM via Written Voting by Shareholders**

1. The BOD has the authority to solicit shareholder opinions in writing to pass GMS resolutions at any time deemed necessary for the Company's benefit, except for matters stipulated in Clause 1, Article 31 of the Company Charter.
2. The BOD must prepare voting ballots, draft GMS resolutions, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the ballots.
3. The voting ballots must contain the main contents as specified in the Company Charter and be sent to shareholders according to the procedures outlined in Clause 2 of this Article.
4. The voting ballots returned to the Company must comply with Clause 4, Article 33 of the Company Charter.
5. The BOD shall organize vote counting and prepare vote-counting minutes under the witness and supervision of the BOS or shareholders not holding managerial positions in the Company.
6. The vote-counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the completion of the vote counting.
7. BOD members, vote counters, and vote supervisors are jointly responsible for the honesty and accuracy of the vote-counting minutes.
8. Responded voting ballots, vote-counting minutes, approved resolutions, and accompanying documents must be stored at the Company's headquarters.
9. Resolutions passed via written voting by shareholders have the same validity as resolutions passed at the GMS meetings.

**CHAPTER III**  
**BOARD OF DIRECTORS**

**Article 15. Structure and Role of the Board of Directors (BOD) in Company Governance**

1. The BOD is the governing body of the Company, having full authority to represent the Company in deciding and exercising the Company's rights and obligations, except for matters under the authority of the General Meeting of Shareholders (GMS).
2. The BOD develops the organizational and operational regulations for the BOD to be submitted to the GMS for issuance and issues internal regulations related to the organization, governance, and operations of the Company, except for matters under the authority of the Board of Supervisors (BOS) or the GMS.
3. The BOD has other duties and powers as specified in the Company's Charter and relevant legal regulations.
4. The BOD must have at least five (5) members and no more than eleven (11) members, including at least two (2) independent members.
5. If all BOD members' terms end simultaneously, they continue to serve until new members are elected and take over.
6. The number of independent BOD members of EVN Finance must meet the following requirements:
  - At least two (2) independent members if the BOD has fewer than eight (8) members.
  - At least three (3) independent members if the BOD has between nine (9) and eleven (11) members.

**Article 16. Nomination, Candidacy, Election, Dismissal, and Removal of BOD Members**

1. BOD members must meet the standards and conditions specified in Clause 1, Article 47 of the Company Charter.
2. Independent BOD members must meet the standards and conditions specified in Clause 2, Article 47 of the Company Charter.
3. Shareholders or shareholder groups nominate individuals for the BOD as specified in Clause 8, Article 44 of the Company Charter.
4. The Company must ensure that shareholders have access to information about companies where candidates hold BOD or other managerial positions.
5. The election of BOD members is conducted through cumulative voting.

**Article 17. Procedures for Holding BOD Meetings**

1. The BOD may hold regular or extraordinary meetings.
2. The BOD meeting notice must be sent at least three (3) working days before the meeting date.
3. A BOD meeting is valid when at least three-fourths (3/4) of the total members participate.

**Article 18. BOD Committees**

1. The BOD must establish committees to assist in performing its duties and exercising its powers.
2. The BOD determines the duties and powers of these committees.

**CHAPTER IV**  
**BOARD OF SUPERVISORS**

**Article 19. Role and Structure of the Board of Supervisors (BOS) in Corporate Governance**

1. The BOS is an entity elected by the GMS to represent shareholders in supervising and evaluating compliance with the law, internal regulations, the Company Charter, and resolutions and decisions of the GMS and the BOD.
2. The BOS must have at least three (3) members and no more than five (5) members.
3. The term of the BOS shall not exceed five (5) years. The term of BOS members aligns with the term of the BOS. A member appointed or replaced during the term will serve for the remaining duration of the BOS term. The outgoing BOS shall continue operating until the new BOS takes over.

**Article 20. Procedures for Nomination, Candidacy, Election, Dismissal, and Removal of BOS Members**

1. Standards and Conditions for BOS Members:
  - a) Not falling under disqualifications stipulated in Clause 1, Article 42 of the Law on Credit Institutions.
  - b) Possessing professional ethics as required by the Governor of the State Bank of Vietnam.
  - c) Holding a university degree or higher in finance, banking, economics, business administration, law, accounting, or auditing.



d) Having at least three (3) years of direct work experience in banking, finance, accounting, or auditing.

e) Not being a related party to EVN Finance.

f) The Head of the BOS must reside in Vietnam during their tenure.

g) Not being a member or employee of an auditing firm that audited the Company's financial statements in the preceding three (3) consecutive years.

2. The nomination and candidacy of BOS members shall be conducted similarly to the nomination and candidacy of BOD members as stipulated in this Regulation and the Company Charter.

3. Information regarding BOS candidates (if identified) must be disclosed at least ten (10) days before the opening of the GMS meeting on the Company's website to allow shareholders to review such candidates before voting.

a) Information about BOS candidates must include at least the following:

- Full name, date of birth;
- Professional qualifications;
- Work experience;
- Names of companies where the candidate holds BOS membership or other management positions;
- Interests related to the Company and its related parties;
- Other information (if any) as stipulated in the Company Charter.

b) BOS candidates must provide a written commitment regarding the accuracy, truthfulness, and reasonableness of disclosed personal information and pledge to perform BOS duties honestly, loyally, diligently, and in the best interests of the Company if elected.

4. The Company must ensure that shareholders can access information about the companies where candidates hold BOS membership, other management positions, and interests related to the Company (if any).

5. Replacement of BOS Members:

a) BOS members shall automatically lose their positions or be dismissed/removed as prescribed in Articles 39 and 40 of the Company Charter. Procedures and documents for changes, approvals for election, appointment, dismissal, or removal of the Head and members of the BOS shall comply with SBV regulations.

b) Within fifteen (15) days from the date the Head of the BOS automatically loses membership, the BOS members must convene a meeting to elect a new Head (meeting SBV standards and conditions).

c) The Head of the BOS wishing to resign must submit a written request to the BOD and BOS. Within sixty (60) days from the date of receipt, the BOS must convene a meeting to consider and decide on the resignation, dismissal, and election of a new Head in accordance with current regulations.

d) A BOS member wishing to resign must submit a written request to the BOD and BOS for submission to the nearest GMS for a decision.

e) If less than two-thirds of the BOS members or the minimum number of BOS members required by the Company Charter are in place, the BOS must request the BOD to convene a GMS to elect additional members within sixty (60) days.

f) In other cases, the next GMS will elect new BOS members to replace those dismissed or removed, or to fill vacancies.

## **CHAPTER V**

### **GENERAL DIRECTOR**

#### **Roles of General Director**

The General Director is appointed by the Board of Directors (BOD). The General Director is the highest executive officer of the Company and is accountable to the BOD for the exercise of their rights and obligations.

#### **Article 22. Nomination, Election, Appointment, Dismissal, and Removal Procedures for the General Director**

1. Standards and Conditions for the General Director  
The General Director must meet the standards and conditions as prescribed in the Company's Charter, specifically:
  - a) Must not fall into the categories prohibited from holding the position under Clause 1, Article 37 of the Company's Charter;
  - b) Must possess professional ethics as prescribed by the Governor of the State Bank of Vietnam;
  - c) Must have a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, or auditing;
  - d) Must meet one of the following conditions:
    - Have at least 5 years of experience as an executive of a credit institution;
    - Have at least 5 years as a General Director (Director) or Deputy General Director (Deputy Director) of a company with a minimum charter capital equivalent to the legal capital of the corresponding type of credit institution 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;

e) Must reside in Vietnam during their term.

## 2. Appointment, Dismissal, and Removal of the General Director

a) The BOD issues decisions on the appointment, dismissal, or removal of the General Director. Procedures and documents for such actions are carried out in accordance with the regulations of the State Bank of Vietnam and the Company's internal regulations (if any).

b) After the appointment decision by the BOD, the new General Director assumes their responsibilities. The outgoing General Director must hand over their responsibilities and is personally accountable for their decisions made during their tenure.

c) In the event of the General Director automatically losing their qualifications, the BOD must immediately assign a Deputy General Director or a Department Head (if no Deputy General Director is available) who meets the conditions stipulated by the State Bank of Vietnam and is not subject to the provisions of Article 37 of the Charter to assume the duties of the General Director. The BOD must report in writing to the State Bank of Vietnam within 5 working days from the date of determination.

d) Within a maximum of 60 days from the date the General Director automatically loses their qualifications or the BOD issues a dismissal or removal decision, the BOD must find a replacement and carry out the procedures for appointing a new General Director in accordance with the law.

e) If the General Director seriously violates legal regulations, those of the State Bank of Vietnam, or the Company's Charter, the BOD has the right to temporarily suspend the General Director's duties. Simultaneously, a Deputy General Director or a Department Head (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 must be appointed to act as the General Director. The BOD must immediately report in writing to the State Bank of Vietnam and propose measures to

handle the violations and the General Director's position according to current regulations.

f) During the period when a General Director has not been officially appointed, the Chairperson of the BOD, the BOD members, the Head of the Board of Supervisors (BOS), and the BOS members are entirely responsible before the law and shareholders for all activities of the Company.

## **CHAPTER VI COMPANY SECRETARY**

### **Article 23. Corporate Governance Officer**

1. The BOD of a public company must appoint at least one Corporate Governance Officer to support corporate governance activities within the company. The

Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The Corporate Governance Officer must not simultaneously work for the approved auditing organization conducting audits of the company's financial statements.
3. The Corporate Governance Officer has the following rights and obligations:
  - a) Advise the BOD on organizing General Meeting of Shareholders (GMS) as per regulations and matters concerning the relationship between the company and shareholders;
  - b) Prepare meetings of the BOD, Board of Supervisors (BOS), and GMS as requested by the BOD or BOS;
  - c) Advise on meeting procedures;
  - d) Attend meetings;
  - đ) Advise on procedures for drafting resolutions of the BOD in compliance with legal regulations;
  - e) Provide financial information, BOD meeting minutes, and other information to BOD members and BOS members;
  - g) Monitor and report to the BOD on the company's information disclosure activities;
  - h) Act as the point of contact for stakeholders;
  - i) Ensure confidentiality of information as required by law and the company's Charter;
  - k) Other rights and obligations as prescribed by law and the company's Charter.

**CHAPTER VII**  
**COORDINATION BETWEEN THE BOARD OF DIRECTORS, BOARD OF**  
**SUPERVISORS, AND GENERAL DIRECTOR**

## **Article 24. Coordination Principles**

The BOD, BOS, and General Director coordinate activities based on the following principles:

1. Always prioritize the common interests of the Company.
2. Comply with relevant laws, the company's Charter, and EVN Finance's internal regulations.
3. Work with the highest sense of responsibility, honesty, and cooperation, regularly exchanging ideas to address any obstacles or difficulties (if any).

## **Article 25. Coordination Content between the BOD, BOS, and General Director**

1. Convening BOD Meetings:

The BOS and General Director have the right to propose convening an extraordinary BOD meeting to discuss and resolve issues under the BOD's authority as stipulated in the Charter, the BOD's organizational and operational regulations, and the BOS's organizational and operational regulations.

2. Participation in BOD Meetings:

a) The General Director participates in BOD meetings as prescribed in the Charter and internal regulations of the Company.

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 about its activities' results and may consult the BOD before submitting reports, conclusions, and recommendations to the GMS, directly reporting to the GMS.

c) BOD resolutions and decisions must be sent in one copy to the Head of the BOS for supervision and one copy to the General Director for acknowledgment and execution after issuance.

3. Coordination between the General Director and the BOD in performing assigned tasks:

a) The General Director is accountable to the BOD for directing the implementation of matters stated in the BOD's resolutions and decisions.

The General Director must promptly report to the BOD if implementing the BOD's resolutions and decisions might adversely affect the Company's operations.

b) The General Director is responsible for reporting to the BOD, BOS, and GMS on the Company's operations, efficiency, and business results as required.

c) BOD members may request the General Director, Deputy General Directors, Chief Accountant, Branch Directors, or other Executives to provide information related to their areas of responsibility.

d) The General Director may take measures beyond their authority in emergencies (natural disasters, adversities, fires, incidents) and must promptly report to the BOD for further handling.

4. Coordination of Supervision Activities between BOD Members, BOS Members, and the General Director:

\*a) Relationship between the BOS and BOD:

- - The BOS may consult the BOD before submitting reports and recommendations to the GMS.
- - The BOD, its members, and the General Director must provide complete, accurate, and timely information and documents as requested by the BOS.

\*b) Relationship between the BOS and General Director:



- - The BOS has the right to inspect and supervise the General Director's performance of executive duties.
- - The BOS may utilize the Company's internal control and inspection systems to fulfill its duties.

## **CHAPTER IX REPORTING AND DISCLOSURE OF INFORMATION**

### **Article 29. Reporting and Disclosure of Corporate Governance Information**

The corporate governance report is presented at the annual General Meeting of Shareholders and disclosed in the Company's Annual Report in accordance with securities laws on information disclosure.

### **Article 30. Reporting and Disclosure Responsibilities of BOD Members, BOS Members, and the General Director**

In addition to responsibilities stipulated in Article 27 of this Regulation, BOD members, BOS members, and the General Director must report to the BOD and BOS in the following cases:

1. Transactions between the Company and companies where these individuals are founding members or enterprise managers within the past three years before the transaction.
2. Transactions between the Company and companies in which related persons of these individuals are BOD members, General Directors (Directors), or major shareholders.

## **CHAPTER X - PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE**

### **Article 31. Performance Evaluation of BOD Members, BOS Members, General Director, and Other Managers**

1. Performance evaluations of BOD members, BOS members, the General Director, and other managers shall be conducted as follows:
  - a. Self-assessment;
  - b. Annual performance evaluation conducted at the end of the year;
  - c. Ad hoc evaluation;
  - d. Other methods as determined by the BOD at specific times.
2. The BOD shall evaluate the performance of its members and other positions appointed by the BOD.
3. The BOS shall evaluate the performance of its members.
4. The General Director shall evaluate the performance of positions appointed by the Executive Board.

#### **Article 32. Performance Evaluation Criteria**

Performance evaluation criteria for BOD members, BOS members, and the Executive Board include the results of assigned tasks, the level and quantity of completion, and the quality and efficiency of individual and unit performance.

#### **Article 33. Rewards**

1. BOD members, BOS members, the General Director, and other managers with outstanding achievements in corporate governance, operations, and other assigned tasks shall be rewarded in accordance with laws and Company regulations.
2. The GMS decides the reward level for BOD and BOS members in accordance with the Charter and laws.
3. The BOD determines the reward level for positions directly managed by the BOD in accordance with Company regulations.
4. BOD members, BOS members, and Executives are not entitled to demand rewards if EVN Finance incurs losses.

#### **Article 34. Discipline**

1. BOD members, BOS members, the General Director, and other managers violating regulations shall be disciplined in accordance with laws and/or Company policies.
2. The GMS reviews and handles violations by the BOD and BOS that cause damage to EVN Finance.
3. The BOD has the authority to decide disciplinary actions for positions under its management.

## **CHAPTER XI - IMPLEMENTATION PROVISIONS**

### **Article 35. Implementation Provisions**

1. This Regulation was approved by the GMS on .....
2. In case of conflicts between this Regulation and the Company's Charter, the Charter provisions shall prevail.

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

**PHẠM TRUNG KIÊN**

**APPENDIX 1: ORGANIZATION OF ONLINE SHAREHOLDER MEETINGS  
AND ELECTRONIC VOTING, HYBRID MEETINGS (IN-PERSON  
COMBINED WITH ONLINE)**

(Issued together with the Internal Governance Regulations of EVN Finance Joint Stock  
Company)

**Article 1. Scope and Subjects of Application**

This regulation governs the organization of shareholder meetings (annual or extraordinary) of EVN Finance Joint Stock Company (the Company/EVN Finance) in the form of online meetings and electronic voting by shareholders at online shareholder meetings.

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**Article 2. Definitions**

In this regulation, the following terms are defined as follows:

1. Online Meeting: A type of shareholder meeting conducted via electronic means, transmitting audio and video over the internet, allowing shareholders at different locations to follow the meeting proceedings, discuss, and vote on meeting agenda items.
2. Traditional Meeting: A shareholder meeting held at a single location, where shareholders attend, discuss, and vote in person.
3. Venue for Online Meeting: Includes the main location and other locations. The main location is where the chairperson attends and presides over the meeting, while other locations are where shareholders log into the system using access credentials provided by the Company to attend the online meeting.
4. Electronic Voting: Shareholders cast votes through an electronic voting system

as stipulated in this regulation.

5. Traditional Voting: Shareholders vote in person at traditional meetings.
6. Electronic Means: Tools operating based on electrical, electronic, digital, magnetic, wireless, optical, electromagnetic technology, or similar technologies.
7. Online Meeting Registration: Shareholders log into the system using access credentials to register for the online meeting as per this regulation and the Company's guidance.
8. Access Credentials: Includes a username and password provided uniquely to each shareholder by the Company.
9. A single-use password valid for a limited time, sent via mobile phone/email or other shareholder-provided methods under this regulation.
10. Session: The period from when a shareholder successfully logs into the system until:
  - o (i) the shareholder logs out;
  - o (ii) the shareholder accesses the system from another device;
  - o (iii) the online meeting ends; or
  - o (iv) the system is abruptly closed by the shareholder.
11. System: The comprehensive technical infrastructure for organizing and operating the online meeting program and electronic voting.
12. System Open Time: The starting time when shareholders can access, review documents, and register for the online meeting. The system will close access as announced by the chairperson or the meeting organizers.

#### **Article 5. Procedures and Format of Online Shareholder Meetings**

1. The convening of meetings, preparation of the shareholder list, sending of invitations, and accompanying documents are conducted in accordance with Article 10 of the Company's Internal Governance Regulations.
2. The format for online meetings and electronic voting shall comply with this

regulation. If necessary, the Board of Directors may issue guidelines to adapt to technological and security changes, provided they do not contradict the principles of this regulation.

3. In case of technical issues affecting continuous participation in the online meeting or electronic voting, shareholders should contact the Company according to the instructions provided in the meeting invitation or announced by the meeting organizers during the online meeting for assistance.

#### **Article 6. Rights and Obligations of Shareholders**

1. Attend shareholder meetings and vote on all issues in accordance with the Company Charter, this regulation, and the organizers' instructions.
2. Have the right to speak and discuss directly at the meeting under Article 11 of this regulation.
3. Comply with the chairperson's management; refrain from causing disturbances or disorder during the meeting.
4. Register accurate contact details (phone number, email address, etc.) and provide feedback to the Company to receive invitations and/or instructions for online meeting registration and electronic voting. Shareholders bear full responsibility for the accuracy of registered information.
5. Shareholders must prepare and use suitable online meeting devices with an internet connection to ensure they can follow the proceedings of the online meeting.
6. All electronic voting results by shareholders are considered their will. Voting results conducted electronically hold the same validity as traditional voting methods.
7. Use the Access Account provided by the Company to log into the System and perform electronic voting for all voting rounds of the meeting. Shareholders are responsible and cannot claim complaints if they log out of the System for any reason or allow others to use their Access Account during the meeting timeframe,

from the opening of the System for registration, discussion, and voting until the System closes.

8. Shareholders are responsible for keeping their Access Account and other identification elements provided by the Company secure to ensure only they can participate in discussions, give opinions, and vote electronically in the System. If shareholders authorize participation in the online meeting and electronic voting to another individual/organization, both the shareholder and the authorized party are responsible for the authorization and electronic voting results associated with the assigned Access Account.
9. Shareholders must ensure continuous online attendance throughout the online meeting. The System will automatically record their participation from the time they register for the Online Meeting until the meeting ends. If shareholders, after registering for the Online Meeting, cannot continuously attend until the end, they may cast their votes on the agenda items requiring shareholder opinion before logging out of the System.

#### **Article 10. Confirmation of Shareholder Eligibility**

1. The Company sends invitations to attend the online meeting along with a document guiding shareholder eligibility confirmation to each shareholder. Shareholders must follow the instructions to register and confirm their eligibility before attending the online meeting. The meeting organizers must inform shareholders of the instructions/rules for registering for the online meeting, electronic voting, and other necessary information prior to the meeting.
2. After valid shareholder eligibility is confirmed, the Company will issue an Access Account for shareholders to register for the online meeting and electronic voting on the system as per the Company's instructions outlined in Clause 1 of this Article.
3. Cases considered as shareholders not attending the online meeting:
  - a. Shareholders who fail to provide information or send feedback to the Company to confirm eligibility as requested.
  - b. Shareholders who fail to register for the online meeting as prescribed in Article

10 of this Regulation.

#### **Article 11. Registration for Online Meeting (Check-in)**

1. Shareholders log in using their Access Account and OTP verification to register for the online meeting as per the instructions sent by the Company to the shareholder's phone number or email address, or published on the Company's website (<https://www.evnfc.vn>). Each login will generate a unique OTP for authentication.
2. Shareholders who register for the online meeting after it has commenced may still register and have the right to vote after completing the registration. The chairperson cannot pause the meeting for shareholders to register, and the validity of previously voted matters will not be affected.

#### **Article 12. Discussion at the Online Meeting**

1. Shareholders participate in discussions following the chairperson's instructions during the online meeting.
2. Shareholders may discuss in the online meeting by speaking directly or submitting their opinions through direct connection methods guided by the meeting organizers. The Secretariat is responsible for compiling shareholder opinions and forwarding them to the chairperson.

#### **Article 13. Voting Methods and Procedures**

1. Voting Methods: Shareholders may exercise their voting rights through electronic voting as stipulated in Clause 3 of this Article.
2. Voting Timing:
  - a. Shareholders have the right to vote from the commencement of the online meeting until the end of the voting period, except as provided in Point b, Clause 2 of this Article. Shareholders wishing to change their vote must do so before the voting period ends. The last vote registered by the System before the end of the voting period is valid and will be included in the tally.
  - b. To ensure a seamless flow and focus on the meeting's proceedings, shareholders may



vote on the agenda, composition of the Vote Counting Committee, and amendments to the meeting regulations (if any) upon logging into the System. The deadline for voting on these items will be announced by the organizers at the commencement of the online meeting.

#### **Article 14. Approval Ratio for Resolutions of the General Meeting of Shareholders**

1. Unless otherwise stipulated in Clause 1 and Clause 3, Article 31 of the Company's Charter, a resolution of the General Meeting of Shareholders is approved when it is adopted by shareholders representing more than 51% of the total voting shares of all shareholders registered to attend the meeting.
2. For decisions and resolutions regarding amendments or supplements to the Company's Charter; decisions on the organizational structure and management of EVN Finance as stipulated in Article 17 of this Charter; approval of changes to the charter capital; approval of share issuance plans, including types and numbers of shares to be issued; decisions on investments, purchases, or sales of Company assets valued at 20% or more of the charter capital as stated in the most recent audited financial statement; and decisions on division, separation, merger, consolidation, legal form transformation, dissolution, or filing for bankruptcy, approval must be obtained from shareholders representing more than 65% of the total voting shares of all shareholders registered to attend the meeting.

#### **Article 15. Meeting Minutes and Resolutions of the General Meeting of Shareholders**

1. The content of the online meeting of the General Meeting of Shareholders shall be recorded and documented into meeting minutes by the Secretariat.
2. The meeting minutes and resolutions of the General Meeting of Shareholders must be read and approved before the conclusion of the online meeting.
3. The chairperson and the meeting secretary, or other signatories of the meeting minutes, are jointly responsible for the truthfulness and accuracy of the minutes' content.
4. The minutes of the General Meeting of Shareholders must be prepared in

Vietnamese and may also be prepared in a foreign language. Both versions have equal legal value. In case of discrepancies, the Vietnamese version shall prevail.

5. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all required content as stipulated in this clause. The meeting minutes must explicitly state the refusal of the chairperson or secretary to sign.

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.