

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



CHARTER ON ORGANIZATION AND OPERATION

13th Ed.
Hanoi, 2024

TABLE OF CONTENTS

CHAPTER I. DEFINITIONS OF TERMS IN THESE ARTICLES.....6

Article 1. Definitions.....6

CHAPTER II. NAME, FORM, TERM OF OPERATION AND HEAD OFFICE OF EVN FINANCE.....9

Article 2. Name, address and operation term of EVN Finance.....9

CHAPTER 3. OBJECTIVES, CONTENT AND SCOPE OF BUSINESS OF EVN FINANCE.....10

Article 3. Objectives and Business Lines of EVN Finance.....10

Article 4. Banking Operations of EVN Finance.....10

Article 5. Opening of EVN Finance’s Account10

Article 6. EVN Finance's Capital contribution, share purchase of shares of EVN Finance

Article 7. Other Business Activities of EVN Finance11

Article 8. Safety Assurance12

CHAPTER IV. CHARTER CAPITAL AND WORKING CAPITAL.....13

Article 9. Charter Capital.....13

Article 10. Change of the Charter Capital13

Article 11. Working Capital of EVN Finance13

CHAPTER V. SHARES, SHARE CERTIFICATE15

Article 12. Shares, Shareholders15

Article 13. Limit of Share Ownership.....15

Article 14. Share Certificate of EVN Finance16

Article 15. Offering Transfer and Redemption of Shares18

CHAPTER VI. ORGANIZATION AND MANAGEMENT STRUCTURE19

Article 16. Organization and Management Structure19

Article 17. Establishment of Branches, Representative Offices, Non-Business Units.....19

Article 18. Advisory council for General Director19

CHAPTER VII. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.....20

Article 19. Register of ShareholdersShareholder register.....20

Article 20. Rights of Shareholders20

Article 21. Obligations of common shareholders.....23

Article 22. Annual General Meeting of Shareholders24

Article 23. Extraordinary General Meeting of Shareholders.....25

Article 24. Rights and Obligations of the General Meeting of Shareholders.....26

Article 25. Right to attend General Meeting of Shareholders.....28

Article 26. Performance of right to attend the General Meeting of Shareholders28

Article 27. Convening to the General Meeting of Shareholders29

Article 28. Conditions for conducting the General Meeting of Shareholders.....30

Article 29. Procedures for conducting the General Meeting of Shareholders31

Article 30. Approval form for resolutions of the General Meeting of Shareholders.....33

Article 31. Conditions for the resolution to be approved.....34

Article 32. Authority and method for ratifying resolutions of the General Meeting of Shareholders by questionnaire survey.....35

Article 33. Minutes of the General Meeting of Shareholders37

Article 34. Request to cancel decisions of the General Meeting of Shareholders38

CHAPTER VIII. GENERAL PROVISIONS ON THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND GENERAL DIRECTOR39

Article 35. Approval of lists of nominees for the post of, members of the Board of Director, Control Board, General Director.....39

Article 36. Cases banned from holding posts39

Article 37: Cases banned from concurrently holding different posts..... 40

Article 38. Automatic Disqualification 41

Article 39. Dismissal and removal o..... 42

Article 40. Suspension, Temporary Suspension of holder of postd of the Board of Directors, Board of Supervisors, General Director 43

CHAPTER IX. RIGHTS, OBLIGATIONS AND LIABILITY TO DISCLOSURE RELATED BENEFITS OF MEMBERS IN THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND EXECUTIVE . 44

Article 41. Rights and obligations of managers and executives of EVN Finance 44

Article 42. Responsibility for publicity of related interest..... 44

CHAPTER X. BOARD OF DIRECTORS 46

Article 43. Board of Directors46

Article 44. Rights and Obligations of the Board of Directors47

Article 45. Rights and Obligations of the Chairman and Board members51

Article 46. Standards of the Board members.....53

Article 47. Remuneration of Board members54

Article 48. Replacement of Board members54

Article 49. Meetings of the Board of Directors55

Article 50. Assisting Apparatus of the Board of Directors58

CHAPTER XI. GENERAL DIRECTOR.....60

Article 51. General Director60

Article 52. Appointment and Dismissal of the General Director60

Article 53. Rights and Obligations of the General Director61

Article 54. Standards of the General Director62

CHAPTER XII. BOARD OF SUPERVISORS.....63

Article 55. Composition, Term of Office and Structure of the Board of Supervisors63

Article 56. Tasks, Powers and Responsibilities of the Board of Supervisors64

Article 57. Rights and Obligations of the Head and members of the Board of Supervisors65

Article 58. Remuneration and other benefits of members of the Board of Supervisors..67

Article 59. Standards of the members of the Board of Supervisors67

Article 60. Replacement of Members of the Board of Supervisors.....68

CHAPTER XIII. RIGHT TO INVESTIGATE BOOKS AND DOCUMENTS OF EVN FINANCE69

Article 61. Right to Investigate Books and Documents.....69

CHAPTER XIV. EMPLOYEES70

Article 62. Employees70

CHAPTER XV. PROFIT ALLOCATION71

Article 63. Dividends71

CHAPTER XVI. INSPECTION AND CONTROL SYSTEM, AUDITING INTERNAL FUNDS, FISCAL YEAR, ACCOUNTING SYSTEM.....72

Article 64. Internal Control System.....72

Article 65. Internal Audit.....72

Article 66. Financial System73

Article 67. Use of Capital73

Article 68. Funds.....73

Article 69. Accounting and Taxation73

CHAPTER XVII. ANNUAL REPORT, RESPONSIBILITY FOR ANNOUNCEMENT74

Article 70. Reporting74

Article 71. Disclosure and announcement74

CHAPTER XVIII. EVN FINANCE AUDITING75

Article 72. Independent Audit76

Article 73. Application of Early Intervention for EVN Finance76

Article 74. Reporting Solvency Difficulties and Special Controls.....76

Article 75. Reorganization of EVN Finance.....77

Article 76. Bankruptcy of EVN Finance.....77

Article 77. Dissolution of EVN Finance78

Article 78. Liquidation of EVN Finance’s Assets78

CHAPTER XX. INTERNAL DISPUTE RESOLUTION.....79

Article 79. Settlement of Internal Disputes79

Article 80. Periodic Information80

Article 81. Confidentiality Obligations.....80

CHAPTER XXII. TERMS OF ENFORCEMENT81

Article 82. Terms of Enforcement.....81

INTRODUCTION

EVN Finance Joint Stock Company (hereinafter referred to as EVN Finance or EVN Finance Company) is a joint stock company established in accordance with the Law on Enterprises, Law on Credit Institutions. EVN Finance is allowed to conduct banking activities and other related business activities in accordance with the law for profit purposes, contributing to the implementation of the State's economic goals. The organization and operation of EVN Finance shall comply with this Charter, current regulations of the State Bank of Vietnam and other relevant current laws.

This Charter is approved by the General Meeting of Shareholders of EVN Finance at the meeting on 15/3/2024.

CHAPTER I. DEFINITIONS OF TERMS IN THIS CHARTER**Article 1. Definitions**

- 1) In this Charter, the terms below are construed as follows:
 - a. “Vietnam” is the Socialist Republic of Vietnam.
 - b. “Laws” means all laws, ordinances, decrees, regulations, circulars, decisions and other legal documents promulgated and in force by Vietnamese governmental agencies.
 - c. “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
 - d. “Law on Credit Institutions” means Law on Credit Institutions No. 47/2010/QH12 passed by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010; Law amending and supplementing a number of articles of the Law on Credit Institutions in 2017.
 - e. “Law on the State Bank of Vietnam” means the Law on the State Bank of Vietnam No.46/2020/QH12 passed by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010.
 - f. “Business location” means the Vietnamese and foreign territory under the License of the State Bank.
 - g. “State Bank” means the State Bank of Vietnam.
 - h. “Vietnam Electricity” (hereinafter referred to as EVN), organized in the form of a one-member limited liability company owned by the State under Decision No. 975/QD-TTg dated June 25, 2010 of the Prime Minister.
 - i. “Operation term” means the time when EVN Finance is allowed to conduct business activities under the law, from the date on which the State Bank of Vietnam has issued the Establishment and Operation License. EVN Finance may extend its term of operation on the basis of a decision of the General Meeting of Shareholders and must be approved by the State Bank of Vietnam.
 - j. “Legal capital” is the minimum amount of capital required by law for financial company. EVN Finance shall preserve the actual value of its charter capital at least equal to its legal capital.
 - k. “Charter Capital” is the total par value of shares sold or registered to buy when establishing EVN Finance.
 - l. “Share” means the charter capital divided into equal parts.
 - m. “Share certificate” means a certificate issued by EVN Finance, book entries

or electronic data certifying the ownership of one or a number of shares of EVN Finance.

- n. “Shareholder” means an organization or individual that owns at least one share issued by EVN Finance.
- o. “Founding Shareholder” of EVN Finance is a shareholder that owns at least one common share and signs in the list of founding shareholders of EVN Finance.
- p. “Major Shareholder” means an organization or individual that directly or indirectly owns 5% or more of the voting share capital of EVN Finance.
- q. “Register of Shareholders” is physical or electronic document and contains information about the shareholders’ ownership of shares. The Register of Shareholders must contain the main contents in accordance with the Law on Enterprises.
- r. “Dividend” means the net profit that is paid for each share in cash or other assets from the remaining profit of EVN Finance after the financial obligations have been fulfilled.
- s. “Board of Directors” means the EVN Finance’s Board of Directors.
- t. “Directors” of EVN Finance include: Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, General Director.
- u. “Executives” of EVN Finance includes: General Director, Deputy General Director, Chief Accountant and Branch Director.
- v. “Related person” is defined under Clause 28, Article 4 of the Law on Credit Institutions for matters relating to the organization and operation of EVN Finance which are regulated by the law on credit institutions. For information disclosure and other issues that are not regulated by the law on credit institutions, the relevant person is determined respectively according to the provisions of the Enterprise Law and the Securities Law.
- w. “Subsidiary (s)” of EVN Finance means a company in one of the following cases:
 - i. EVN Finance or EVN Finance and its related persons own over 50% of the charter capital or over 50% of the voting share capital;
 - ii. EVN Finance has the right to directly or indirectly appoint a majority or all members of Board of Directors, Board of Members or General Director (Director) of the subsidiary company;
 - iii. EVN Finance has the right to amend and supplement its subsidiary’s charter;

- iv. EVN Finance and its related persons directly or indirectly control the approval of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, Board of Members of the subsidiary.
 - x. “Affiliated company” of EVN Finance means a company in which EVN Finance or EVN Finance and its related persons own over 11% of the charter capital or more than 11% of the voting share capital. However, this company is not considered a subsidiary of EVN Finance.
 - y. “Non-business unit” of EVN Finance is a dependent unit of EVN Finance, has its own seal, carries out one or several activities supporting business activities of EVN Finance, including:
 - i. Research and propose application of banking technology to EVN Finance;
 - ii. Professional training and retraining for officials and employees of EVN Finance;
 - iii. Database storage, collection and processing of information in service of EVN Finance’s business activities;
 - iv. Other activities to support EVN Finance’s business activities under the law.
 - z. “Person with family relationship” includes: spouse, biological father/mother, adoptive father/mother, father-in-law, mother-in-law, biological/adopted child, son-in-law, daughter-in-law, biological brother/sister, brother-in-law, sister-in-law, biological brother of husband/wife, biological sister of husband/wife.
- 2) In this Charter, any reference to any regulation or legal document shall include their amendment or alternative legal documents.
- 3) Words, terms and concepts that have not been defined in this Charter, will be construed according to the provisions of relevant laws that have been defined in the Law on Credit Institutions and the Law on Enterprises (otherwise conflict with the subject and context) will have the same meaning in this Charter.

**CHAPTER II. NAME, FORM, TERM OF OPERATION AND
HEAD OFFICE OF EVN FINANCE**

Article 2. Name, address and operation term of EVN Finance

- 1) Name:
 - a. Company name in Vietnamese is:

CONG TY TAI CHINH CO PHAN DIEN LUC
 - b. Company name in English is:

EVN FINANCE JOINT STOCK COMPANY
 - c. The abbreviated name is:

EVN FINANCE
- 2) The head office of the Company:
 - a. Address: Level 14, 15 and 16 Tower B, EVN building, 11 Cua Bac, Truc Bach Ward, Ba Dinh District, Hanoi City.
 - b. Tel.: (84-24) 22229999
 - c. Fax: (84-24) 22221999
 - d. Website: www.evafc.vn and www.taichinhdienluc.vn
- 3) Charter Capital: VND 7.042.482.890.000 (Seven trillion and forty-two billion four hundred eighty two million eight hundred and ninety thousand Vietnamese dong)
- 4) EVN Finance has its own seal. A seal includes a seal made at a seal engraving unit or a seal in the form of a digital signature in accordance with the law on electronic transactions. The Board of Directors decides on the quantity, form, content and sample of the seal, the management and use of the seal.
- 5) EVN Finance has its own accounts opened at the State Bank of Vietnam., domestic and foreign bank's account are under the regulations of the State Bank of Vietnam.
- 6) EVN Finance may establish subsidiary companies under the resolution of the General Meeting of Shareholders; establish branches and representative offices under the resolution of the Board of Directors, after obtaining approval from the State Bank of Vietnam, to support EVN Finance's operational objectives.
- 7) Operation term: 50 years from the date the State Bank of Vietnam issues the establishment and operation license.

CHAPTER 3. OBJECTIVES, CONTENT AND SCOPE OF BUSINESS OF EVN FINANCE

Article 3. Objectives and Business Lines of EVN Finance

- 1) The business field and lines of EVN Finance are the Financial and Banking activities under Law on credit institutions.
- 2) Objectives of EVN Finance:
 - a. Develop EVN Finance into a financial institution performing the function of providing versatile and modern financial services.
 - b. Develop EVN Finance into a position capable of cooperating and integrating with domestic and international financial institutions to create capital for investment, manage investment capital, operate in the capital and money markets.
 - c. Develop EVN Finance to operate safely and effectively.
- 3) If any business field or target requires the approval of the competent authority, EVN Finance shall proceed only after getting approval of the competent authority and the State Bank of Vietnam.

Article 4. Banking Operations of EVN Finance

- 1) Taking deposits from organizations;
- 2) Issuing deposit certificates, promissory notes, bills or bonds to raise capital from the organization;
- 3) Borrowing loan from domestic and foreign credit institutions and financial institutions under the law; borrowing loans from the State Bank in the form of re-financing under the Law on the State Bank of Vietnam;
- 4) Providing loans, including installment loans, consumer loans, loans to credit institutions, branches of foreign banks, domestic and foreign financial institutions in compliance with law;
- 5) Providing bank guarantee;
- 6) Discounting, re-discounting negotiable instruments and other valuable papers;
- 7) Providing factoring;
- 8) Providing financial lease;
- 9) Issuing credit cards and other forms of credit extension after obtaining the State Bank's approval.

Article 5. Opening of EVN Finance's Account

- 1) EVN Finance shall open a deposit account at the State Bank of Vietnam and maintain on this account an average credit balance not lower than the

compulsory reserve ratio.

- 2) EVN Finance is allowed to open a payment account at a commercial bank or foreign bank branch.
- 3) EVN Finance is allowed to issue credit cards and open accounts at foreign banks under the law on foreign exchange.
- 4) EVN Finance is allowed to open deposit accounts and loan management accounts for its customers.

Article 6. EVN Finance’s Capital Contribution and Share Purchase EVN Finance may only use its charter capital and reserve fund to contribute capital, purchase shares under the following regulations:

- a. To contribute capital and purchaseshares of enterprises and investment funds;
 - b. To set up and buy back subsidiaries and associates operating in the fields of insurance, securities, debt management and asset exploitation after obtaining the State Bank's written approval.
- 1) Conditions, documents, order and procedures to get approval of the establishment of subsidiaries, affiliates of EVN Finance shall be specified by the State Bank of Vietnam.
 - 2) The conditions, order and procedures for establishment of subsidiaries and affiliates of EVN Finance comply with relevant laws.

Article 7. Other Business Activities of EVN Finance

- 1) Receiving capital entrusted from the Government, organizations and individuals for investment in production andbusiness, projects or licensed credit extension ; entrusting capital to credit institutions for credit extension. The receipt of capital entrusted by individuals and capital entrustment to credit institutions for credit extension comply with the State Bank’s regulations.
- 2) Participating in the money market in accordance with Article 104 of the Law on credit institutions.
- 3) Buying and selling government bonds, corporate bonds.
- 4) Underwriting government bonds, corporate bonds; agents to issue bonds, share certificates and other valuable papers.
- 5) Trading and providing foreign exchange services under the regulations of the State Bank of Vietnam.
- 6) Acting as insurance agent.
- 7) Providing banking, financial and investment consulting services.

- 8) Providing customer asset management and preservation services.
- 9) Arranging investment capital for projects, negotiating and signing domestic and foreign loan contracts for Vietnam Electricity, member units of Vietnam Electricity and other organizations and individuals under the agreements.
- 10) Managing the funds of members of Vietnam Electricity.
- 11) Providing cash collection and disbursement services for customers.
- 12) Consulting and developing clean development mechanism (CDM) projects, reducing emissions.
- 13) Consulting, supporting the buying and selling of certified greenhouse gas emission reduction certificates.
- 14) Depositing, receiving deposit of credit institutions, branches of foreign banks, domestic and foreign financial organizations.
- 15) Other business activities under the law.

Article 8. Safety Assurance

During its operation, EVN Finance complies with the provisions of the Law on Credit Institutions and the State Bank's regulations; conducts asset classification and deduction of risk provisions for handling risks within EVN Finance activities under the current law.

CHAPTER IV. CHARTER CAPITAL AND WORKING CAPITAL**Article 9. Charter Capital**

- 1) EVN Finance's Charter Capital is recorded in Vietnamese Dong (VND).
- 8) The charter capital of EVN Finance is 7.042.482.890.000 (Seven trillion and forty-two billion four hundred eighty two million eight hundred and ninety thousand Vietnamese dong), this Charter capital is divided into 704,248,289 shares (Seven hundred four million, two hundred forty eight thousand, two hundred eighty-nine shares) with par value of VND10,000/share (ten thousand dong per share).
- 2) EVN Finance ensures that the actual charter capital is not lower than the legal capital level under the law.
- 3) EVN Finance does not use its charter capital and funds to purchase shares or contribute capital to its shareholders within EVN Finance.

Article 10. Change of the Charter Capital

- 1) The change (increase or decrease) of the EVN Finance's Charter capital shall be made under the decision of the General Meeting of Shareholders and approved in writing by the State Bank of Vietnam before changing the charter capital in accordance with current law.
- 2) The order, procedures, and dossiers of application for the approval of changes to the charter capital shall comply with the State Bank's regulations.
- 3) Upon approval for changing the Charter capital, EVN Finance must:
 - a. Amend and supplement the Articles of EVN Finance with the approved change;
 - b. Register with a competent state agency to change the charter capital;
 - c. Announce the changed content under the Law
- 4) The EVN Finance's Board of Directors is responsible before the law for the appraisal of documents, procedures and conditions to approve capital contribution shareholders according to the requirements of the State Bank of Vietnam and the Articles of EVN Finance.

Article 11. Working Capital of EVN Finance

Working capital of EVN Finance:

- 1) Equity:
 - a. Charter capital or allocated capital;
 - b. Differences due to revaluation of assets, exchange rate differences;
 - c. Surplus equity;

- d. Funds: Reserve to supplement charter capital, investment and development quarter, financial reserve fund;
 - e. Undistributed accumulated profit, unrealized accumulated loss;
 - f. Other capitals owned by EVN Finance.
- 2) Mobilized Capital
- a. Mobilized Capital from institutions; capital raised through the issuance of valuable papers;
 - b. Capital for Investment trust
 - c. Loans from domestic and foreign credit and financial institutions;
 - d. Loans from the State Bank of Vietnam.
- 3) Other capitals as prescribed by laws.

CHAPTER V. SHARES, SHARE CERTIFICATE

Article 12. Shares, Shareholders

- 1) EVN Finance must have at least 100 shareholders and unlimited maximum number.
- 2) Foreign organizations and individuals are allowed to buy shares of EVN Finance in accordance with the law.
- 3) EVN Finance has common shares. The holders of common shares are called common shareholders.
- 4) Shares of EVN Finance can be purchased in VND, convertible foreign currencies, gold, value of land use rights, value of intellectual property rights, technology, technical know-how, and assets which can be valued in VND and other assets in accordance with the provisions of law and must be paid in full once.
- 5) In case of capital contribution with the value of land use rights and other assets other than Vietnam Dong or gold, they must be the assets necessary to directly serve the operation of EVN Finance and must be approved by the General Meeting of Shareholders. The valuation and transfer of ownership of assets contributed as capital comply with Articles 35 and 36 of the Law on Enterprises and relevant regulations of law.
- 6) The EVN Finance's Board of Directors decides the time, method and offering price of shares. The offering price of shares must not be lower than its market value at the time of offering or the value recorded in the books of shares at the time of offering, except for the following cases:
 - a) Shares sold for the first time to persons who are not founding shareholders;
 - b) Shares sold to all shareholders in proportion to their existing share ownership in the company;
 - c) Shares sold to brokers or guarantors; in this case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders.
 - d) Other cases and discount rates in such cases shall be prescribed by the Company's Charter or Resolution of the General Meeting of Shareholders.

Article 13. Limit of Share Ownership

- 1) An individual shareholder may not own more than 5% (five percent) of the Charter capital of EVN Finance;
- 2) An organizational shareholder may not own more than 15% (fifteen percent) of

EVN Finance’s charter capital, except in the following cases:

- a. Ownership of shares in EVN Finance is specially controlled according to the restructuring plan approved by competent authorities; ownership of EVN Finance’s shares in its subsidiaries and associates as prescribed in Clauses 2 and 3 Article 103, Clause 3 Article 110 of the Law on credit institutions;
 - b. Ownership of the State’s shares at EVN Finance;
 - c. . The maximum foreign ownership ratio in EVNFinance does not exceed 15% of EVNFinance’s charter capital, in compliance with the Law on Credit Institutions.
- 3) Shareholders and related persons of such shareholders are not allowed to own shares in excess of 20% (twenty percent) of the charter capital of EVN Finance, except for the cases specified at Points a, b, c Clause 2 of this Article.
- Major shareholders of EVN Finance and their related persons are not allowed to own 5% or more of the charter capital of another credit institution;
- 4) The ownership ratio in Clauses 1, 2 and 3 of this Article includes the capital entrusted to other organizations or individuals to buy shares.

Article 14. Share Certificate of EVN Finance

- 1) Share certificate must contain the following main contents:
 - a. Name, enterprise number, address of head office of EVN Finance;
 - b. Number of shares and types of shares;
 - c. Face value of each share and total par value of the number of shares recorded on the stock;
 - d. Full name, address, nationality, number of ID card, Passport or other legal personal identification of shareholder as individual; name, business number or number of establishment decision, address of head office of shareholder as organization;
 - e. Signature of legal representative and seal of EVN Finance (if any);
 - f. Registration number at EVN Finance’s shareholder register and issuing date of share certificates;
 - g. Other contents as stipulated in Articles 116, 117 and 118 of the Law on Enterprises with respect to share certificates of preference shares.
- 2) Each shareholder will be issued with share certificate or a certificate of share ownership by EVN Finance for each type of share to record the amount of contributed capital.
- 3) Each issued share is recognized as common share.

- 4) According to the provisions of this Charter, any person named in the register of shareholders relating to any kind of shares will be issued a certificate of share ownership upon purchase or receipt of shares transferred within 30 (thirty) days (or a longer period as stipulated by the terms of the issue or by the Board of Directors regarding the transfer). Shares held by members of Board of Directors, members of the Board of Supervisors and major shareholders, founding shareholders and foreign shareholders must be registered.
- 5) In case only some of the registered shares in one share are transferred, the old shares will be canceled and a new share recording the remaining shares will be granted.
- 6) EVN Finance can manage stocks for shareholders or issue shares at the request of shareholders. In case a registered share is lost, burnt or otherwise destroyed, shareholders must immediately notify and request EVN Finance to re-issue another asset as prescribed in Clause 11 of this Article and pay fees as prescribed, regulations of EVN Finance.
- 7) The unnamed stock holder is solely responsible for the security management of the shares and EVN Finance will not bear any responsibility for the loss or fraudulent use of stocks.
- 8) Shares of EVN Finance cannot be pledged at EVN Finance.
- 9) Within 30 (thirty) days from the date of commencement of operation or from the date when shareholders make full payment for shares committed to buy when EVN Finance increases its charter capital, EVN Finance must issue new shares to the shareholders.
- 10) If there are errors in the content and form of a share issued by EVN Finance, the rights and interests of its owner are not affected. The legal representative of EVN Finance is responsible for damages caused by such errors.
- 11) In case share certificate is lost, damaged or otherwise damaged, the shareholder shall be reissued by EVN Finance at the request of such shareholder. A shareholder request must contain the following details:
 - a) Share certificate has been lost, destroyed or otherwise damaged; in case of loss, it must be ensured that the search has been carried out as much as possible and if found, it will be sent to EVN Finance for destruction;
 - b) Take responsibility for any disputes arising from the re-issuance of new share certificate.

For share certificate with a total par value of more than ten million Vietnamese dong, before receiving an application for new share certificate, the legal representative of EVN Finance may request the certificate holder

to post a notice in which the share certificate has been lost, damaged or otherwise damaged and after 15 days from the date of announcement, he/she will request EVN Finance to issue new shares.

Article 15. Offering, Transfer and Redemption of Shares

- 1) individual shareholders , or organizationshareholders with representatives being members of Board of Directors, members of the Board of Supervisors, General Director of EVN Finance are not allowed to transfer their shares during their incumbency..
- 2) During the time of handling consequences under the resolution of the General Meeting of Shareholders or a decision of the State Bank of Vietnam due to personal responsibility, member of Board of Directors, member of the Board of Supervisors, General Director shall not transfer shares, except for one of the following cases:
 - a) Members of Board of Directors, members of the Board of Supervisors, General Director are authorized representatives of the shareholders of the institutions to be merged, consolidated, divided, separated, dissolved or bankrupt in accordance with the law;
 - b) Members of Board of Directors, members of the Board of Supervisors, General Director are forced to transfer shares under the Court's decision;
 - c) Members of Board of Directors, , Board of Supervisors, General Director transfer shares to other investors in order to implement restructuring plan approved by competent authorities.
- 3) The offering and transfer of listed shares of EVN Finance shall be carried out in accordance with the law on securities.
- 4) EVN Finance is only allowed to repurchase shares of shareholders if, after paying all the repurchased shares, the prudential ratios in banking operations are still ensured, the real value of charter capital are not lower than the legal capital; In case of share repurchase resulting in a decrease in the charter capital of EVN Finance, prior written approval from the State Bank of Vietnam is required.

CHAPTER VI. ORGANIZATION AND MANAGEMENT STRUCTURE

Article 16. Organization and Management Structure

The organizational and management structure of EVN Finance includes:

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

Article 17. Establishment of Branches, Representative Offices, Non-Business Units

EVN Finance is allowed to open branches, representative offices, non-business units, and affiliated subsidiaries, office for the expansion of operations of the Head Office or Branch when requested according to regulations of the State Bank of Vietnam.

Article 18. Hierarchy supporting General Director

- 1) Deputy General Directors;
- 2) Chief Accountant;
- 3) Councils
- 4) Departments and Divisions;
- 5) Branches, Affiliated units;

CHAPTER VII. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 19. Register of Shareholders

- 1) EVN Finance shall prepare and keep the register of shareholders from the time it is issued the Certificate of Business Registration, the register of shareholders can be a physical document, an electronic data set recording information on share ownership of shareholders of EVN Finance.
- 2) A register of shareholders must contain the following main contents:
 - a. Name and head office address of EVN Finance;
 - b. Total number of shares to be offered, types of shares to offer and the number of shares to offer for each class;
 - c. Total number of shares sold of each class and value of share capital contributed;
 - d. Full name, permanent address, nationality, number of Citizen Card, ID Card, passport or other legal personal identification for shareholder as individual; name, enterprise number or number of establishment decision, address of head office for shareholder as institution;
 - e. Number of shares of each class of each shareholder, date of share registration.
- 3) The register of shareholders is stored at the head office of EVN Finance or the Securities Depository Center, shareholders have the right to check, look up or extract, copy the contents of the register of shareholders during working hours of EVN Finance or the Securities Depository Center.
- 4) In case a shareholder changes his permanent address, he/she shall promptly notify EVN Finance to update it in the register of shareholders. EVN Finance is not responsible for the failure to contact shareholders due to the failure to notify the change of shareholder's address.
- 5) EVN Finance is responsible for promptly updating changes of shareholders in the register of shareholders at the request of relevant shareholders in accordance with these Articles.

Article 20. Rights of Shareholders

- 1) Shareholders are the owners of EVN Finance and have rights and obligations corresponding to the number of shares and types of shares they own.
- 2) Owners of common shares have the following rights:
 - a. Attend and express opinions in the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or

or other forms as stipulated in this Charter; Each common share has one vote.

- b. Receive dividends according to the resolution of the General Meeting of Shareholders;
- c. Be given priority in buying new shares when EVN Finance increases its charter capital in proportion to the existing number of shares of each shareholder. The offering of new shares shall be made by the offering notice stating the number of shares offered for sale and the time of accepting the purchase (not less than 15 (fifteen) days). In case the shareholder does not accept to buy new shares, the Board of Directors is entitled to offer such new shares to other suitable people under suitable conditions and methods but not more favorable than the previous conditions, that was offered to shareholders;
- d. Transfer shares in accordance with the Charter of EVN Finance, and provisions of law;
- e. Receive information on the operation of EVN Finance in accordance with the Articles of EVN Finance;
- f. Authorize in writing another person to exercise their rights and perform their obligations; The authorized person is not allowed to run in his/her own capacity;
- g. Review, look up and extract information in the list of shareholders with voting rights and request correction of inaccurate information;
- h. Review, look up, extract or copy the Articles of EVN Finance, the minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;
- i. When EVN Finance is dissolved or goes bankrupt, to receive a part of the remaining assets corresponding to the number of shares contributed to EVN Finance in accordance with the law on dissolution, bankruptcy;
- j. Shareholders owning or representing ownership of 10% (ten percent) of the total number of common shares or more are entitled to stand for election to the Board of Directors, Board of Supervisors. The list of candidates shall be sent to the Board of Directors by the time limit specified by the Board of Directors.
- k. Be treated equally. Each share of the same class gives shareholders equal rights, obligations and interests.
- l. Have full access to periodic and extraordinary information published by EVN Finance in accordance with the law.

- m. Have their legitimate rights and interests protected; propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises.
 - n. Other rights as prescribed by law and the Articles of EVN Finance.
- 3) Shareholders or groups of shareholders owning 05% (five percent) of the total number of common shares or more as prescribed in this Charter of EVN Finance have the following additional rights:
- a. Request the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises.
 - b. Review, search and extract minutes book and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions approved by the Board of Directors and other documents, except documents related to trade secrets of EVN Finance;
 - c. Request the Board of Supervisors to inspect each specific issue related to the management and operation of EVN Finance when deeming it necessary. The request must be in writing; must have full name, permanent address, nationality, number of ID card, household name or other legal personal identification in case of shareholder being individual; name, permanent address, nationality, number of establishment decision or business registration number for institution; number of shares and time of shares registration of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of EVN Finance; problem to check and inspection purpose;
 - d. Propose issues to be included in the agenda of the General Meeting of Shareholders in accordance with the provisions of this Charter.
 - e. Other rights as prescribed by law and the this Charter.
- 4) Shareholders or group of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors, the Board of Supervisors. The nomination shall be carried out as follows:
- a. The ordinary shareholders forming a group to nominate people to the Board of Directors and the Board of Supervisors shall notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Board

of Supervisors, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or several people according to the decision of the General Meeting of Shareholders as a candidate for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors, Board of Supervisors and shareholder or group of shareholders at Point f Clause 7 Article 43 and Point f Clause 4 Article 55 of this Charter.

- 5) Shareholder or group of shareholders owning at least 01% of the total number of common shares have the right to sue on their own or on behalf of EVN Finance for personal and joint liability against members of the Board of Directors or General Director to request return of benefits or compensation for damage to EVN Finance or others in the cases specified in Clause 1, Article 166 of the Enterprise Law.

Article 21. Obligations of common shareholders

- 1) The obligations of the shareholders as follows:
 - a. Pay in full for the committed shares to buy within the time limit prescribed by EVN Finance; Being responsible for the debts and other liabilities of EVN Finance to the extent of the equity contributed to EVN Finance;
 - b. Shall not withdraw the contributed capital from EVN Finance in any form leading to a decrease in the charter capital of EVN Finance, unless EVN Finance buys back shares as prescribed in Clause 4, Article 15 hereof; In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in EVN Finance must be jointly responsible for the debts and asset liabilities of EVN Finance to the extent of the value of the shares that have been withdrawn and damages occurred;
 - c. Take responsibility before law for the legality of capital contributed, purchased and transferred with shares at EVN Finance; not use capital sources granted by credit institutions or foreign bank branches to purchase or receive shares from EVN Finance; not contribute capital or buy shares of EVN Finance in the name of other individuals or legal entities in any form, except for the case of trust in accordance with the law;
 - d. Comply with the Articles and internal management regulations of EVN

Finance;

- e. Abide by the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors;
 - f. Take personal responsibility when acting on behalf of EVN Finance in any form to commit acts of law violation, conduct business and other transactions for selfinterest or to serve interests of other organizations or individuals;
 - g. Keep confidential the information provided by EVN Finance in accordance with the provisions of these Articles and the law; only use the information provided to exercise and protect their legitimate rights and interests; It is strictly forbidden to distribute, copy or send such information to other institutions and individuals.
 - h. Major shareholders shall not take advantage of their advantages to affect the rights and interests of EVN Finance and other shareholders in accordance with the law and these Articles; are obliged to disclose information in accordance with the law.
 - i. Other obligations as provided for by law.
- 2) Shareholders receiving investment trust for other organizations or individuals must provide EVN Finance with information about the true owner of the shares they are entrusted with in EVN Finance. EVN Finance reserves the right to suspend the shareholder rights of these shareholders in case it is discovered that they do not provide accurate information about the true owners of shares.

Article 22. Annual General Meeting of Shareholders

- 1) The General Meeting of Shareholders is the highest authority of EVN Finance and all shareholders named in the list of registered shareholders have the right to attend. The Annual General Meeting of Shareholders is held once a year for a period of 04 (four) months from the end of the fiscal year.
- 2) The Annual General Meeting of Shareholders is convened and held by the Board of Directors in Vietnam; The specific location is decided by the Board of Directors based on the actual situation. Annual General Meeting of Shareholders decides issues within the duties and powers as stipulated by law and these Articles. Independent auditors may be invited to attend the Annual General Meeting of Shareholders to advise the approval of the annual financial statements. In case EVN Finance's annual audit and financial statements have material exceptions, conflicting opinions or rejection, EVN Finance shall invite a representative of an approved auditing institution to conduct the audit the

financial statements of EVN Finance to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing institution is responsible for attending the Annual General Meeting of Shareholders of EVN Finance.

Article 23. Extraordinary General Meeting of Shareholders

- 1) In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the meeting of the General Meeting of Shareholders must be in the territory of Vietnam. If a meeting of the General Meeting of Shareholders is held concurrently at many different locations, the venue of the meeting of the General Meeting of Shareholders is determined as the place where the Chairman attends the meeting. The Board of Directors shall convene an extraordinary General Meeting of Shareholders or collect written opinions in the following cases:
 - a. The Board of Directors deems it necessary in the interests of EVN Finance;
 - b. When the number of Board members, the Board of Supervisors is less than two-thirds or does not have a minimum number of members as prescribed by the Charter of EVN Finance;
 - c. A shareholder or group of shareholders owning from 5% (five percent) of the total number of common shares requests to convene the meeting by a petition stating the reason and purpose of the meeting (the petition should be signed by the related shareholders);
 - d. At the request of the Board of Supervisors;
 - e. At the request of the State Bank of Vietnam if there are events affecting the safety of operations of EVN Finance.
- 2) The Board of Directors shall convene a meeting of shareholders within 60 (sixty) days from the date of receipt of one of the requests or the date of occurrence of one of the events specified in Clause 1 of this Article.
- 3) In case the Board of Directors fails convene the General Meeting of Shareholders, the Board of Supervisors will convene the General Meeting of Shareholders in accordance with the law.
- 4) In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders, a shareholder or a group of shareholders that have the request specified at Point c, Clause 1 of this Article have the right to replace the Board of Directors, the Board of Supervisors will convene the General Meeting of Shareholders in accordance with the law.
- 5) The convener shall perform the following tasks to organize the meeting of the

General Meeting of Shareholders:

- a. Prepare a list of shareholders entitled to attend the meeting;
 - b. Provide information and resolve complaints related to the list of shareholders;
 - c. Prepare meeting agenda and content;
 - d. Prepare documents for the meeting;
 - e. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and details of candidates in case of election of Board members, members of the Board of Supervisors;
 - f. Determine the time and location of the meeting;
 - g. Send meeting invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
 - h. Other tasks for the meeting.
- 6) The cost of convening and conducting a meeting of the General Meeting of Shareholders in accordance with this Article will be reimbursed by EVN Finance. The costs will not include the costs that shareholders have to pay to attend the General Meeting of Shareholders, such as expenses for accommodation and travel and other related expenses.

Article 24. Rightss and Obligationss of the General Meeting of Shareholders

- 1) The General Meeting of Shareholders has the following rights and obligations:
 - a. Adopt the development orientation of EVN Finance;
 - b. Amend, supplement this Charter;
 - c. Adopt the annual financial statements, profit distribution plan after the tax obligations and other financial obligations of EVN Finance have been fulfilled;
 - d. Approve the reports of the Board of Directors and the Board of Supervisors on the performance of assigned tasks and powers;
 - e. Make decision to establish subsidiary;
 - f. Decide on the division, separation, merger, consolidation, transformation of the legal form, dissolution or to request a court to initiate bankruptcy proceedings for EVN Finance;
 - g. Decide on the organizational structure, management and operation apparatus of EVN Finance in Article 16 of this Charter;
 - h. Decide on investment, purchase and sale of assets with value of 20% or more of EVN Finance's charter capital as recorded in the latest audited financial statements;

- i. Decide on the remuneration, bonuses and other benefits for Board members, members of the Board of Supervisors and the operating budget of the Board of Directors and the Board of Supervisors;
 - j. Approve plans for capital contribution and share purchase of enterprises or other credit institutions with a value of 20% or more compared to the charter capital of EVN Finance as recorded in the most recent audited financial statements;
 - k. Approve contracts worth more than 20% of the charter capital of EVN Finance as recorded in the latest audited financial statements between EVN Finance and members of Board of Director, members of the Board of Supervisors, General Director, major shareholders, related persons of managers, members of the Board of Supervisors, major shareholders; subsidiaries and associates of EVN Finance;
 - l. Approve the plan to change the level of charter capital; approving a plan to offer shares, including types of shares and the number of new shares to be offered;
 - m. Approve the redemption of shares sold;
 - n. Decide on solutions to overcome major financial fluctuations of EVN Finance;
 - o. Decide the number of Board members and the Board of Supervisors for each term; elect, dismiss, remove, additionally elect or replace Board members, members of the Board of Supervisors in accordance with the standards and conditions prescribed by the Law on Credit Institutions and the Charter of EVN Finance;
 - p. Review mistakes and deciding the form of handling the Board members and the Board of Supervisors causing damage to shareholders and EVN Finance;
 - q. Approve the regulations on the organization and operation of the Board of Directors and the Board of Supervisors;
 - r. Approve the plan of issuing convertible bonds;
 - s. Approve the list of independent auditing companies performing audits of financial statements of EVN Finance; decide or authorize an independent audit company to inspect the operation of EVN Finance, dismiss the independent auditor when deeming it necessary.
 - t. Other rights and duties decided by the General Meeting of Shareholders.
- 2) Shareholders are not allowed to vote to pass resolutions of the General Meeting of Shareholders on:

- a. Any contract in which such shareholder or a related person of that shareholder is a party to the contract; or
 - b. Any purchase of shares from that shareholder or any related person of that shareholder;
- 3) The General Meeting of Shareholders shall discuss and vote through decisions on issues included in the agenda.

Article 25. Right to attend General Meeting of Shareholders

- 1) The list of shareholders entitled to attend the General Meeting of Shareholders is prepared on basis of the EVN Finance’s Register of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders. EVN Finance shall disclose information about making a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.
- 2) The list of shareholders entitled to attend the General Meeting of Shareholders must have full name, permanent address, nationality, number of Citizen card, ID card, passport or legal personal identity as individual; name, business number or number of establishment decision, head office address of shareholder as organization; number of shares of each class, number and date of shareholder registration of each shareholder.
- 3) Shareholders have the right to inspect, look up, extract and copy the list of shareholders entitled to attend the General Meeting of Shareholders; Request correction of false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. Managers of EVN Finance shall promptly provide information in the register of shareholders, amend and supplement false information at the request of shareholders; At the same time, be responsible to compensate for damages arising from failure to provide or timely or inaccurate information in the register of shareholders as required.

Article 26. Performance of right to attend the General Meeting of Shareholders

- 1) Shareholders can attend directly or authorize in writing another person to attend the meeting or through one of the methods specified in Clause 3 of this Article. The person authorized to attend the General Meeting of Shareholders shall not authorize to another person to attend the General Meeting of Shareholders and is not allowed to stand for election as himself.

- 2) The authorization for an individual or institution to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or institution, the number of authorized shares, the content, scope, duration of the authorization, signatures of the authorizing party and the authorized party. The person authorized to attend the General Meeting of Shareholders shall submit a written power of attorney when registering to attend the meeting (Power of attorney under the form of EVN Finance).
- 3) Shareholders are considered attending and voting at the General Meeting of Shareholders in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote at the meeting;
 - c. Attend and vote through online conferences, electronic voting or other electronic forms;
 - d. Send votes to the meeting by mail, fax, or email.

Article 27. Convening to the General Meeting of Shareholders

- 1) The convener of the General Meeting of Shareholders shall perform the following duties:
 - a. Make a list of shareholders who are eligible to participate and vote as stipulated in Article 25, Article 26 of this Charter, agenda and documents in accordance with current law and regulations of EVN Finance.
 - b. Make decision on time and venue of the General Meeting;
 - c. Inform all shareholders about the General Meeting of Shareholders and send invitations to the General Meeting of Shareholders to them.
- 2) The convener of the General Meeting of Shareholders shall send the meeting invitation to all shareholders in the List of Shareholders who are entitled to attend the meeting at least 21 days before the opening date (for the information related to the members of the Board of Directors, the members of the Board of Supervisors at least 10 days before the opening date). The meeting invitation must contain the name, address of the head office and business number; name, permanent address of the shareholder, time, venue of the meeting and other requests for attendees of the meeting. The notices shall be sent by a guaranteed method to shareholders' contact addresses; At the same time, it will be posted on the electronic information site (website) of EVN Finance.
- 3) The meeting documents include:

- a. The agenda, documents used in the meeting and draft resolutions for each issue in the agenda;
 - b. Votes;
 - c. Form appointing an authorized representative to attend the meeting
- Meeting documents were posted on the electronic information site (website) of EVN Finance. The notice of meeting invitation must clearly state where and how to download documents and EVN Finance must send meeting documents to shareholders if requested by shareholders.
- 4) A shareholder or a group of shareholders owning from 05% of the total number of common shares has the right to recommend issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to EVN Finance at least 03 (three) working days before the opening date. The recommendation must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda.
 - 5) The convener of the General Meeting of Shareholders has the right to refuse the recommendation specified in Clause 4 of this Article in the following cases:
 - a. The proposal was not sent on time, is insufficient or incorrect;
 - b. The proposed issue is not within the deciding competence of the General Meeting of Shareholders.
 - c. Issues that are inconsistent with the Charter of EVN Finance and not in accordance with the provisions of law.
 - 6) Only the General Meeting of Shareholders has the right to decide to change the meeting agenda attached to the meeting invitation in accordance with Article 142 of the Law on Enterprises.

Article 28. Conditions for conducting the General Meeting of Shareholders

- 1) The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% (fifty percent) of the total number of votes;
- 2) In case the representative percentage of the necessary voting shares to attend the meeting is not satisfied within 180 (one hundred and eighty) minutes from the intended time of the meeting, the General Meeting of Shareholders must convene a second meeting within 30 (thirty) days from the intended date of the first meeting. The General Meeting of Shareholders convened for the second time is conducted when the number of attending shareholders represents at least 33% (thirty-three percent) of the total number of votes.

- 3) In case the proportion of representatives for the necessary number of voting shares is not satisfied to attend the meeting within 180 (one hundred and eighty) minutes from the intended time of the second meeting, the General Meeting of Shareholders shall convene the meeting for the third time within 20 (twenty) days from the planned date of the second meeting. The meeting of the 3rd General Meeting of Shareholders shall be conducted regardless of the number of shareholders, the proportion of representatives with voting rights attending the meeting and has the right to decide all issues that the 1st General Meeting of Shareholders can decide legally.

Article 29. Procedures for conducting the General Meeting of Shareholders

- 1) The election of the Chairman, secretary and the vote counting board is regulated as follows:
 - a. The Chairman of the Board of Directors shall act as the meeting Chairmans convened by the Board of Directors; In case the Chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority rule; In case a person cannot be elected as the Chairman, the Chief Supervisor shall control for the General Meeting of Shareholders to elect the meeting Chairman and the person with the highest number of votes shall become the meeting Chairman;
 - b. In other cases, the person who signed to convene the General Meeting of Shareholders will control for the General Meeting of Shareholders to elect the meeting Chairman and the person with the highest number of votes shall chair the meeting;
 - c. The Chairman appoints one or more people to be secretary of the meeting;
 - d. The General Meeting of Shareholders elects one or more people to the vote counting board at the request of the meeting Chairman;
- 2) On the date of the General Meeting of Shareholders, the shareholder registration procedure must be conducted to ensure that shareholders with the right to attend the meeting are registered. Shareholders attending the General Meeting of Shareholders shall carry out registration procedures, sign the signature book clearly stating the number of shares and type of their shares, shareholders who own unnamed share certificate must present their share certificate and the share certificate number must be recorded in the signature book.
- 3) When registering, EVN Finance will issue to each shareholder or authorized person to attend the meeting a voting card, which contains the registration

number, the name of the shareholder and the authorized representative and the number of votes that the shareholder holds. Voting at the General Meeting of Shareholders will be conducted by collecting or counting the number of votes for a decision and then collecting or counting the number of veto cards for that decision, and then giving total votes. The total number of votes for an issue, against an issue or blank votes will be announced by the Chairman immediately after voting on a decision. The General Meeting of Shareholders will choose among the delegates who are responsible for counting votes or supervising the counting of votes and if the General Meeting of Shareholders does not choose, the Chairman will choose those people.

- 4) Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote at the meeting, but the Chairman is not responsible for stopping the meeting to allow these shareholders to sign and the validity of the votes that have been conducted is not affected.
- 5) The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The time for each issue in the agenda must be specified.
- 6) The Chairman has the right to take necessary and reasonable measures to run the meeting in an orderly manner under the approved agenda and reflecting the wishes of the majority of attendees.
- 7) The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted in favour, against, and abstentions. The vote counting results are announced by the Chairman right before the closing of the meeting.
- 8) The convenor or Chairman of the General Meeting of Shareholders has the following rights:
 - a. Request all meeting attendees to be subject to inspection or other lawful, reasonable security measures;
 - b. Request the competent authority to maintain order of the meeting; expel those who do not comply with the Chairman's executive authority, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements of security checks from the General Meeting of Shareholders;
- 9) The Chairman has the right to postpone the meeting of the General Meeting of Shareholders with sufficient number of registered people to attend the meeting for a maximum of no more than 03 (three) working days from the date the

meeting is intended to open and only adjourn the meeting or change the meeting place in the following cases:

- a. The meeting place does not have enough convenient seats for all meeting participants;
 - b. The means of communication at the meeting place are not guaranteed for shareholders to discuss and vote;
 - c. There are people attending the meeting to obstruct, disrupt order, and threaten to prevent the meeting from being conducted in a fair and lawful manner;
- 10) In case the chairman adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 9 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman to run the meeting until the end; All resolutions passed at that meeting shall come into force.
- 11) In case EVN Finance applies modern technology to organize the General Meeting of Shareholders via online meeting, EVN Finance is responsible for ensuring that shareholders attend and vote by electronic or electronic voting forms as prescribed in Article 26 of this Charter and the law.

Article 30. Approval form for resolutions of the General Meeting of Shareholders

- 1) The General Meeting of Shareholders approves decisions under its authority by voting at the meeting or collecting opinions in writing. The issues specified at points a, f, o and p Clause 1 Article 24 of this Charter must be approved by voting at the General Meeting of Shareholders.
- 2) In order for the decisions to be unanimously approved by the shareholders in the form of written opinions, the Board of Directors is responsible for:
 - a. Deciding the issues that need to be taken into consideration to get shareholders' opinions, the way and content to vote according to this Charter and the law;
 - b. Sending documents related to the issue to be voted for, specifying the date of return ("Return Date") of those documents (if necessary) with a document stating the voting opinion of shareholder for EVN Finance.
 - c. Synthesizing voting opinions to determine the decisions of the General Meeting of Shareholders and within 15 (fifteen) days from the date of return, the Board of Directors must send written notice on the voting result and decisions of the General Meeting of Shareholders to the State Bank of Vietnam and all shareholders entitled to attend the General Meeting of

Shareholders of EVN Finance,

- d. A decision of the General Meeting of Shareholders shall be passed in the form of collecting written opinions will be as valid as a decision directly voted by the Shareholders at the General Meeting of Shareholders.

Article 31. Conditions for the resolution to be adopted

- 1) For decisions on the issues specified at Points b, f, h, g and 1, Clause 1, Article 24 of this Charter, the number of shareholders representing more than 65% of the total number of votes of all Shareholders attending the meeting approved.
- 2) Other resolutions are passed when being approved by the number of shareholders representing more than 51% of the total number of votes of all attending shareholders, except for the case specified in Clauses 1 and 3 of this Article;
- 3) Voting to elect the members of the Board of Directions and the Board of Supervisors must be done by the cumulative voting method, where each shareholder has the total number of votes corresponding to the total number of owned shares multiplied by the number of members who are allowed to elect Board members or the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The person who is elected to become a Board member or the Board of Supervisors shall be determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members specified in this Charter. In case there are 02 (two) or more candidates achieving the same number of votes for the last member of the Board of Directors or the Board of Supervisors, re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria of election regulations or this Charter.
- 4) In case of approving a resolution in the form of collecting opinions in writing, a resolution of the General Meeting of Shareholders shall be passed if it is approved by a number of shareholders representing more than 51% of the total number of votes, except for the contents specified in Clause 1 of this Article must be approved by a number of shareholders representing over 65% of the total number of votes.
- 5) The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the resolution is approved by means of posting on website of EVN Finance and the information shall be announced under the

regulations of law on information announcement on the security market.

Article 32. Authority and method for resolutions of the General Meeting of Shareholders by questionnaire survey

Authority and method of collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall comply with the following provisions:

- 1) The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when it deems it necessary for the benefit of EVN Finance, except for the issues specified in Clause 1, Article 30 in this Charter;
- 2) The Board of Directors prepares opinion cards, draft resolutions of the General Meeting of Shareholders, documents explaining draft resolutions and sends them to all shareholders with voting rights at least 10 (ten) days before the deadline to return the opinion form. The making of a list of shareholders to send opinion form complies with Clauses 1 and 2, Article 141 of the Law on Enterprises. Requirements and methods of sending opinion form and accompanying documents are specified in Article 143 of the Law on Enterprises;
- 3) The opinion form must contain the following information:
 - a. Name, head office address, business number;
 - b. Purpose of collecting comments;
 - c. Full name, permanent address, nationality, number of citizen ID card, ID card, passport or other legal personal identification of shareholder as individual; name, business number or number of establishment decision, head office address of shareholder as organization or full name, permanent address, nationality, number of citizen ID card, ID card, Passport or other legal personal identity paper of the authorized representative of the shareholder as organization; number of shares of each class and number of votes of the shareholder;
 - d. Issues needing opinion for approval and proportionate approval votes ;
 - e. Voting options include agree, disagree and no opinion;
 - f. Deadline to send the returned opinion form to EVN Finance;
 - g. Full name and signature of the Chairman of the Board of Directors and of the legal representative of EVN Finance;
- 4) Shareholders can send the answered opinion form to EVN Finance by one of the following methods:

- a. Mail: The answered opinion form must be signed by the shareholder as individual, authorized representative or legal representative of the shareholder as organization. The opinion form sent to EVN Finance must be contained in a sealed envelope and no one is allowed to open it before counting votes;
- b. Faxed or emailed: The opinion form sent by fax or email to EVN Finance must be kept confidential until the vote counting time.

The opinion forms sent to EVN Finance after the time specified in the content of the opinion form or have been opened in case of mailing and disclosed in case of fax, email are invalid. The opinion form which is not returned is considered as a non-voting vote;

- 5) The Board of Directors organizes the counting of votes and makes minutes of counting votes in the presence of the Board of Supervisors or shareholders who do not hold a managerial position at EVN Finance. The vote-counting minutes must contain the following principal details:
 - a. Name, head office address, business number;
 - b. Purpose and issues that need to be consulted to pass the resolution;
 - c. Number of shareholders with the total number of votes that have participated in the vote, which distinguishes the number of valid votes and the number of invalid votes and the method of sending votes, together with an appendix of the list of shareholders participating in the vote decision;
 - d. Total number of votes agreeing, disagreeing and no opinion for each issue;
 - e. Issues which have been approved and the corresponding percentage of votes;
 - f. Full name and signature of the Chairman of the Board of Directors, the legal representative of EVN Finance, the person who supervised the counting of votes and the person counting votes.

The members of the Board of Directors, voting counting persons and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; be jointly liable for damages arising from decisions passed due to untruthful or inaccurate vote counting;

- 6) The vote counting minutes must be sent to shareholders within 15 (fifteen) days from the date of completion of vote counting. Sending the vote counting minutes can be replaced by posting it on the website of EVN Finance;
- 7) The answered opinion form, vote counting minutes, resolutions passed and relevant documents attached with the opinion form are kept at the head office of EVN Finance;

- 8) The resolution passed in the form of collecting shareholders' opinions in writing has the same validity as the resolution passed at the General Meeting of Shareholders.

Article 33. Minutes of the General Meeting of Shareholders

- 1) The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or filed and stored in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following main details:
 - a. Name, head office address, enterprise identification number;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Agenda and content of the meeting;
 - d. Full name of the Chairman and secretary;
 - e. Summarize the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda content;
 - f. Number of shareholders and the total number of votes of the attending shareholders, the list of shareholder registration, shareholder representatives attending the meeting with the corresponding number of shares and number of votes;
 - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, agree, disagree and no opinion votes; corresponding rate on the total number of votes of the attending shareholders;
 - h. The issues that were passed and the corresponding percentage of votes;
 - i. Full name and signature of the Chairman and secretary. In case the Chairman or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this Clause. The minutes of the meeting must clearly state the reasons for the refusal of the Chairman and the secretary.
- 2) The minutes which are made in both Vietnamese and foreign language will be of equal validity. In case of any discrepancy between the minutes in Vietnamese and foreign language, the minutes in Vietnamese shall prevail.
- 3) Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
- 4) The Chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

- 5) Minutes of the General Meeting of Shareholders must be disclosed to shareholders on the website of EVN Finance.
- 6) Minutes of the meeting of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the resolution that has been approved and relevant documents attached to the meeting invitation must be disclosed in accordance with the regulations on information disclosure in the securities market and stored at the head office of EVN Finance.

Article 34. Request to cancel decisions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results to consult the General Meeting of Shareholders, shareholders, groups of shareholders owning from 5% (five percent) of the total number of common shares or more have the right to request the Court or an arbitrator to consider, cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- 1) The order and procedures for convening and making decisions of the General Meeting of Shareholders fail to comply with the provisions of Law on Enterprises and this Charter, except the case specified in Clause 2, Article 152 of the Law on Enterprises;
- 2) The content of the resolution which violates the law or this Charter.

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

Article 35. Approval of the tentative list of people elected, appointed as members of the Board of Directors, members of Board of Supervisors, General Director

The tentative list of those elected, appointed as members of the Board of Directors members of the Board of Supervisors and General Director of EVN Finance must be approved in writing by the State Bank of Vietnam before the election and appointment. Those who are elected and appointed to be Board members, members of the Board of Supervisors, General Director of EVN Finance must be on the list approved by the State Bank of Vietnam.

Article 36. Cases banned from holding posts

- 1) The following persons are not allowed to be members of Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director and equivalent titles of EVN Finance:
 - a. Persons falling into the subjects specified in Clause 2 of this Article;
 - b. Persons who are not allowed to participate in the management and administration in accordance with the law on cadres and civil servants and the law on anticorruption;
 - c. Former owner of a private enterprise, member of a partnership, General Director (Director), member of the Board of Directors, member of the Board of Members, member of the Board of Supervisors of the enterprise, Chairman and members of the Managing Board of the cooperative at the time the enterprise or cooperative is declared bankrupt, unless the enterprise or cooperative is declared bankrupt due to force majeure;
 - d. The legal representative of an enterprise at the time the enterprise is suspended or forced to dissolve due to a serious violation of law, except for the case of a representative at the request of a competent state agency to reorganize and consolidate that enterprise;
 - e. Persons who have been suspended from the title of Chairman of the Board of Directors, member of the Board of Directors, Chairman of the Board of Members, member of the Board of Members, Chief Supervisor, member of the Board of Supervisors, General Director (Director) of EVN Finance or another credit institution in accordance with Article 37 of the Law on Credit Institutions or is determined by the competent authority that such person has committed violations, leading to EVN Finance or credit institutions

- another license has been revoked;
- f. Related persons of Board members, General Director of EVN Finance are not allowed to be members of the Board of Supervisors of EVN Finance;
 - g. A person related to the Chairman of the EVN Finance Board of Directors cannot be the General Director of EVN Finance.
 - h. The person responsible under the inspection conclusion leads the credit institutions, foreign bank branches to be administratively sanctioned in the monetary and banking sector at the highest fine bracket for the act of violating regulations on license, administration, management, shares, share certificate, capital contribution, share purchase, credit extension, purchase of corporate bonds, prudential ratios in accordance with the law on handling administrative violation in the monetary and banking sector.
- 2) The following persons are not allowed to be Chief Accountant, Branch Manager or Director of subsidiaries of EVN Finance:
 - a. Minors, persons with restricted or incapable of civil acts;
 - b. Persons who are being examined for penal liability, serving criminal judgments or decisions of the Court;
 - c. Persons convicted of crimes of a serious crime or higher;
 - d. Persons who have been convicted of property infringement but have not had their criminal records removed;
 - e. Cadres, civil servants and managers at department level or higher in enterprises where the State holds 50% or more of the charter capital, except for those appointed as the management representative of the State's contributed capital at EVN Finance;
 - f. Officers, non-commissioned officers, professional soldiers, defense workers in agencies and units of the Vietnam People's Army; professional officers and noncommissioned officers in agencies and units of the Vietnam People's Public Security, except for those appointed to act as representatives to manage the State's contributed capital at EVN Finance;
 - 3) Parents, spouses, children and brothers, sisters of the members in the Board of Directors, General Director and their spouses cannot be the Chief Accountant or the person in charge of finance of EVN Finance.

Article 37: Cases banned from concurrently holding different posts

1. The Chairman of the EVN Finance Board of Directors shall not concurrently be an executive of EVN Finance and of another credit institution. A member of the EVN Finance's Board of Directors shall not concurrently be a manager of

- another credit institution, except where this institution is a subsidiary of EVN Finance, or a member of the Board of Supervisors of that credit institution. Members of EVN Finance's Board of Directors can only concurrently be members of the Board of Directors at a maximum of 05 other companies.
2. The Chief Supervisor cannot concurrently be a member of the Board of Supervisors or a manager of another credit institution. A member of the Board of Supervisors shall not concurrently hold one of the following positions:
 - a. Member of the Board of Directors, executive, employee of EVN Finance or a subsidiary of EVN Finance or employee of an enterprise where a Board member, the General Director of EVN Finance is the member of the Board of Directors, the executive or major shareholder of that enterprise;
 - b. Member of the Board of Directors, members of the Board of Members, an executive of an enterprise whose member of the Board of Supervisors is a themember of the Board of Directors, an executive at EVN Finance.
 3. The General Director, Deputy General Director of credit institution cannot concurrently be a member of the Board of Directors, a member of the Board of Members or a member of the Board of Supervisors of another credit institution, except for such organization is a subsidiary of EVN Finance. The Deputy General Director of EVN Finance cannot concurrently be the General Director (Director), Deputy General Director (Deputy Director) or equivalent titles of other enterprises.
 4. The Chairman of the Board of Directors, the General Director of EVN Finance cannot concurrently be the Chairman of the Board of Directors, Board member, Chairman of the Board of Members, member of the Board of Members, Chairman Company, General Director (Director), Deputy General Director (Deputy Director) or equivalent titles of another enterprise.

Article 38. Automatic disqualification

- 1) The following cases naturally lose membership of the Board of Directors, member of the Board of Supervisors, General Director:
 - a. Losing civil act capacity, death;
 - b. Violating the provisions of Article 36 of this Charter on the cases in which the position is not allowed;
 - c. Being the representative of contributed capital of an organization that is a shareholder or capital contributor of EVN Finance when such organization is terminated as a legal entity;
 - d. No longer being the authorized representative of contributed capital of

- institutional shareholders;
 - e. Being expelled from the territory of the Socialist Republic of Vietnam;
 - f. When EVN Finance has its License revoked;
 - g. When the General Director hiring contract expires;
- 2) The EVN Finance's Board of Directors must send a written report together with documents proving that the subjects naturally disqualify as prescribed in Clause 1 of this Article to the State Bank of Vietnam within a period of 05 (five) working days, from the date on which the above subjects are identified to disqualify naturally and must take responsibility for the accuracy and truthfulness of this report; carry out the procedures for electing and appointing the vacant title as prescribed in Articles 48, 52 and 60 of this Charter.
 - 3) After naturally disqualifying, the members of the Board of Directors, the members of the Board of Supervisors, General Director of EVN Finance must be responsible for their decisions during their incumbent period.

Article 39. Dismissal and removal

- 1) The Chairman and member of the Board of Directors, Chief Supervisor and members of the Board of Supervisors, General Director of EVN Finance are discharged or dismissed in the following cases:
 - a. According to the resolutions and decisions of the General Meeting of Shareholders
 - b. Limited civil act capacity;
 - c. Resignation has been submitted to the Board of Directors, Board of Supervisors;
 - d. Not participate in activities of the Board of Directors, the Board of Supervisors for 06 (six) consecutive months, except for force majeure;
 - e. Failure to meet the standards and conditions specified in this Charter and the Law;
 - f. The independent member of Board of Directors does not guarantee independence;
 - g. Members of the Board of Supervisors did not fulfill their assigned duties and tasks;
 - h. A member of the Board of Supervisors seriously or repeatedly violates the obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises and this Charter;
 - i. At the proposal of a shareholder, a group of shareholders to a Board member, a member of the Board of Supervisors that a shareholder or a group

of shareholders nominate and is approved by the General Meeting of Shareholders;

- j. At the proposal of the Board of Directors to the Board members, members of the Board of Supervisors nominated by the Board of Directors and approved by the General Meeting of Shareholders;
 - k. The General Director is dismissed under the Decision of the Board of Directors.
 - l. Other cases as stipulated by this Charter and law.
- 2) The Chairman and members of the Board of Director, Chief Supervisor and members of the Board of Supervisors, General Director of EVN Finance, after being discharged or dismissed, must be personally responsible for their decisions in incumbent period.
 - 3) Within 10 (ten) working days from the date of approval of the decision on discharge or dismissal from office as prescribed in Clause 1 of this Article, the EVN Finance's Board of Directors must submit a written request along with relevant documents to the State Bank of Vietnam.

Article 40. Suspension, temporary suspension of titles of holder of posts the Board of Directors, Board of Supervisors, General Director

- 1) The State Bank of Vietnam has the right to suspend, temporarily suspend the exercise of rights and obligations of the Chairman of the Board of Directors, members of the Board of Directors, Chief Supervisor and members of the Board of Supervisors, executive of EVN Finance who violate the provisions of Article 37 of this Charter and other relevant laws in the course of exercising the assigned rights and obligations; request competent authorities to dismiss, elect, appoint a replacement or appoint a replacement if it deems it necessary.
- 2) The Special Board of Supervisors has the right to suspend or temporarily suspend the exercise of rights and obligations of the Chairman of the Board of Directors, members of the Board of Directors, Chief Supervisors, members of the Board of Supervisors, executive of EVN Finance who are put under special control if it deems it necessary.
- 3) Persons who are suspended or temporarily suspended from the exercise of rights and obligations as prescribed in Clauses 1 and 2 of this Article shall be responsible for participating in handling problems and violations related to personal liability upon request of the State Bank of Vietnam, the Board of Directors, the Board of Supervisors of EVN Finance or the Special Board of Supervisors .

CHAPTER IX. RIGHTS, OBLIGATIONS AND LIABILITY TO DISCLOSURE
RELATED BENEFITS OF MEMBERS IN THE BOARD OF DIRECTORS,
MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND
EXECUTIVE

Article 41. Rights and obligations of managers and executives of EVN Finance

- 1) Exercise rights and perform obligations in accordance with the law, the Charter of EVN Finance, resolutions and decisions of the General Meeting of Shareholders of EVN Finance; strictly comply with the internal rules and regulations of EVN Finance.
- 2) Exercise rights and perform obligations in an honest and careful manner for the benefit of EVN Finance and EVN Finance's shareholders.
- 3) Be loyal to EVN Finance; not use information, know-how or business opportunities of EVN Finance, abuse EVN Finance's position and assets to gain personal benefit or to serve the interests of other organizations or individuals, thus harming the interests of EVN Finance and shareholders of EVN Finance.
- 4) Ensure that EVN Finance's documents are archived in order to provide data for the management, administration and control of all EVN Finance's activities, the inspection, supervision activities of the Bank State of Vietnam.
- 5) Be knowledgeable about the types of risks involved in the credit institution's operations.
- 6) Promptly, fully and accurately notify EVN Finance of their interests at other organizations, transactions with other organizations or individuals may conflict with the interests of EVN Finance and may only participate in that transaction when it is approved by the Board of Directors.
- 7) Not facilitate themselves or their related persons to have loans or use other banking services of EVN Finance with more preferential and favorable conditions than the general regulations of EVN Finance.
- 8) Not raise salary, remuneration or request bonus payment when EVN Finance suffers a loss.
- 9) Other obligations as provided by laws.

Article 42. Responsibility for publicity of related interest

- 1) Members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director and equivalent titles of EVN Finance must disclose the following information to EVN Finance:
 - a. Name, address of head office, business types, number and date of issuance of the Business Registration Certificate, place of business registration of the

enterprise or economic organization in which they and their related persons contributed capital, hold shares or authorized, entrusted to other individuals or organizations to hold 5% or more of the charter capital;

- b. Name, head office address, business types, number and date of issuing the Business Registration Certificate, business registration place of the enterprise in which they and their related persons are members of the Board of Directors, members of the Board of Members, members of the Board of Supervisors, the General Directors.
- 2) The disclosure of information specified in Clause 1 of this Article and the change of relevant information must be made in writing within 07 (seven) working days from the date of arising or changing the information.
- 3) EVN Finance shall disclose the information specified in Clause 1 of this Article annually to the General Meeting of Shareholders of EVN Finance and be listed and kept at the head office of EVN Finance.
- 4) EVN Finance shall notify the State Bank of Vietnam in writing the information specified in Clause 1 of this Article within 07 working days from the date that EVN Finance receives the public information as prescribed in Clause 2 of this Article.

CHAPTER X. BOARD OF DIRECTORS

Article 43. Board of Directors

- 1) The Board of Directors is a governing body with full authority on behalf of EVN Finance to decide and exercise the rights and obligations of EVN Finance, except for matters falling under the authority of the General Meeting of Shareholders, the owner.
- 2) The Board of Directors must have not less than 05 (five) members and not more than 11 (eleven) members, including at least one independent member. The Board of Directors must have at least one-half of the total number of its members who are independent members and non-executive members of EVN Finance. The term of the Board of Directors shall not exceed 05 (five) years. The term of member of the Board of Directors follows the term of the Board of Directors. Member of the Board of Directors may be elected or re-appointed for an unlimited number of terms. Term of members of the Board of Directors to be added or replaced is the remaining term of the term of the Board of Directors. The Board of Directors of the recently terminated term continues to operate until the Board of Directors of the new term takes over.

In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until new member are elected to replace and take over.

The number of independent members of the Board of Directors of EVN Finance must ensure the following provisions: (i) Having at least 01 independent member in case EVN Finance has 05 members of the Board of Directors; (ii) Having at least 02 independent members in case EVN Finance has from 06 to 08 members of the Board of Directors; (iii) Having at least 03 independent members in case EVN Finance has the number of members of the Board of Directors from 09 to 11 members.
- 3) In case the number of Board of Directors members does not reach two-thirds of the total number of members of the term or does not meet the minimum number of members as prescribed in the Charter of EVN Finance, within 60 (sixty) days from the date on which the number of members is insufficient, EVN Finance must add a sufficient number of members to the Board of Directors. The order, procedures, and dossiers of application for approval of the proposed list of electing and appointing the Chairman and members of Board of Directors shall comply with regulations of the State Bank of Vietnam. The results of electing, discharging and dismissing Chairman and members of Board of Directors of

EVN Finance must be reported to the State Bank of Vietnam in writing and relevant documents within 10 (ten) working days.

- 4) The Board of Directors uses the seal of EVN Finance to perform its duties and rights.
- 5) The Chairman of the Board of Directors must be a person of Vietnamese nationality and reside in Vietnam during his/her incumbency.
- 6) The Board of Directors must establish Committees to help the Board of Directors to perform its duties and authority, including a Risk Management Committee and a Personnel Committee. The Board of Directors stipulates the duties and powers of these two Committees under the guidance of the State Bank of Vietnam.
- 7) Principles of nominating candidates to the Board of Directors are as follows:
 - a. A shareholder, a group of shareholders owning from 10% to less than 20% of the total number of common shares is entitled to nominate a maximum of one candidate;
 - b. A group of shareholders owning from 20% to less than 30% of the total number of common shares is entitled to nominate a maximum of two candidates;
 - c. A group of shareholders owning from 30% to less than 40% of the total number of common shares is entitled to nominate a maximum of three candidates;
 - d. A group of shareholders owning from 40% to less than 50% of the total number of common shares is entitled to nominate a maximum of four candidates;
 - e. A group of shareholders owning more than 50% of the total number of common shares is entitled to nominate a maximum of five candidates;
 - f. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining number of candidates shall be appointed by the Board of Directors or a shareholder or group of shareholders owning or representing ownership of more than 5% of the total number of common shares.

Article 44. Rights and Obligations of the Board of Directors

- 1) The Board of Directors approves the decision by voting at the meeting, obtains opinions in writing or in other forms as prescribed by EVN Finance. Each Board member has one vote.

- 2) When performing its functions, rights and obligations, the Board of Directors shall comply with the provisions of law, this Charter and resolutions of the General Meeting of Shareholders. In case a resolution adopted by the Board of Directors is contrary to the provisions of law or this Charter causing damage to EVN Finance, the members who vote for such resolution shall be jointly responsible for that resolution and must compensate for EVN Finance; the members who vote against such resolution are exempt from liability. In this case, the shareholders of EVN Finance may request the Board of Directors to suspend the implementation of the above resolution.
- 3) Powers and duties of the Board of Directors:
 - a. To be responsible to the General Meeting of Shareholders for the performance of assigned duties and powers.
 - b. To submit to the General Meeting of Shareholders for decision and approval the matters under the authority of the General Meeting of Shareholders as stipulated in Clause 1, Article 24 of this Charter.
 - c. To decide the establishment of branches, representative offices and non-business units of EVN Finance.
 - d. To appoint, dismiss, discipline, suspend and make decision on salary and other benefits for the titles of General Director, Deputy General Director, Chief Accountant and other managers, executives according to internal regulations of the Board of Directors.
 - e. To approve plans for capital contribution and share purchase of other enterprises and investment funds with a value of less than 20% of the charter capital of EVN Finance as recorded in the latest audited financial statements.
 - f. To appoint a representative of EVN Finance's contributed capital at other enterprises and investment funds.
 - g. To make decision on investment, purchase and sale of EVN Finance's assets from 10% or more of EVN Finance's charter capital as recorded in the latest audited financial statements, except investment, purchase and sale of EVN Finance's assets as prescribed at Point h, Clause 1, Article 24 of this Charter. For transactions and contracts of lower value, the Board of Directors has the right to decide, decentralize and delegate decision authority to levels in EVN Finance.
 - h. To decide and approve transactions, purchase and sale contracts (except for the cases specified in Point g. Clause 4, Article 44 of this Charter), loans, mobilizing domestic and foreign capital, and other contracts and

transactions with a value of 35% or more of the total value of assets recorded in EVN Finance's most recent financial statements, except for transactions and contracts under the approving competence of the General Meeting of Shareholders. For transactions and contracts of lower value, the Board of Directors has the right to decide, decentralize and delegate decision authority to levels in EVN Finance.

- i. Decide To decide and approve credit extensions at EVN Finance. The Board of Directors has the right to decentralize and delegate decision authority to levels in EVN Finance for credit extensions, except for transactions under the decision of the General Meeting of Shareholders or must be decided by the Board of Directors in accordance with the provisions of law and this Charter.
- j. To make decision on credit extensions as provided for in Clause 7, Article 128 of the Law on credit institutions, except for transactions under the decision of the General Meeting of Shareholders as provided for at Point k, Clause 1, Article 24 of this Charter.
- k. To approve contracts between EVN Finance and its subsidiary and affiliates of EVN Finance; contracts of EVN Finance with members of Board of Directors, members of the Board of Supervisors, General Director, major shareholders, related persons with a value equal to or less than 20% of the charter capital of EVN Finance in the latest audited financial statements. In this case, related members have no voting rights.
- l. To inspect, supervise and direct the General Director to perform assigned tasks; annual assessment on the performance of the General Director.
- m. To promulgate internal regulations related to the organization, governance and operation of EVN Finance in accordance with the Law on Credit Institutions and relevant laws, except for matters under the authority of the Board of Supervisors or General Meeting of Shareholders.
- n. To make decision on choosing an independent auditing organization according to the decision or authorization of the General Meeting of Shareholders.
- o. To make decision on risk management policy and supervise the implementation of risk prevention measures by EVN Finance.
- p. To review and approve annual reports.
- q. To select a professional valuation organization to value assets contributed as capital other than Vietnamese currency, freely convertible foreign currencies, gold according to the provisions of law.
- r. To propose to the Governor of the State Bank of Vietnam for approval of

matters in accordance with the law.

- s. To decide to offer new shares within the number of authorized shares for sale.
- t. To make decision on the offering price of shares and convertible bonds of EVN Finance.
- u. To make decision to repurchase shares of EVN Finance.
- v. To propose the plan for distribution of profits and dividends to be paid; Decide the timeline and procedures for paying dividends or dealing with losses incurred in the business process.
- w. To prepare relevant contents and documents to submit to the General Meeting of Shareholders to decide issues within the authority of the General Meeting of Shareholders, except for the contents within the duties and powers of the Board of Supervisors.
- x. To approve the agenda and operation plans of the Board of Directors; Agenda, contents and documents for the General Meeting of Shareholders; Convene the General Meeting of Shareholders or collect shareholders' opinions in writing to pass resolutions and decisions of the General Meeting of Shareholders.
- y. To organize the implementation, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- z. Promptly notify the State Bank of Vietnam about information negatively affecting the status of a Board member, the Board of Supervisors and the General Director.
- aa. To nominate additional candidates to meet the conditions and criteria to the Board of Directors, Board of Supervisors in case shareholders do not stand for election, nominate sufficient number of candidates for members of Board of Directors, members of the Board of Supervisors or candidates do not meet the standards as prescribed by law and this Charter;
- bb. DecideTo decide on the establishment and prescribe the functions, tasks and powers of the Committees including the Personnel Committee, the Risk Management Committee and other Committees as decided by the Board of Directors from time to time.
- cc. DecideTo decide on the establishment and prescribe the functions, tasks and powers of councils including the Credit Council, the Investment Council and other councils as prescribed by law under the competence of the Board of Directors.

- dd. Approving To approve bond issuance plans (except convertible bonds).
Decide
- ee. To decide, approve, and implement contents related to EVN Finance's restructuring Plan associated with non-performing loan settlement and/or other similar plans as prescribed by law, or at the request of the State Bank or other competent state agencies.

Article 45. Rights and Obligations of the Chairman, Vice Chairman and members of Board of Directors

- 1) The Board of Directors elects a member in the Board of Directors to be the Chairman. The Chairman of the EVN Finance has the following powers and duties:
 - a. To establish the operation plans and programs of the Board of Directors.
 - b. To prepare agenda, content, documents for meetings; Convene and chair the meeting of the Board of Directors.
 - c. To organize the approval of decisions of the Board of Directors.
 - d. To supervise the implementation of the decisions of the Board of Directors.
 - e. To chair the meeting of the General Meeting of Shareholders.
 - f. To ensure that all members of Board of Directors receive complete, objective, accurate information and have enough time to discuss issues that must be considered by the Board of Directors.
 - g. To assign duties to the members of Board of Directors.
 - h. To supervise the Board members in performing their assigned duties and rights and obligations.
 - i. At least once a year, evaluate the performance of each member, the committees of the Board of Directors and report to the General Meeting of Shareholders on this evaluation result.
 - j. To sign the documents authorizing one of the members of Board of Directors to undertake his/her work during his/her absence.
 - k. To perform other powers and duties according to the internal regulations of the Board of Directors.
 - l. The Chairman of the Board of Directors is the legal representative during the time of not appointing the General Director position.
 - m. Other rights and obligations as provided for by law.
- 2) In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing Vice Chairman of the Board of Directors or another member to perform the rights and obligations of the

Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is dead, missing, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, n, fleeing the place of residence, having limited or incapacitated civil act capacity, having difficulty in cognition or behavior control, being banned by the Court from holding certain positions, practicing profession or do certain jobs, the remaining members elect one of the members to temporarily hold the position of Chairman of the Board of Directors according to the majority rule.

- 3) **Vice** Chairman of the Board of Directors is a member of the Board of Directors, elected by the Board of Directors according to the principles of organization and operation of the Board of Directors. The Vice Chairman of the Board of Directors has all the powers and responsibilities of members of the Board of Directors and has additional powers and duties as assigned/delegated by the Board of Directors/ Chairman of the Board of Directors from time to time
- 4) Board members have the following rights and duties:
 - a. To execute the rights and obligations of the Board members in accordance with the internal rules of the Board of Directors and the assignment of the Chairman of the Board of Directors honestly for the benefit of EVN Finance and the shareholders.
 - b. To review the financial statements prepared by independent auditors, give opinions or request EVN Finance executive, independent auditors and internal auditors to explain issues related to the report.
 - c. To propose the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors.
 - d. To attend meetings of the Board of Directors, discuss and vote on issues within the duties and powers of the Board of Directors in accordance with this Article, except for cases where voting is not permitted due to conflicts, benefits with that member. To be responsible to the General Meeting of Shareholders and the Board of Directors for their decisions.
 - e. Implementing the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
 - f. To be responsible to explain to the General Meeting of Shareholders, the Board of Directors on the performance of assigned tasks when requested.
 - g. Board members have the right to request the General Director, Deputy General Director, managers of units in EVN Finance to provide information and documents on the financial situation and business activities of EVN

Finance and units in EVN Finance. The manager is required to promptly, fully and accurately provide information and documents at the request of members Board of Directors.

- h. Other rights and obligations as provided for by law.

Article 46. Standards of the Board members

- 1) A person elected to be a Board member must meet the following criteria and conditions:
 - a. Not to be the subjects specified in Article 36 of this Charter;
 - b. To ensure professional ethics on the basis of compliance with the provisions of Article 41 of this Charter;
 - c. To have a university degree or higher;
 - d. To have at least 03 (three) years as manager or executive of a credit institution or have at least 05 years as manager or executive of an enterprise operating in sectors of financing, banking, accounting, auditing or another enterprise whose equity is at least equal to the legal capital of the respective credit institution or has at least 05 (five) direct working years in financial, banking, accounting, auditing department.
- 2) An independent member Board of Directors must fully satisfy the criteria and conditions specified in Clause 1 of this Article and the following standards and conditions:
 - a. Not currently work for EVN Finance or subsidiaries of EVN Finance or having worked for EVN Finance or subsidiaries of EVN Finance for the preceding 03 years;
 - b. Not to be a regular salary or remuneration payee of EVN Finance except for allowances of members of the Board of Directors as stipulated;
 - c. Not to be a person whose spouse, parents, adoptive parents, biological children, adopted children, siblings, and their spouses are major shareholders of EVN Finance, manager or member of the Board of Supervisors of EVN Finance or its subsidiary;
 - d. Not directly or indirectly own or represent ownership of 1% or more of the charter capital or voting share capital of EVN Finance; not together with related persons own 5% or more of the charter capital or voting share capital of EVN Finance;
 - e. Not to be a manager or a member of the Board of Supervisors of EVN Finance at any time in the preceding 5 years.

Article 47. Remuneration of members of Board of Directors

- 1) EVN Finance has the right to pay remuneration to the members of Board of Directors according to business results and efficiency.
- 2) The remuneration, salary and other benefits of the members of Board of Directors shall be paid according to the following regulations:
 - a. Board members are entitled to work remuneration and bonuses. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting;
 - b. Members of Board of Directors have the right to be paid for meals, accommodation, travel and other reasonable expenses they pay when performing their assigned tasks;
- 3) The remuneration of the members of Board of Directors is included in the business costs of EVN Finance in accordance with the law on corporate income tax and must be presented as a separate item in the annual financial statements of EVN Finance and reported to the General Meeting of Shareholders at the annual meeting.

Article 48. Replacement of members of Board of Directors

- 1) Within no more than 15 (fifteen) days from the date the Chairman of the Board of Directors is automatically disqualified as a Board member, the Board members are responsible for organizing a meeting of the Board of Directors to elect a Board member (qualified and under prevailing regulations) to be the Chairman of the Board of Directors.
- 2) The Chairman and Vice Chairman of the Board of Directors who wants to resign must submit an application to the Board of Directors. Within 60 (sixty) days from the date of receiving the application, the Board of Directors must hold a meeting to consider the decision and carry out the procedures for discharging, dismissing, electing the Chairman and Vice Chairman of the Board of Directors according to prevailing regulations.
- 3) A Board member who wants to resign must send an application or document to the Board of Directors to submit to the General Meeting of Shareholders for decision.
- 4) In case there are not enough two-thirds of the total number of members of the Board of Directors or not enough minimum number of members of the Board of Directors as prescribed in this Charter, within a period of not exceeding 60 (sixty) days from the date of insufficient number of members of the Board of

Directors as prescribed, the Board of Directors must convene the General Meeting of Shareholders to elect additional Board members.

- 5) In other cases, the nearest meeting of the General Meeting of Shareholders will elect a new Board member to replace the discharged, dismissed member or supplement Board member.
- 6) Chairman and Vice Chairman and Board members who are discharged or dismissed shall be responsible for handing over the work to the newly elected Chairman and Board members for handling; At the same time must be personally responsible for his/her decisions during his/her incumbency.

Article 49. Meetings of the Board of Directors

- 1) The Chairman of the Board of Directors will be elected in the first meeting of the term of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes or the same percentage of votes, members elect according to the majority rule to select 01 (one) of them to convene a meeting of the Board of Directors.
- 2) The Board of Directors may hold regular or extraordinary meetings. The meetings shall be held at the head office of EVN Finance or at another location.
- 3) The Board of Directors meets at least once a quarter and may be convened an extraordinary meeting to promptly resolve unexpected affairs. A meeting of the Board of Directors shall be convened by the Chairman/ Vice Chairman of the Board of Directors or a Board member authorized by the Chairman of the Board of Directors. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in one of the following cases:
 - a. At the request of the Board of Supervisors or independent Board member;
 - b. At the request of the General Director or at least 05 other managers;
 - c. At the request of at least two members in the Board of Directors.
 - d. Other cases as prescribed by law.
- 4) Within 07 (seven) working days from the date of receiving a request for an extraordinary meeting of the Board of Directors from one of the subjects mentioned in Clause 3 of this Article, the Chairman of the Board of Directors must convene and conduct an extraordinary meeting of the Board of Directors. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, he shall be responsible for damages

caused to the Company; the applicant has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

In the event that, after two consecutive requests, the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors, the members of the Board of Directors and the Board of Supervisors must promptly submit a written report to the State Bank and proceed to convene a Board of Directors meeting to handle the tasks and at the same time, they shall decide on the dismissal or removal of the Chairman, elect a new member of the Board of Directors to meet the conditions for holding the position of Chairman, submit the proposal to the State Bank for approval in accordance with prevailing regulations, or decide to convene an extraordinary General Meeting of Shareholders to address any existing issues or unresolved problems (if any). If the Board of Directors does not have a sufficient number of members attending as required to hold a meeting and pass a resolution, the Board of Supervisors is responsible for convening an extraordinary General Meeting of Shareholders in accordance with prevailing regulations to address the existing issues and problems of EVN Finance.

- 5) Venue and form of the meeting: Meetings of the Board of Directors shall be held at the head office of EVN Finance or other locations as specified by the Board of Directors. The meetings can be held in form of a live conference or a combination of meetings via direct phone or electronic means in case members are unable to attend the meeting due to objective reasons.
- 6) Notice and Meeting Agenda: The Notice of meeting of the Board of Directors must be sent to the members at least **03 (three)** working days before the date of the meeting. Notice of the meeting of the Board of Directors shall be made in Vietnamese language, which clearly states: agenda, time, venue and must be accompanied by necessary documents on the issues to be discussed and voted at the Board meeting and also votes for the Board members who cannot attend the meeting. These members will send votes to the Board of Directors before the meeting.
- 7) Required number of attending members: A meeting of the Board of Directors shall be held when $\frac{3}{4}$ (three-quarters) or more of the total number of Board of Directors members directly participate or through a substitute who is one of the authorized members of the Board of Directors. In case of convening the first regular meeting of the Board of Directors but there are not enough members attending as prescribed, the Chairman of the Board of Directors must convene a second meeting of the Board of Directors within a period of no more than 07

(seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

- 8) A Board member is considered attending and voting at the meeting in the following cases:
 - a. To attend and to vote directly at the meeting;
 - b. To authorize another person to attend the meeting as prescribed in Clause 14 of this Article.
 - c. To attend and vote via videoconference or other similar means;
 - d. To send votes to the meeting by mail, fax, or email.
- 9) In case the votes are sent to the meeting by mail, the votes must be contained in a closed envelope and must be forwarded to the Chairman of the Board of Directors at least one hour before the opening. Votes can only be opened in the presence of all attendees. Disclosure of benefits: If a member of Board of Directors, to the best of his/her knowledge, relates whether directly or indirectly to a contract, an agreement or tentative contract or an tentative agreement with EVN Finance, he/she must declare the nature of related interests at a meeting of the Board of Directors, where the Board of Directors will consider whether to enter into such contract or agreement. If he/she only knows about the existence of such interests later or in any other case, he/she must notify at the first meeting of the Board of Directors after he/she knows about his/her related interests.
- 10) Voting by majority: A decision of the Board of Directors shall be passed if it is approved by a majority of the members of the Board of Directors who have voting rights to attend the meeting. If the votes are equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors or a member of the Board of Director who is authorized by the Chairman to chair the meeting (in case the Chairman is absent).
- 11) In case the Board of Directors collects written opinions or other forms as prescribed at point d, clause 8 of this Article to pass a decision on an issue, the decision is considered as valid as a decision passed by Board members at a meeting convened and held normally, if:
 - a. It is agreed in writing or other forms as prescribed at point d, clause 8 of this Article by the majority of the members of the Board of Directors who have the right to vote on the issues raised for opinions;
 - b. The number of members of the Board of Directors who have the right to vote in writing or other forms as prescribed at point d, clause 8 of this article must meet the requirement on the number of members required to conduct

a meeting of the Board of Directors.

- 12) Minutes: Meetings of the Board of Directors must be fully made in the minutes and may be audio-recorded, recorded and stored in other electronic forms. Minutes of the meetings of the Board of Directors must be made in Vietnamese and may be made in a foreign language and signed by all members of Board of Directors attending the meeting. The Chairman, secretary and members of the Board of Directors attending the meeting must be jointly responsible for the accuracy and truthfulness of the Minutes. In case the Chairman or minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attend and agree to approve the Minutes and the Minutes contains all the contents as prescribed at points a, b, c, d, dd, e, , g and h, Clause 1, Article 158 of the Law on Enterprises, this minutes shall take effect. The Minutes must specify such refusal of the Chairman, minutes taker. The person signing the Minutes must take joint responsibilities for accuracy and honesty of the contents of the Minutes. The Chairman, the minutes taker shall take personal responsibility for damages occurring the company due to the refusal to sign the minutes of meeting as prescribed by the Law on Enterprises, this Charter and relevant laws.
- 13) Persons invited to attend meeting of Board of Directors: Members of the Board of Supervisors, General Director and possibly other managers, experts, but not allowed to vote.
- 14) Members of the Board of Directors must attend all meetings of the Board of Directors. Members of the Board of Directors may authorize another person to attend the meeting if approved by a majority of members of the Board of Directors.

Article 50. Assisting system of the Board of Directors

- 1) The Board of Directors establish and maintain the assisting system including Committees and individuals within the company as deemed necessary from time to time.
- 2) The Board of Directors must establish the Committees under the Board of Directors in accordance with Clause 6 of Article 43 of this Charter and may establish other Assistance Committees if necessary. Specific duties and powers, number and standards of Committee members shall be decided by the Board of Directors in compliance with the provisions of law.
- 3) The Board of Directors shall assign task one or several individuals. Roles and duties shall be prescribed by the Board of Directors in compliance with the

provisions of law.

- 4) EVNFinance's Board of Directors must appoint at least 01 person in charge of company governance to support company governance at EVNFinance. The person in charge of EVNFinance's governance must not simultaneously work for an approved auditing organization that is auditing EVNFinance's financial statements.

CHAPTER XI. GENERAL DIRECTOR

Article 51. General Director

- 1) The Board of Directors appoints one of its members as General Director or hires General Director.
- 2) The General Director is the highest executive of EVN Finance and is responsible to the Board of Directors for the performance of his/her rights and obligations.
- 3) The General Director is the legal representative of EVN Finance. The term of the General Director is not more than 05 (five) years. The General Director can be reappointed for an unlimited number of terms.

Article 52. Appointment and Dismissal of the General Director

- 1) The Board of Directors makes a decision to appoint and dismiss the General Director. The order, procedures and documents on the appointment and dismissal of the General Director shall be in compliance with regulations of the State Bank of Vietnam and regulations of EVN Finances on appointment and dismissal.
- 2) The General Director, after obtaining the appointment decision from the Board of Directors, is allowed to assume the work of the newly appointed position; The former General Director is responsible for handing over the work to the new General Director for handling and is personally responsible for his/her decisions made during his/her incumbency .
- 3) In case the General Director is automatically disqualified as the General Director, the Board of Directors must immediately appoint a Deputy General Director or a Head of Operations Department (in case there is no Deputy General Director) meeting the conditions in accordance with regulations of the State Bank of Vietnam and not being the subject specified in Article 36 of this Charter, to undertake the work of the General Director and immediately report in writing to the State Bank of Vietnam within a period of 05 (five) working days, from the date the subject is naturally disqualified.
- 4) Within a maximum period of 60 (sixty) days from the date the General Director is naturally disqualified as General Director or the Board of Directors issues a decision to discharge or dismiss the General Director, the Board of Directors must find someone to replace and carry out the procedures for appointing a new General Director in accordance with the law.
- 5) In case the General Director seriously violates the provisions of the law,

regulations of the State Bank of Vietnam and the Charter of EVN Finance, the Board of Directors has the right to suspend the executive power of the General Director, at the same time appoint immediately a Deputy General Director or a Head of Operations Department (in case there is no Deputy General Director) meeting the conditions as prescribed by the State Bank of Vietnam and not being the subjects specified in Article 36 of this Charter, to fulfill tasks of the General Director and immediately report in writing and propose handling of mistakes, as well as the title of General Director to the State Bank of Vietnam for settlement according to current regulations.

- 6) During the time when the General Director has not been officially appointed, the Chairman and members of Board of Directors, Chief Supervisor and members of the Board of Supervisors are fully responsible before the law and shareholders for all activities of EVN Finance.

Article 53. Rights and Obligations of the General Director

The General Director has the following duties and powers:

- 1) To organize the implementation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.
- 2) To make decision on issues under its authority related to day-to-day business operations of EVN Finance.
- 3) To establish, maintain effective internal control system.
- 4) To prepare and submit to the Board of Directors for approval of the financial statements; To take responsibility for the accuracy and truthfulness of financial statements, statistical reports, settlement data and other financial information.
- 5) To issue according to its authority to internal regulations; operational processes and procedures to operate the business operating system, reporting information system.
- 6) To report to the Board of Directors, Board of Supervisors, General Meeting of Shareholders and competent state agencies on the business performance and results of EVN Finance.
- 7) To make decision on applying measures beyond their authority in case of natural disaster, enemy sabotage, fire or incident and take responsibility for such decision and promptly report to the Board of Directors.
- 8) To recommend, propose organizational structure and operation of EVN Finance to submit to the Board of Directors or the General Meeting of Shareholders for decision according to its competence.
- 9) To request the Board of Directors to hold an extraordinary meeting in

accordance with the law.

- 10) To appoint, discharge, dismiss the positions of managers and executives of EVN Finance, except for the positions under the deciding competence of the General Meeting of Shareholders, the Board of Directors.
- 11) To sign contracts on behalf of EVN Finance in accordance with this Charter and internal regulations of EVN Finance.
- 12) To recommend the plan for using profits and handling losses in business of EVN Finance.
- 13) To recruit, discipline and resign employees; to decide on salaries and bonuses of employees according to their competence.
- 14) Decision on the establishment and stipulate functions, tasks and powers of councils in each period, including: Risk Settlement Council, Asset - Liabilities Liability Committee, and other councils under the decision of the General Director, complying with laws and internal regulations of EVN Finance, except for cases in the competence of the Board of Directors.

Article 54. Standards of the General Director

- 1) Not fall into the subjects specified in Clause 1, Article 36 of this Charter;
- 2) To ensure professional ethics;
- 3) To have a university or higher degree in economics, business administration or law;
- 4) To act as an executive of a credit institution for at least 05 (five) years; or to act as General Director, Deputy General Director of an enterprise whose equity is at least equal to the legal capital of each respective credit institution for at least 05 (five) years and has at least 05 years working directly in the fields of finance, banking, accounting and auditing; or to have at least 10 (ten) years working directly in the fields of finance, banking, accounting, auditing;
- 5) To reside in Vietnam during his/her incumbency.
- 6) No family relationship with the Manager, Board of Supervisors members of EVN Finance; representative of state capital, representative of capital of enterprises at EVN Finance.

CHAPTER XII. BOARD OF SUPERVISORS**Article 55. Composition, Term and Structure of the Board of Supervisors.**

- 1) The Board of Supervisors performs internal audit, controls, assesses the compliance with laws, internal regulations, the Charter and resolutions and decisions of the General Meeting of Shareholders, Board of Directors.
- 2) The Board of Supervisors includes at least 03 (three) members and no more than 05 (five) members, of which at least half of the total members are full-time members, not concurrently holding other positions in EVN Finance or other enterprises.
- 3) The term of the Board of Supervisors does not exceed 05 (five) years. The term of members in the Board of Supervisors follows that of the Board of Supervisors. A member of the Board of Supervisors can be elected or re-appointed for an unlimited number of terms. The term of a member to be supplemented or replaced is the remaining of the term. The Board of Supervisors of the term just ended continues to operate until the Board of Supervisors of the new term takes over.
- 4) The principles of nominating people to the Board of Supervisors are as follows:
 - a. A shareholder, a group of shareholders owning from 10% to less than 20% of the total number of common shares is entitled to nominate a maximum of one candidate;
 - b. A group of shareholders owning from 20% to less than 30% of the total number of common shares is entitled to nominate a maximum of two candidates;
 - c. A group of shareholders owning from 30% to less than 40% of the total number of common shares is entitled to nominate a maximum of three candidates;
 - d. A group of shareholders owning from 40% to less than 50% of the total number of common shares is entitled to nominate a maximum of four candidates;
 - e. A group of shareholders owning more than 50% of the total number of common shares is entitled to nominate a maximum of five candidates;
 - f. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining number of candidates shall be nominated by the incumbent Board of Directors or the incumbent Board of Supervisors or the shareholder, the group of shareholders owning or representing ownership

of more than 5% of the total number of common shares.

- 5) The Board of Supervisorshas an assisting unit, internal audit unit, has the right to use EVN Finance’s resources and hire outside experts and organizations to perform its duties.

Article 56. Tasks, Powers and Responsibilities of the Board of Supervisors

- 1) Those elected to hold the position of the Chief Supervisor and members of the Board of Supervisors are responsible for receiving, handing over and taking over the work of the elected title. Those who are discharged or dismissed shall be responsible for handing over work to newly elected people; At the same time, he/she must be personally responsible for his/her decisions during his/her incumbency.
- 2) The Board of Supervisorshas the following duties, powers and responsibilities:
 - a. To be loyal to the interests of EVN Finance and its shareholders; do not use information, know-how, business opportunities of EVN Finance, position and use EVN Finance’s assets for self-interest or for the benefit of other organizations or individuals.
 - b. To supervise the compliance with the provisions of law and the Articles of EVN Finance in management and administration; to be responsible to the General Meeting of Shareholders for the performance of assigned duties and powers.
 - c. To issue internal regulations of the Board of Supervisors; annually review the internal regulations of the Board of Supervisors, important policies on accounting and reporting.
 - d. To perform internal audit function; to have the right to use an independent consultant and the right to fully, accurately and promptly access information and documents related to the management and administration of EVN Finance to perform his/her duties and powers are assigned
 - e. To appraise the first 06 (six) months and annual financial statements of EVN Finance; report to the General Meeting of Shareholders on the results of appraisal of financial statements, evaluate the reasonableness, legality, honesty and prudence in accounting, statistics and financial reporting. Board of Supervisors can consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders. Reviewing contracts and transactions with related person under the authority of the Board of Directors or the General Meeting of Shareholders and providing recommendations on contracts and transactions requiring approval from the

Board of Directors or the General Meeting of Shareholders.

- f. To check accounting books, other documents and the management and operation of EVN Finance when deeming it necessary or according to resolutions or decisions of the General Meeting of Shareholders or at the request of major shareholders or group of major shareholders in accordance with the law. The Board of Supervisors carries out the inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the end of the inspection, the Board of Supervisors must report and explain the matters required to be inspected to the requesting organization or individual.
- g. Promptly notify the Board of Directors when detecting any violation by the EVN Finance manager; request the violator to immediately stop the act of violation and take measures to remedy the consequences, if any.
- h. To make a list of founding shareholders, major shareholders and related persons of members of the Board of Directors, members of the remedy the consequences, General Director of EVN Finance; keep and update changes to this list.
- i. To request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the Law on Credit Institutions and the Charter of EVN Finance.
- j. To convene an extraordinary General Meeting of Shareholders in the event that the Board of Directors has a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds the assigned authority and other cases as provided in the Charter of EVN Finance.
- k. To request the Board of Directors, General Director to fully, accurately and promptly provide information and documents on the management, administration and business activities of EVN Finance.
- l. To appoint, dismiss, discipline, suspend and make decision of salary, other benefits for positions in the internal audit department.
- m. Other duties and powers in accordance with the provisions of the law and this Charter.

Article 57. Rights and Obligations of the Chief Supervisor and members of the Board of Supervisors.

- 1) The Chief Supervisor has the following rights and obligations:
 - a. To organize the implementation of duties and powers of the Board of

Supervisors as prescribed in Article 56 of this Charter.

- b. To prepare the meeting agenda of the Board of Supervisorson the basis of the Board of Supervisors members' proposals related to the tasks and powers of the Board of Supervisors; convene and chair the Board of Supervisors 's meetings.
 - c. To act on behalf of the Board of Supervisorsto sign documents under the authority of the Board of Supervisors.
 - d. To act on behalf of the Board of Supervisorsto convene an extraordinary General Meeting of Shareholders as provided for in Article 56 of this Charter or request an extraordinary meeting of the Board of Directors.
 - e. To attend meetings of the Board of Directors, giving opinions but not voting.
 - f. To write down opinions in the minutes of the Board of Directors meeting if his/her opinions are different from the resolutions and decisions of the Board of Directors and report to the General Meeting of Shareholders.
 - g. To prepare working plans and assign tasks to members of the Board of Supervisors.
 - h. To ensure that all members of the Board of Supervisors receive complete, objective and accurate information and have enough time to discuss issues to be considered by the Board of Supervisors.
 - i. To supervise and direct the performance of assigned tasks and rights and obligations of members of the Board of Supervisors.
 - j. To authorize another member of the Board of Supervisorsto perform his/her duties during his absence.
 - k. Other duties and powers in accordance with the provisions of the law and this Charter.
- 2) Members of the Board of Supervisorshave rights and obligations as follows:
- a. To comply with law, this Charter and internal regulations of the Board of Supervisorshonestly and carefully for the benefit of EVN Finance and shareholders.
 - b. To elect a member of the Board of Supervisorsto be the Chief Supervisor.
 - c. To request the Chief Supervisor to convene the Board of Supervisorсан extraordinary meeting.
 - d. To control business operations, control accounting books, assets, and financial statements and recommend remedies.
 - e. To have the right to request EVN Finance officers and employees to provide data and explain business activities to perform assigned tasks.

- f. To report to the Chief Supervisor on unusual financial activities and taking responsibility for their own assessment and comment.
- g. To attend meetings of the Board of Supervisors, discuss and vote on issues within the duties and powers of the Board of Supervisors, except for issues that have conflicts of interest with that member.
- h. Other duties and powers in accordance with the provisions of the law and this Charter.

Article 58. Remuneration and other benefits of members of the Board of Supervisors

- 1) Members of the Board of Supervisors are paid remuneration according to their work and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total remuneration and annual operating budget of the Board of Supervisors.
- 2) The members of the Board of Supervisors are entitled to reasonable payment of expenses for meals, accommodation, travel and expenses for using independent consulting services. The total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has another decision.
- 3) Remuneration and operating costs of the Board of Supervisors are included in the business costs of EVN Finance in accordance with the law on corporate income tax and relevant laws and must be shown as a separate item in annual financial statements of EVN Finance.

Article 59. Standards of the members of the Board of Supervisors

- 1) Not fall into the subjects specified in Clause 1, Article 36 of this Charter;
- 2) To have professional ethics;
- 3) To have a university or higher degree in economics, business administration, law, accounting, and auditing; have at least 03 (three) years working directly in fields of banking, finance, accounting or auditing;
- 4) No family relationship with or not being related person of the manager, of EVN Finance; representative of state capital, representative of capital of enterprises at EVN Finance
- 5) A full-time member of the with must reside in Vietnam during his/her incumbency;
- 6) Not being a member or employee of an audit organization approved to audit

financial statements of EVN Finance in the previous 03 years.

Article 60. Replacement of Members of the Board of Supervisors

- 1) A member of the Board of Supervisors will be automatically disqualified or removed from office, dismissed from position as prescribed in Article 38 and Article 39 of this Charter. The order, procedures and dossiers of application for change and approval of the election, appointment, discharge or dismissal of the Chief Supervisor and members of the Board of Supervisors shall comply with regulations of the State Bank of Vietnam.
- 2) Within no more than 15 (fifteen) days from the date the Chief Supervisor becomes automatically disqualified as a member of the Board of Supervisors, members of the Board of Supervisors are responsible for holding a meeting of the Board of Supervisors to elect a member of the Board of Supervisors (qualified and eligible as prescribed by the State Bank of Vietnam) shall act as the Chief Supervisor.
- 3) If the Chief Supervisor wants to resign, he/she must submit an application to the Board of Directors and the Board of Supervisors. Within 60 (sixty) days from the date of receipt of the application, the Board of Supervisors must hold a meeting to consider and decide and proceed to discharge, dismiss and elect the Chief Supervisor in accordance with current regulations.
- 4) A member of the Board of Supervisors who wants to resign must submit an application to the the Board of Supervisors to submit to the nearest General Meeting of Shareholders for decision.
- 5) In case there are not enough two-thirds of the total number of members of the Board of Supervisors or the minimum number of members of the Board of Supervisors is not sufficient as prescribed in the Charter of EVN Finance, within 60 (sixty) days from the number of the Board of Supervisors member is insufficient as prescribed, the Board of Supervisors must request the Board of Directors to convene the General Meeting of Shareholders to elect additional members of the Board of Supervisors.
- 6) In other cases, the nearest meeting of the General Meeting of Shareholders will elect new members of the Board of Supervisors to replace the discharged, dismissed member and supplement the vacant positions.

CHAPTER XIII. RIGHT TO INVESTIGATE BOOKS AND DOCUMENTS OF EVN FINANCE

Article 61. Right to investigate books and documents

- 1) Voting shareholders are entitled, directly or through an attorney or authorized person, by a written request, to verify the list of shareholders of EVN Finance and the minutes of the General Meeting of Shareholders during working hours at the head office of EVN Finance and copy or extract those documents. A request of an authorized person must be accompanied by an authorization letter of the shareholder that he or she represents or a notarized copy of this authorization.
- 2) Members of Board of Directors, members of the Board of Supervisors, General Director and other Board members have the right to check the ledger of EVN Finance, the list of shareholders and other books and documents of EVN Finance for purposes related to their duties and rights provided that this information is kept confidential.
- 3) EVN Finance shall retain this Charter and its amendments, the License for Establishment and Operation, Certificate of Business Registration, regulations, documents proving ownership to assets, annual financial statements certified by the independent auditor, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, accounting records and any other document as required by law at the head office or another place within the area of operation of the head office provided that the shareholders and the business registration authority are informed of the location of the store these papers.

CHAPTER XIV. EMPLOYEES

Article 62. Employees

- 1) The General Director shall develop regulations relating to the recruitment, hiring, termination, salary, social insurance, welfare, reward and discipline for employees of EVN Finance to submit to the Board of Directors for adoption or approval.
- 2) Employees in EVN Finance are responsible for strictly and fully abiding by: internal rules and statues, and regulations on labor management; other internal rules and statues, and regulations of EVN Finance; implementing EVN Finance's decisions on recruitment, mobilization, discipline, commendation and welfare.

CHAPTER XV. PROFIT ALLOCATION**Article 63. Dividends**

- 1) Dividends paid to common shares are determined on the basis of net profits made and dividend payments are deducted from retained earnings of EVN Finance. EVN Finance is only entitled to pay dividends of common shares when the following conditions are met:
 - a. EVN Finance has fulfilled its tax obligations and other financial obligations in accordance with the law;
 - b. EVN Finance have provisioned its funds and fully offset previous losses according to the provisions of law and regulations of the competent State agency;
 - c. Immediately after paying the prescribed dividend, EVN Finance still ensures to fully pay all due debts and other property obligations.
- 2) Dividends can be paid in cash, shares of EVN Finance or other assets as prescribed in this Charter. Payment in cash must be made in Vietnam Dong and may be paid by check, bank transfer or deposit order by post to the permanent address or contact address of the shareholder.
- 3) Dividends must be paid in full within 06 (six) months from the end date of the annual General Meeting of Shareholders. The Board of Directors prepares a list of shareholders to receive dividends, determines the dividend to be paid for each share, the deadline and method of payment at least 30 (thirty) days before each dividend payment.
- 4) In case a shareholder transfers his/her shares between the completion of the list of shareholders and the time of dividend payment, the assignor is the recipient of the dividend from EVN Finance.
- 5) In case of paying dividends by shares, EVN Finance is not required to carry out the procedures for share offering as prescribed in Articles 123, 124 and 125 of the Enterprise Law. EVN Finance must register to increase its charter capital in proportion to the total par value of shares used to pay dividends within 10 days from the date of completion of the dividend payment.

CHAPTER XVI. INSPECTION AND CONTROL SYSTEM, INTERNAL AUDIT, RESERVE FUNDS, FISCAL YEAR, ACCOUNTING SYSTEM

Article 64. Internal Control System

- 1) Internal control system is a collection of internal mechanisms, policies, processes, internal regulations and organizational structure of EVN Finance which are built in accordance with the instructions of the State Bank of Vietnam and implemented to ensure risk prevention, detection and timely treatment and meet the set requirements.
- 2) EVN Finance must develop an internal control system to meet the following requirements:
 - a. Efficiency and safety in operation; protection, management, safe and effective use of assets and resources;
 - b. Truthful, reasonable, complete and prompt financial information and management information system;
 - c. Compliance with laws and internal regulations, processes and regulations.
- 3) The operation of the internal control system of EVN Finance must be internally audited, and periodically evaluated by an independent audit organization.

Article 65. Internal Audit

- 1) Internal audit is an independent and objective review and evaluation of the internal control system; Independent assessment of the suitability and compliance with policies and procedures established in EVN Finance, thereby giving recommendations and advice to improve capacity and operational efficiency of systems, processes, regulations, contributing to ensuring EVN Finance operate safely, effectively and in compliance with the law.
- 2) The Internal Audit Unit is a specialized unit under the Board of Supervisors performing internal audit activities of EVN Finance.
- 3) The results of internal audit must be promptly reported to the Board of Directors, the Board of Supervisors and sent to the General Director of EVN Finance.
- 4) The internal audit principles are implemented in accordance with the prevailing regulations.

Article 66. Financial Regime

- 1) EVN Finance complies with financial regime as prescribed by law.
- 2) Board of Directors, the Board of Supervisors and the General Director of EVN Finance are responsible before law and before State management agencies for the

observance of EVN Finance's financial regime.

Article 67. Use of Capital

- 1) EVN Finance can use capital to serve business activities, invest in the construction and purchase of fixed assets in accordance with the law.
- 2) EVN Finance has the right to change the capital and asset structure for operation development in accordance with the law.
- 3) EVN Finance is allowed to mobilize capital and assets between its subsidiaries with legal status and independently account for it according to the provisions of law.

Article 68. Funds

EVN Finance is allowed to set up the following funds:

- 1) Reserve fund to supplement the charter capital;
- 2) Financial reserve fund;
- 3) Professional investment and development fund;
- 4) Bonus fund;
- 5) Welfare fund;
- 6) Other Funds in accordance with regulations of the State Bank of Vietnam and applicable laws.

Article 69. Accounting and Taxation

- 1) EVN Finance applies the accounting and statistics regime in accordance with the law.
- 2) The fiscal year of EVN Finance begins on January 1 and ends on December 31 of the calendar year. The first fiscal year begins on the opening date of operations and ends on December 31 of the same year.
- 3) EVN Finance prepares accounting books in Vietnamese under the type of business. Such records must be accurate, updated, systematic and sufficient to prove and explain transactions.
- 4) EVN Finance conducts accounting according to the system of accounting accounts prescribed by the State Bank of Vietnam.
- 5) EVN Finance shall fulfill the obligations of taxpayers in accordance with the law.

CHAPTER XVII. ANNUAL REPORT, RESPONSIBILITY FOR ANNOUNCEMENT

Article 70. Reporting

- 1) EVN Finance shall comply with the regulations of law on accounting, statistics and periodic professional performance reports according to regulations of the State Bank of Vietnam.
- 2) In addition to the report specified in Clause 1 of this Article, EVN Finance shall promptly report in writing to the State Bank of Vietnam in the following cases:
 - a. There are unusual developments in operations seriously affecting EVN Finance's business;
 - b. There are changes in the organization, governance, management, the financial situation of major shareholders and other changes that seriously affect the business operations of EVN Finance.
 - c. There is a change in the branch name of EVN Finance; suspending business operations for less than 05 working days; listing shares on the domestic stock market.
- 3) Subsidiaries and affiliates of EVN Finance are responsible for submitting their financial statements and performance reports to the State Bank of Vietnam upon request.
- 4) Within 90 (ninety) days from the end of the fiscal year, EVN Finance shall submit to the State Bank of Vietnam annual reports in accordance with the law.

Article 71. Disclosure and announcement

1. EVN Finance is responsible for fully and accurately and promptly publishing financial statements, annual reports, periodic and unusual information on business, financial and banking management activities in accordance with the law on credit institutions, laws on securities and securities market and guiding documents and requirements of competent management agencies.
2. The disclosure of information must ensure the principle of timeliness, completeness, accuracy and transparency, in accordance with the provisions of law; Ensure shareholders have fair access to information.
 - 1) Within 120 (one hundred and twenty) days from the end of a fiscal year, EVN Finance shall publish its financial statements in accordance with the law.

CHAPTER XVIII. EVN FINANCE AUDITING**Article 72. Independent Audit**

- 1) Before the end of a fiscal year, EVN Finance shall select a qualified independent auditing institution according to regulations of the State Bank of Vietnam to audit its operations in the next fiscal year. Within 30 (thirty) days from the date of deciding on the selection of the independent auditing institution, EVN Finance shall notify the State Bank of the selected independent auditing institution.
- 2) EVN Finance shall prepare and send annual accounting reports to the independent auditing company after the end of each fiscal year.
- 3) The independent auditing institution of EVN Finance shall inspect, verify and report on the basis of the annual accounting report on revenues and expenditures of EVN Finance and prepare an Audit Report and submit it to Board of Directors within 90 (ninety) days from the end of each Fiscal year.
- 4) A copy of the Audit Report will be attached to each annual accounting report of EVN Finance.
- 5) In case the Audit Report of the annual financial statements of EVN Finance contains material exceptions, contrary or rejected audit opinions, EVN Finance shall invite a representative of an approved auditing institution to attend the Annual General Meeting of Shareholders and the representative is responsible for attending the Annual General Meeting of Shareholders of EVN Finance.
- 6) The audit of EVN Finance's activities in detail is conducted in accordance with the Law on Credit Institutions, the law on independent auditing and the State Bank's guiding documents.
- 7) EVN Finance shall re-perform the independent audit in case there is a different opinion on the audit report except the opinion of the independent auditing institution

CHAPTER XIX. APPLICATION OF EARLY INTERVENTION, SPECIAL CONTROL, RESTRUCTURING, BANKRUPTCY, DISSOLUTION AND LIQUIDATION

Article 73. Application of Early Intervention for EVN Finance

- 1) The State Bank of Vietnam shall consider applying early intervention to EVN Finance when it falls into one of the following cases but has not been put under special control as prescribed in Clause 2, Article 74 of these Articles:
 - a. Failure to maintain the solvency ratio specified at Point a, Clause 1, Article 130 of the Law on Credit Institutions for 03 consecutive months;
 - b. Failure to maintain the capital adequacy ratio specified at Point b, Clause 1, Article 130 of the Law on Credit Institutions for 06 consecutive months;
 - c. Ranked below the average level as prescribed by the State Bank of Vietnam.
- 2) Within 30 days from the date of receipt of the State Bank of Vietnam's document on early intervention, EVN Finance shall report to the State Bank of Vietnam about the current status, causes, and plans for overcoming the situation specified in Clause 1 of this Article and implementation organization. The State Bank of Vietnam has a written request to EVN Finance to adjust the remedy plan if it deems it necessary.

The time limit for implementing the remedy plan is one year from the date of issuance of the State Bank of Vietnam's document on early intervention.

Article 74. Reporting Solvency Difficulties and Special Controls

- 1) In case EVN Finance is in danger of insolvency or financial inability to Pay, EVN Finance shall promptly report to the State Bank of Vietnam on the current status, causes and measures applied or expected to apply for remediation and recommendations to the State Bank of Vietnam.
- 2) EVN Finance may be put under special control by the State Bank of Vietnam in the following cases:
 - a. Loss, risk of insolvency in accordance with regulations of the State Bank of Vietnam;
 - b. Accumulated loss of EVN Finance is greater than 50% (fifty percent) of the value of the charter capital and reserve funds recorded in the latest audited financial statements;
 - c. It has been ranked as weak in two consecutive years according to regulations of the State Bank of Vietnam;
 - d. Failure to maintain the capital adequacy ratio specified at Point b, Clause 1, Article 130 of the Law on Credit Institutions for a period of 12 consecutive

months (twelve months) or the capital adequacy ratio is lower than 4% (four percent) for a period of 06 (six) consecutive months.

- 3) The specially controlled EVN Finance is allowed to take special loans from the State Bank of Vietnam, Deposit Insurance of Vietnam, the Cooperative Bank of Vietnam and other credit institutions in accordance with Clause 1 Article 146d of the Law on credit institutions.
- 4) In case EVN Finance is placed under the state of special control, the Special Board of Supervisors has the following rights and duties:
 - a. To direct the Board of Directors, General Director of EVN Finance to implement the following contents: (i) Review and adjust the organizational structure, network, business activities, focus on bad debt recovery, security property management; (ii) Cost cutting, including interest rate cuts on high-yielding deposits, bonds, rental contracts, and high rental asset leasing.
 - b. To direct EVN Finance to develop and implement the restructuring plan in accordance with the Law on Credit Institutions.
 - c. To suspend one or several business activities of EVN Finance if these activities increase risks to EVN Finance or are inconsistent with the approved restructuring plan.
 - d. To suspend, suspend the right to administer, administer and control the credit institution and propose the State Bank of Vietnam to appoint a replacement for the Chairman, Board members, Head, members of the Board of Supervisors, General Director, Deputy General Director and equivalent titles of EVN Finance.
 - e. Uhjulhj
 - f. To propose the State Bank of Vietnam to decide: to change the form of special control, extend or terminate the term of special control for a special loan, extend the term of a special loan, collect a special loan; liquidate assets, revoke licenses of EVN Finance.
 - g. Other duties and powers in accordance with the Law on Credit Institutions.

Article 75. Reorganization of EVN Finance

EVN Finance is reorganized in the form of division, splitting, consolidation, merger, or conversion of legal form after obtaining the State Bank of Vietnam's written approval.

Article 76. Bankruptcy of EVN Finance

The bankruptcy of EVN Finance complies with Article 155 of the Law on Credit Institutions and the law on bankruptcy.

Article 77. Dissolution of EVN Finance

EVN Finance is dissolved in the following cases:

- 1) The General Meeting of Shareholders approves the decision to dissolve and terminate the operation of EVN Finance in accordance with the law and approved by the State Bank;
- 2) Upon the expiration of its operation, EVN Finance does not apply for an extension of the License or request an extension without the State Bank's approval;
- 3) License has been revoked.

Article 78. Liquidation of EVN Finance's Assets

- 1) In case EVN Finance is declared bankrupt, the liquidation of EVN Finance's assets shall comply with the provisions of law on bankruptcy.
- 2) Upon dissolution in accordance with Article 77 of this Charter, EVN Finance shall proceed to liquidate assets under the supervision of the State Bank.
- 3) In the process of supervising the liquidation of EVN Finance's assets as prescribed in Clause 2 of this Article, if detecting that EVN Finance is unable to pay all debts, the State Bank shall issue a decision to terminate the liquidation, and request EVN Finance to submit a request for opening bankruptcy proceedings in accordance with Article 155 of the Law on Credit Institutions.
- 4) All expenses related to the asset liquidation are borne by EVN Finance

CHAPTER XX. INTERNAL DISPUTE RESOLUTION**Article 79. Settlement of Internal Disputes**

- 1) Whenever a dispute or complaint relating to the affairs of EVN Finance or the rights of shareholders arises from these Articles or from any rights or obligations under the Law on Credit Institutions and applicable implementing documents and any other applicable laws or administrative regulations, between:
 - a. A shareholder or shareholders and EVN Finance; or
 - b. Any shareholder or shareholders and Board of Directors, Board of Supervisors, General Director or Managers.

The related parties shall try to resolve that dispute through negotiation and conciliation.

Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the resolution of the dispute and will require each party to present the practical factors related to Dispute within 21 (twenty-one) working days from the date the dispute arose. If the dispute is related to the Board of Directors or the Chairman of the Board of Directors, either party can request the competent authority to resolve.

- 2) If no decision is reached in mediation within 4 (four) weeks of the initiation of the mediation process or if the mediator's decision is not accepted by the parties, either party may to bring the dispute to the competent People's Court for settlement.
- 3) Each party shall bear its own costs related to procedures for negotiation and conciliation. The Court costs shall be determined by the Court which party must bear.

CHAPTER XXI. INFORMATION AND CONFIDENTIALITY**Article 80. Periodic Information**

- 1) EVN Finance is allowed to exchange information with other credit institutions about Banking and Finance activities and about customers.
- 2) EVN Finance is responsible for reporting and providing the State Bank with information related to business activities at the request of the State Bank and provided with information related to operations by the State Bank of Vietnam. EVN Finance of related customers.

Article 81. Confidentiality Obligations

- 1) Employees, managers, executives of EVN Finance and related persons are not allowed to disclose EVN Finance's business secrets that they know.
- 2) EVN Finance shall ensure the confidentiality of information relating to customers' accounts, deposits, deposited assets and transactions at EVN Finance.
- 3) EVN Finance shall not provide information relating to customers' accounts, deposits, deposited assets and transactions at EVN Finance to other institutions or individuals, unless requested by the State competent authority in accordance with the law or approved by customers.

CHAPTER XXII. TERMS OF ENFORCEMENT

Article 82. Terms of Enforcement

- 1) This Charter are approved by the General Meeting of Shareholders on March 15, 2024 and replaces the Charter of EVN Finance which have been approved by the General Meeting of Shareholders on March 17, 2023.
- 2) In case there are legal provisions related to the operation of EVN Finance which are not mentioned in this Charter, or new legal provisions different from those in this Charter, the provisions of such law are automatically applied and govern the activities of EVN Finance.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**

(signed and sealed)

MAI DANH HIEN

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