

**EVNFINANCE JOINT STOCK
COMPANY**

Số: No. 41/TT-HĐQT-ICĐL



Socialist Republic of Vietnam
Independence - Freedom - Happiness

Hanoi, December 12, 2024

STATEMENT

Regarding the Initiative to Seek Strategic Investors, Amendments and Supplements to the Charter of Organization and Operations of EVNFinance, the Regulation on the Organization and Operations of the Board of Directors, and the Internal Governance Regulation

To: General Meeting of Shareholders of EVNFinance Joint Stock Company

Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024;

Pursuant to The Charter of Organization and Operations of EVNFinance approved by the General Meeting of Shareholders on March 15, 2024.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) of EVNFinance Joint Stock Company for approval and adoption of the Initiative to Seek Strategic Investors; Amendments and Supplements to the Charter of Organization and Operations of EVNFinance, the Regulation on the Organization and Operations of the Board of Directors, and the Internal Governance Regulation, with specific details as follows:

1. Approval of the Initiative to Seek Strategic Investors for EVNFinance

The Board of Directors aims to seek potential strategic investors to support EVNFinance in enhancing financial capacity, expanding business development, strengthening technology, and improving governance capabilities; simultaneously submits this initiative to the General Meeting of Shareholders for approval, authorizing the Board of Directors to research and establish criteria on financial capacity and technological expertise for strategic investors in alignment with EVNFinance's operational realities, and report to the General Meeting of Shareholders for approval of matters within its jurisdiction as prescribed by law.

2. Amending and supplementing the Charter of Organization and Operations of EVNFinance

The Charter of Organization and Operations of EVNFinance (the Charter) was amended for the 13th time and approved by the General Meeting of Shareholders (GMS) on March 15, 2024. The Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, effective from July 1, 2024 (Law on Credit Institutions 2024), introduces amendments and supplements that significantly impact the governance and management mechanisms of EVNFinance. To ensure the Charter aligns better with legal regulations and the actual operational conditions of the Company, the Board of Directors (BOD) respectfully submits to the GMS for approval of the amendments and supplements and requests authorization/delegation to the BOD to carry out procedures for amending the Charter as approved.

Detailed amendments and supplements to the Charter are provided in Annex 01 and the draft Charter attached to this statement.

3. Amending and supplementing the Regulation on the Organization and Operations of the BOD

The Regulation on the Organization and Operations of the Board of Directors (BOD) of EVNFinance Joint Stock Company was amended for the 5th time and approved by the General Meeting of Shareholders (GMS) on March 15, 2024. The Law on Credit Institutions 2024 introduces amendments and supplements that significantly impact the governance and management mechanisms of EVNFinance. To ensure the Regulation on the Organization and Operations of the BOD aligns better with legal regulations and the actual operational conditions of the Company, the BOD respectfully submits to the GMS for approval of the amendments and supplements and requests authorization/delegation to the BOD to carry out procedures for amending this Regulation as approved.

Detailed amendments and supplements to the Regulation on the Organization and Operations of the BOD of EVNFinance are provided in Annex 02 and the draft Regulation attached to this statement.

4. Amending and supplementing certain articles of the Internal Governance Regulation

The Internal Governance Regulation of EVNFinance Joint Stock Company was amended for the 3rd time and approved by the General Meeting of Shareholders (GMS) on March 15, 2024. The Law on Credit Institutions 2024 introduces amendments and supplements that significantly impact the governance and management mechanisms of EVNFinance. To ensure that the Internal Governance Regulation aligns better with legal regulations and the actual operational conditions of the Company, the Board of Directors (BOD) respectfully submits to the GMS for approval of the amendments and supplements



and requests authorization/delegation to the BOD to carry out procedures for amending this Regulation as approved.

Detailed amendments and supplements to the Internal Governance Regulation of EVNFinance are provided in Annex 03 and the draft Regulation attached to this statement.

The Board of Directors respectfully submits this for the General Meeting of Shareholders' review and approval.

Best regards.

Nơi nhận:

- BOD;
- Board of Supervisors;
- General Director
- Governance Office

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed)

PHẠM TRUNG KIÊN



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

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

EXPLANATORY TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE 2024 REGULATION ON THE ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS OF EVNFINANCE JOINT STOCK COMPANY

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
1	Article 1: Legal Basis	Article 1: Legal Basis	
	Law on Credit Institutions 2010	2. Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its amending and supplementing documents.	Update and supplement effective documents
	6. Circular 15/2016/TT-NHNN issued by the State Bank of Vietnam on June 30, 2016, amending Circular 30/2015/TT-NHNN regulating the licensing, organization, and operation of non-bank credit institutions promulgated by the Governor of the State Bank of Vietnam.	6. Circular No. 05/2023/TT-NHNN dated June 22, 2023, amending and supplementing certain provisions of Circular No. 30/2015/TT-NHNN dated December 25, 2015, regulating the licensing, organization, and operation of non-bank credit institutions.	
		10. Circular No. 10/2024/TT-NHNN amending and supplementing certain provisions of Circular No. 22/2018/TT-NHNN dated September 5, 2018, providing guidance on procedures and dossiers for approving the proposed personnel list of commercial banks, non-bank credit institutions, and foreign bank branches.	
		14. Charter on the Organization and Operation of the Company; 15. ISO 9001:2015 Standards;	
2	Article 6. Terminology, Definitions, and Abbreviations	Article 4. Terminology, Definitions, and Abbreviations	
		6. Board of Management: Includes the Executives as defined in the Charter of the EVN Finance Joint Stock Company.	Add the definition of the Board of Management.

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
3	Article 8. Organizational Structure and Term	Article 7. Organizational Structure and Term	
	<p>1. The Board of Directors must have no fewer than 05 (five) members and no more than 11 (eleven) members, including at least one independent member. The Board of Directors must consist of at least one-half of its total members as independent members and non-executive members of EVN Finance. The number of independent members on the Board of Directors of EVN Finance must comply with the following requirements:</p> <ul style="list-style-type: none"> • (i) At least 01 independent member if the Board of Directors consists of 05 members; • (ii) At least 02 independent members if the Board of Directors consists of 06 to 08 members; • (iii) At least 03 independent members if the Board of Directors consists of 09 to 11 members. 	<p>1. The Board of Directors must have at least 05 (five) members and no more than 11 (eleven) members, including at least two independent members. The Board of Directors must consist of at least two-thirds of its total members as independent members and non-executive members of EVN Finance. The number of members for each term shall be determined by the General Meeting of Shareholders. The number of independent members of the Board of Directors of EVN Finance must meet the following requirements:</p> <ul style="list-style-type: none"> • (i) At least 02 independent members if the Board of Directors consists of fewer than 08 members; • (ii) At least 03 independent members if the Board of Directors consists of 09 to 11 members. 	<p>Update the minimum number of members of the independent board of directors according to the Law on Credit Institutions 2024 and the new charter.</p>
	<p>3. In cases where the number of Board members is less than two-thirds of the total members for the term or fewer than the minimum number required by the Company's Charter, the Company must, within 60 (sixty) days from the date of insufficient membership, conduct an election to supplement the required number of Board members in accordance with regulations.</p>	<p>3. In cases where the number of Board members falls below the minimum number required by the Company's Charter, the Company must, within 90 (ninety) days from the date of insufficient membership, conduct an election to supplement the required number of Board members in accordance with regulations.</p>	

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4	Article 9: Qualifications of Members of the Board of Directors	Article 8: Qualifications of Members of the Board of Directors	
	<p>1. Individuals elected as members of the Board of Directors must meet the following qualifications and conditions:</p> <p>a. Must not fall under the cases specified in Article 36 of the Company's Charter;</p> <p>b. Must ensure professional ethics based on compliance with Article 41 of the Company's Charter;</p> <p>c. Must possess a university degree or higher;</p> <p>d. Must have at least 03 (three) years of experience as a manager or executive of a credit institution or at least 05 (five) years of experience as a manager or executive in a financial, banking, accounting, or auditing company, or another enterprise with equity capital at least equal to the statutory capital level for a similar type of credit institution; or have at least 05 (five) years of direct work experience in financial, banking, accounting, or auditing operations.</p>	<p>1. Individuals elected as members of the Board of Directors must meet the following qualifications and conditions:</p> <p>a. Must not fall under the cases specified in Article 37 of the Company's Charter;</p> <p>b. Must possess professional ethics as prescribed by the Governor of the State Bank of Vietnam;</p> <p>c. Must hold a university degree or higher;</p> <p>d. Must meet one of the following conditions:</p> <ul style="list-style-type: none"> • Have at least 03 (three) years of experience as a manager or executive of a credit institution; • Have at least 05 (five) years of experience as a manager of a company operating in the financial, accounting, or auditing sector, or another enterprise with equity capital at least equal to the statutory capital level for a similar type of credit institution; • Have at least 05 (five) years of direct work experience in the operational departments of a credit institution or foreign bank branch; • Have at least 05 (five) years of direct work experience in financial, banking, accounting, or auditing operations. 	<p>Adjusting standards according to the Law on Credit Institutions 2024 and the company's charter.</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>2. Independent members of the Board of Directors must meet the qualifications and conditions specified in Clause 1 of this Article and the following additional criteria:</p> <p>a. Must not be currently employed by EVN Finance or its subsidiaries or have worked for EVN Finance or its subsidiaries in at least the past 03 (three) consecutive years;</p> <p>b. Must not be receiving a salary or regular remuneration from EVN Finance other than allowances for Board members as prescribed;</p> <p>c. Must not have a spouse, parent (biological or adoptive), child (biological or adoptive), or sibling (brother or sister) whose spouse or themselves is a major shareholder of EVN Finance, a manager of EVN Finance, or a member of the Supervisory Board or a subsidiary of EVN Finance;</p> <p>d. Must not directly or indirectly own, or represent ownership of, 1% or more of the charter capital or voting shares of EVN Finance, nor jointly with related persons own 5% or more of the charter capital or voting shares of EVN Finance;</p> <p>e. Must not have been a manager or member of the Supervisory Board of EVN Finance at any time in the past 05 (five) consecutive years.</p>	<p>2. Independent members of the Board of Directors must meet the qualifications and conditions specified in Clause 1 of this Article and the following additional criteria:</p> <p>a. Must not be currently employed by EVN Finance or its subsidiaries, or have worked for EVN Finance or its subsidiaries in at least the past 03 (three) consecutive years;</p> <p>b. Must not be receiving a salary or regular remuneration from EVN Finance other than allowances for Board members as prescribed;</p> <p>c. Must not have a spouse, biological or adoptive parent, biological or adoptive child, or sibling (brother or sister), or their spouses, who are major shareholders of EVN Finance, managers, or supervisors, or members of the Supervisory Board of EVN Finance or its subsidiaries;</p> <p>d. Must not represent the ownership of EVN Finance shares, nor jointly with related persons directly or indirectly own 1% or more of the charter capital or voting shares of EVN Finance;</p> <p>e. Must not have been a manager or member of the Supervisory Board of EVN Finance at any time in the past 05 (five) consecutive years.</p>	<p>Update the conditions for not owning shares of EVNFC and related persons according to the Law on Credit Institutions 2024 and the new Charter</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
5	Article 10: Cases of Ineligibility for Holding Positions	Article 9: Cases of Ineligibility for Holding Positions	
	<p>The following individuals are not eligible to serve as members of the Board of Directors of the Company:</p> <ol style="list-style-type: none"> 1. Individuals subject to the provisions of Clause 2, Article 36 of the Company's Charter; 2. Individuals prohibited from participating in management or administration as prescribed by laws on public officials, civil servants, enterprise regulations, and anti-corruption laws; 3. Individuals who were private business owners, general partners in partnerships, General Directors (Directors), members of the Board of Directors, members of the Members' Council, members of the Supervisory Board of enterprises, or Chairpersons and members of the Management Board of cooperatives at the time the enterprise or cooperative was declared bankrupt, except in cases of bankruptcy due to force majeure; 4. Legal representatives of enterprises at the time the enterprise was suspended or forced to dissolve due to serious violations of the law, except in cases where they were appointed by competent state agencies to reorganize and restore the enterprise; 	<p>1. The following individuals are not permitted to be members of the Company's Board of Directors:</p> <ol style="list-style-type: none"> 1. Individuals subject to the provisions of Clause 2, Article 37 of the Company's Charter; 2. Individuals prohibited from participating in management or governance under the laws on public officials, civil servants, enterprise regulations, and anti-corruption laws; 3. Individuals who were private business owners, general partners in partnerships, General Directors (Directors), members of the Board of Directors, members of the Members' Council, controllers, or members of the Supervisory Board of enterprises, or members of the Board of Directors and General Directors (Directors) of cooperatives at the time the enterprise or cooperative was declared bankrupt, except in cases where they were appointed, designated, or assigned to manage, govern, or control credit institutions or cooperatives declared bankrupt as per the requirements; 4. Individuals who have been suspended from roles such as Chairperson or other members of the Board of Directors, Chairperson or other members of the Members' Council, Head or other members of the Supervisory Board, General Directors (Directors) of EVN Finance or other credit institutions as per 	<p>Adjusting the case of not being a member of the Board of Directors according to the provisions of the Law on Credit Institutions 2024 and the new Charter.</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>5. Individuals who have been suspended from positions such as Chairperson of the Board of Directors, member of the Board of Directors, Chairperson of the Members' Council, member of the Members' Council, Head of the Supervisory Board, member of the Supervisory Board, General Director (Director) of EVN Finance or other credit institutions as prescribed by Article 37 of the Law on Credit Institutions, or individuals identified by competent authorities as having committed violations leading to the revocation of the license of EVN Finance or other credit institutions;</p> <p>6. Related persons of members of the Board of Directors or the General Director of EVN Finance are not eligible to serve as members of the Supervisory Board of EVN Finance;</p> <p>7. Related persons of the Chairperson of the Board of Directors of EVN Finance are not eligible to serve as the General Director of EVN Finance;</p> <p>8. Individuals responsible for violations determined by inspection findings that led to administrative penalties for credit institutions or foreign bank branches in the banking and monetary sector, with</p>	<p>Article 47 of the Law on Credit Institutions, or individuals identified by competent authorities as having committed violations leading to the revocation of the license of EVN Finance or other credit institutions;</p> <p>5. Related persons of members of the Board of Directors or the General Director of EVN Finance, except as specified in Clause 3, Article 69, Point b, Clause 1, Article 73, and Point a, Clause 2, Article 77 of the Law on Credit Institutions;</p> <p>6. Individuals responsible, as determined by inspection conclusions, for actions resulting in administrative penalties for credit institutions or foreign bank branches in the banking and monetary sector, with fines in the highest penalty bracket for violations of regulations regarding licenses, governance, management, shares, equity, credit granting, corporate bond purchases, and safety ratios as prescribed by the laws on administrative penalties in the banking and monetary sector.</p>	

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	<p>finest in the highest penalty bracket for violations of regulations regarding licenses, governance, management, shares, equity, credit granting, corporate bond purchases, and safety ratios as stipulated by laws on administrative penalties in the banking and monetary sector.</p>		
6	<p>Điều 11. Những trường hợp không cùng đảm nhiệm chức vụ/ Article 11: Cases of Concurrent Positions</p>	<p>Article 10: Cases of Concurrent Positions</p>	
	<p>1. The Chairperson of the Board of Directors of EVN Finance may not concurrently serve as an executive officer of EVN Finance or another credit institution; nor may they concurrently hold the position of Chairperson of the Board of Directors, member of the Board of Directors, Chairperson of the Members' Council, member of the Members' Council, Chairperson of a company, General Director (Director), Deputy General Director (Deputy Director), or equivalent positions in other enterprises.</p> <p>2. Members of the Board of Directors may not concurrently serve as managers of other credit institutions unless such institutions are subsidiaries of the Company. They also may not concurrently hold the positions of General Director (Director), Deputy General Director (Deputy Director), or</p>	<p>1. The Chairperson of the Board of Directors of EVN Finance may not concurrently serve as an executive officer, a member of the Supervisory Board of EVN Finance, or of another credit institution, or as a manager of another enterprise</p> <p>2. Non-independent members of the Board of Directors may not concurrently hold the following positions</p> <p>a) An executive officer of EVN Finance, except in the case of the General Director of EVN Finance;</p> <p>b) A manager or executive officer of another credit institution or enterprise, except in the case of a manager or executive officer of a subsidiary of EVN Finance, or a subsidiary of the parent company of EVN Finance, or in cases of implementing an approved compulsory transfer plan;</p>	<p>Update the cases of not holding the same position according to the Law on Credit Institutions 2024 and the new Charter.</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>equivalent roles in other credit institutions unless such institutions are subsidiaries of the Company.</p> <p>3. Members of the Board of Directors may not concurrently serve as members of the Supervisory Board of the Company.</p> <p>4. Members of the Board of Directors of EVN Finance may concurrently serve as members of the Board of Directors in no more than five other companies.</p>	<p>c) A supervisor or a member of the Supervisory Board of another credit institution or enterprise.</p> <p>3. Independent members of the Board of Directors of a credit institution may not concurrently hold any of the following positions:</p> <p>a) An executive officer of EVN Finance;</p> <p>b) A manager or executive officer of another credit institution; a manager of more than two other enterprises;</p> <p>c) A supervisor or a member of the Supervisory Board of another credit institution or enterprise.</p>	
7	Article 12: Automatic Disqualification	Article 11: Automatic Disqualification	
	<p>1. The following cases result in automatic disqualification as a member of the Board of Directors:</p> <p>a. Loss of civil capacity or death;</p> <p>b. Violation of the provisions in Article 10 of this Regulation regarding cases of ineligibility for holding positions;</p> <p>c. Being the representative of the capital contribution of an organization that is a shareholder or capital-contributing member of the Company when the organization ceases to have legal status;</p> <p>d. Ceasing to be the authorized representative of the capital contribution of an institutional shareholder;</p>	<p>1. The following cases result in automatic disqualification as a member of the Board of Directors:</p> <p>a. Falling under any of the cases ineligible for holding positions as specified in Article 9 of this Regulation;</p> <p>b. Being the capital representative of an organization that is a shareholder of EVN Finance when the organization ceases to exist;</p> <p>c. Ceasing to be the authorized representative of the capital contribution of an institutional shareholder;</p> <p>d. Being deported from the territory of the Socialist Republic of Vietnam;</p> <p>e. When EVN Finance’s license is revoked;</p>	<p>Update the current cases of disqualification under the Law on Credit Institutions 2024 and the new Charter.</p>

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	<p>d. Being deported from the territory of the Socialist Republic of Vietnam;</p> <p>e. When the Company's license is revoked.</p>	<p>f. Death.</p> <p>2. The Board of Directors of the Company must prepare a written report accompanied by evidence of automatic disqualification as specified in Points a, b, c, d, f, and g under Clause 1 of this Article and submit it to the State Bank of Vietnam within five (05) working days from the date the disqualification is determined. The Board must ensure the accuracy and truthfulness of this report and perform the procedures for election or appointment to the vacant positions as specified in Article 13 of this Regulation.</p> <p>3. After automatic disqualification, members of the Board of Directors of the Company remain responsible for their decisions made during their tenure.</p>	
8	Article 13. Dismissal and Removal	Article 12. Dismissal and Removal	
	<p>1. The Chairperson, Vice Chairperson, and members of the Company's Board of Directors shall be dismissed or removed in the following cases:</p> <p>a. As per resolutions or decisions of the General Meeting of Shareholders;</p> <p>b. Limited civil capacity;</p> <p>c. Submitting a resignation letter to the Board of Directors;</p> <p>d. Failure to participate in Board of Directors' activities</p>	<p>1. Except for cases of automatic disqualification as specified in Article 11 of this Regulation, the Chairperson, Vice Chairperson, and other members of the Company's Board of Directors shall be dismissed or removed in the following cases:</p> <p>a. Dismissed upon submission of a resignation letter to the Board of Directors;</p> <p>b. Removed for failure to participate in the Board of Directors' activities for six (06) consecutive months, except in cases of force majeure;</p>	<p>Adjusting the wording according to the Law on Credit Institutions and the new Charter</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>for six (06) consecutive months, except in cases of force majeure;</p> <p>e. Failure to meet the standards and conditions stipulated in the Company's Charter and legal regulations;</p> <p>f. Independent members of the Board of Directors failing to meet independence requirements;</p> <p>g. Upon the proposal of shareholders or shareholder groups for the removal of a Board member they nominated, as approved by the General Meeting of Shareholders;</p> <p>h. Upon the proposal of the Board of Directors for the removal of a Board member they nominated, as approved by the General Meeting of Shareholders;</p> <p>i. Other cases as stipulated by the Company's Charter and laws.</p> <p>2. The Chairperson, Vice Chairperson, and members of the Board of Directors, after being dismissed or removed, shall bear personal responsibility for decisions made during their tenure.</p> <p>3. Within ten (10) working days from the date of approval of the dismissal or removal decision as specified in Clause 1 of this Article, the Board of Directors must submit a</p>	<p>e. Removed for failure to meet the standards and conditions stipulated in the Company's Charter and related legal regulations;</p> <p>f. Removed if the independent member of the Board of Directors fails to comply with the provisions of Clause 3, Article 38, and Clause 2, Article 47 of the Charter;</p> <p>g. Dismissed or removed upon the proposal of a shareholder or shareholder group for the member of the Board of Directors they nominated, as approved by the General Meeting of Shareholders;</p> <p>h. Dismissed or removed upon the proposal of the Board of Directors for the member of the Board of Directors they nominated, as approved by the General Meeting of Shareholders;</p> <p>i. Other cases as stipulated by the Company's Charter, relevant laws, or resolutions/decisions of the General Meeting of Shareholders.</p> <p>2. The Chairperson, Vice Chairperson, and members of the Company's Board of Directors, after being dismissed or removed, shall still bear personal responsibility for their decisions made during their tenure.</p> <p>3. Within ten (10) working days from the date of approving the dismissal or removal decision for the personnel specified in Clause 1 of this Article, the Board of Directors must submit a written report with related documents to the State Bank of Vietnam.</p> <p>4. The methods of implementation and notification shall comply with legal regulations.</p>	

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	<p>written report with related documents to the State Bank of Vietnam.</p> <p>4. The methods of implementation and notification shall comply with legal regulations.</p>		
9	Article 14. Replacement and addition of members of the Board of Directors	Article 13. Replacement and addition of members of the Board of Directors	
	<p>4. In cases where there are less than two-thirds of the total number of members of the Board of Directors or fewer than the minimum number of Board members as stipulated in the Company's Charter, the Board of Directors must convene a General Meeting of Shareholders to elect additional Board members within no more than 90 (ninety) days from the date the required number of Board members is not met.</p>	<p>4. In cases the minimum number of Board of Directors members as stipulated in the Company's Charter is not met, the Board of Directors must convene a General Meeting of Shareholders to elect additional Board members within no more than 90 (ninety) days from the date the required number of Board members is not met.</p>	<p>Adjust the time limit for adding Board members to no more than 90 days in accordance with the new Credit Institution Law and the new Charter.</p>
10	Article 15. Suspension and Temporary Suspension of Board of Directors Positions	Article 14. Suspension and Temporary Suspension of the Execution of Rights and Duties of Board of Directors Members	
	<p>1. The State Bank has the authority to suspend or temporarily suspend the execution of rights and duties of the Chairperson and members of the Company's Board of Directors who violate the provisions on incompatible positions as stipulated in Article 11 of this Regulation and other relevant legal provisions during the performance of their assigned rights and duties; it may request competent</p>	<p>1. The State Bank has the authority to suspend or temporarily suspend the execution of rights and duties of the Chairperson and other members of the Company's Board of Directors who violate the provisions on incompatible positions as stipulated in Article 43 and Clause 10, Article 48 of the Law on Credit Institutions, or other relevant legal provisions during the performance of their assigned rights and duties, or who fail to meet the standards and conditions specified in Article 41 of the Law on Credit Institutions. It may also</p>	<p>Updated by reference according to the Law on Credit Institutions 2024 and the new charter</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>authorities to dismiss, elect, appoint a replacement, or designate a replacement if deemed necessary.</p> <p>2. The Special Control Board has the authority to suspend or temporarily suspend the execution of rights and duties of the Chairperson and members of the Board of Directors if the Company is placed under special control, if deemed necessary.</p>	<p>request competent authorities to dismiss, remove, elect, appoint, or designate a replacement if deemed necessary.</p> <p>2. The Special Control Board has the authority to suspend or temporarily suspend the execution of rights and duties of the Chairperson and other members of the Board of Directors if the Company is placed under special control, if deemed necessary.</p>	
11	Article 17. Duties and Powers of the Board of Directors	Article 16: Duties and Powers of the Board of Directors	
	<p>The Board of Directors has the following rights and duties:</p> <ol style="list-style-type: none"> 1. Be accountable to the General Meeting of Shareholders for the performance of assigned duties and powers; 2. Submit to the General Meeting of Shareholders for decision and approval issues under its authority as specified in Clause 1, Article 24 of the Company's Charter; 3. Decide on the establishment of branches, representative offices, and non-business units of EVN Finance; 4. Appoint, dismiss, discipline, suspend, and determine salaries and other benefits for the positions of General Director, Deputy General Directors, Chief Accountant, and other managers and executives per the Board's internal regulations; 	<p>The Board of Directors has the following duties and powers:</p> <ol style="list-style-type: none"> 1. Submit to the General Meeting of Shareholders decisions and approvals on matters under the authority of the General Meeting of Shareholders as stipulated in Clause 1, Article 25 of the Company's Charter; 2. Decide on the establishment of branches, representative offices, and affiliated units of EVN Finance; 3. Appoint, dismiss, discipline, suspend, and determine salaries, bonuses, and other benefits for the General Director, Deputy General Directors, and other executives under the authority as stipulated in EVN Finance's internal regulations from time to time; 	<p>Add content regarding the approval of other contracts and transactions valued at 10% or more of the charter capital in accordance with the 2024 Law on Credit Institutions and the new Charter.</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<ol style="list-style-type: none"> 5. Approve plans for capital contribution and share purchase of enterprises and other investment funds valued at less than 20% of EVN Finance's charter capital as stated in the most recent audited financial report; 6. Appoint representatives for EVN Finance's capital contribution in other enterprises or investment funds; 7. Decide on investments, purchase, or sale transactions of EVN Finance's assets equal to or greater than 10% of EVN Finance's charter capital as stated in the most recent audited financial report, except for those specified in Point h, Clause 1, Article 24 of the Company's Charter. For lower-value transactions and contracts, the Board has the authority to decide, delegate, and decentralize decision-making powers to other levels within EVN Finance; 8. Approve, decide, and authorize transactions and contracts, including purchase, sale (except as stipulated in Point g, Clause 4, Article 44 of the Charter), borrowing, and mobilization of domestic and international capital, and other transactions valued at 35% or more of EVN Finance's total assets as recorded in the latest financial report, except those under the authority of the General Meeting of Shareholders. For lower-value transactions and contracts, the Board has the authority to decide, delegate, and decentralize decision-making powers to other levels within EVN Finance; 9. Approve and decide on credit grants at EVN Finance. The Board of Directors has the right to 	<ol style="list-style-type: none"> 4. Approve plans for capital contribution, purchase, or sale of shares or equity capital of EVN Finance in other enterprises or investment funds where the projected contribution, purchase price, or book value in the case of sale is less than 20% of EVN Finance's charter capital as stated in the most recent audited financial statements; 5. Appoint representatives of EVN Finance's contributed capital in other enterprises or investment funds; 6. Approve decisions on investments, purchases, or sales of fixed assets of EVN Finance where the investment amount, projected purchase price, or original cost in the case of sale is 10% or more of EVN Finance's charter capital as stated in the most recent audited financial statements, except for investments, purchases, or sales of fixed assets under the authority of the General Meeting of Shareholders. For transactions and contracts of lesser value, the Board of Directors has the authority to decide, delegate, and assign decision-making powers to other levels within EVN Finance; 7. Approve, decide, and ratify transactions and contracts for borrowing, raising capital domestically and internationally, pledging, mortgaging, or using other forms of security for EVN Finance's assets with a value of 35% or more of EVN Finance's total assets as stated in the most recent financial 	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>delegate and decentralize decision-making powers for credit grants, except for transactions under the authority of the General Meeting of Shareholders or those requiring the Board's decision as per the law and this Chart</p> <p>10. Decide on credit grants as stipulated in Clause 7, Article 128 of the Law on Credit Institutions, except for transactions under the authority of the General Meeting of Shareholders as specified in Point k, Clause 1, Article 24 of the Company's Charter;</p> <p>11. Approve contracts between EVN Finance and its subsidiaries, affiliates; and contracts between EVN Finance and members of the Board of Directors, Supervisory Board, General Director, major shareholders, or their related persons valued at 20% or less of EVN Finance's charter capital as stated in the most recent audited financial report. In such cases, related members are not entitled to vote;</p> <p>12. Inspect, supervise, and direct the General Director in performing assigned duties; conduct annual evaluations of the General Director's performance;</p> <p>13. Issue internal regulations related to the organization, governance, and operations of EVN Finance in compliance with the Law on Credit Institutions and relevant laws, except for matters under the authority of the Supervisory Board or the General Meeting of Shareholders;</p> <p>14. Decide on the selection of an independent auditing organization based on the decision or authorization of the General Meeting of Shareholders;</p>	<p>statements, except for transactions or contracts under the authority of the General Meeting of Shareholders. For transactions and contracts of lesser value, the Board of Directors has the authority to decide, delegate, and assign decision-making powers to other levels within EVN Finance;</p> <p>8. Approve and ratify credit extensions with a value of 10% or more of EVN Finance's charter capital as stated in the most recent audited financial statements. The Board of Directors has the authority to delegate and assign decision-making powers for credit extensions to other levels within EVN Finance, except for transactions under the authority of the General Meeting of Shareholders or those that must be decided by the Board of Directors according to laws and the Company's Charter;</p> <p>9. Decide on credit extensions as stipulated in Clause 7, Article 136 of the Law on Credit Institutions, except for contracts or transactions under the authority of the General Meeting of Shareholders as prescribed in Point n, Clause 1, Article 25 of the Company's Charter;</p> <p>10. Approve other contracts or transactions of EVN Finance valued at less than 20% of EVN Finance's charter capital as stated in the most recent audited financial statements between EVN Finance and members of the Board of Directors,</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>15. Decide on risk management policies and oversee the implementation of risk prevention measures at EVN Finance;</p> <p>16. Review and approve the annual report;</p> <p>17. Select professional valuation organizations for valuation of (i) capital contribution assets not in Vietnamese Dong, freely convertible foreign currencies, or gold as prescribed by law and (ii) collateral assets in accordance with EVN Finance's internal regulations issued by the Board of Directors from time to time;</p> <p>18. Propose to the Governor of the State Bank of Vietnam for approval of issues as prescribed by law;</p> <p>19. Decide on the offering of new shares within the allowable limit of shares to be offered;</p> <p>20. Decide on the offering price of shares and convertible bonds of EVN Finance;</p> <p>21. Decide on the repurchase of shares by EVN Finance;</p> <p>22. Propose profit distribution plans and dividend payment rates; decide on the timing and procedures for dividend payments or handling of business losses;</p> <p>23. Prepare content and documents for submission to the General Meeting of Shareholders to decide on matters under its authority, except for those under the duties and powers of the Supervisory Board;</p> <p>24. Approve the agenda and work plan of the Board of Directors; the agenda, content, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholders' opinions in writing to adopt resolutions</p>	<p>members of the Supervisory Board, the General Director, major shareholders of EVN Finance, or related parties of managers, members of the Supervisory Board, or major shareholders of EVN Finance; subsidiaries or affiliated companies of EVN Finance;</p> <p>11. Approve other contracts or transactions with a value of 10% or more of EVN Finance's charter capital as stated in the most recent audited financial statements. For transactions and contracts of lesser value, the Board of Directors has the authority to decide, delegate, and assign decision-making powers to other levels within EVN Finance;</p> <p>12. Inspect, supervise, and direct the General Director in performing assigned tasks; annually evaluate the performance of the General Director;</p> <p>13. Issue internal regulations related to the organization, governance, and operations of EVN Finance in compliance with the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders;</p> <p>14. Decide on the selection of an independent auditing organization as resolved or authorized by the General Meeting of Shareholders;</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>and decisions of the General Meeting of Shareholders;</p> <p>25. Organize, monitor, and oversee the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;</p> <p>26. Promptly notify the State Bank of Vietnam of information that negatively affects the qualifications of members of the Board of Directors, Supervisory Board, or General Director;</p> <p>27. Nominate additional individuals who meet the qualifications and standards for the Board of Directors or Supervisory Board in cases where shareholders fail to nominate a sufficient number of candidates or the nominees do not meet the legal and charter requirements;</p> <p>28. Decide on the establishment, functions, duties, and powers of committees, including the Personnel Committee, Risk Management Committee, and other committees as decided by the Board of Directors from time to time;</p> <p>29. Decide on the establishment, functions, duties, and powers of councils, including the Credit Council, Investment Council, and other councils as authorized by law under the Board of Directors' authority;</p>	<p>15. Decide on risk management policies and oversee the implementation of risk prevention measures for EVN Finance;</p> <p>16. Review and approve the annual report;</p> <p>17. Decide on the issuance of new shares within the allowable share issuance limit;</p> <p>18. Decide on the offering price of shares and convertible bonds issued by EVN Finance;</p> <p>19. Decide on the repurchase of shares by EVN Finance according to the approved plan;</p> <p>20. Propose profit distribution plans and dividend payments; Decide on the timeframe and procedures for dividend payments or handling losses incurred during operations;</p> <p>21. Prepare contents and related documents for submission to the General Meeting of Shareholders for decisions on matters under its authority, except for matters under the responsibilities and authority of the Supervisory Board;</p> <p>22. Approve the program and operational plan of the Board of Directors; Approve the program, agenda, and documents for the General Meeting of Shareholders; Convene the General Meeting of Shareholders or seek shareholder opinions in writing to pass resolutions and decisions of the General Meeting of Shareholders;</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>30. Approve and consent to bond issuance plans (excluding convertible bonds);</p> <p>31. Decide, approve, and implement restructuring plans for EVN Finance related to handling non-performing loans and/or similar measures in accordance with legal regulations or as required by the State Bank of Vietnam or other competent authorities;</p> <p>32. Appoint the Corporate Governance Officer;</p> <p>33. Perform other duties and powers as prescribed by the Company's Charter and applicable laws.</p>	<p>23. Organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;</p> <p>24. Promptly notify the State Bank of Vietnam of any information that negatively affects the qualifications of members of the Board of Directors, Supervisory Board, or the General Director;</p> <p>25. Nominate additional qualified candidates to the Board of Directors and Supervisory Board in cases where shareholders fail to nominate a sufficient number of candidates for these positions or when the nominated candidates do not meet the standards prescribed by law and the Company's Charter;</p> <p>26. Decide on the establishment and define the functions, tasks, and authority of Committees, including the Human Resources Committee, Risk Management Committee, and other Committees as determined by the Board of Directors from time to time;</p> <p>27. Decide on the establishment and define the functions, tasks, and authority of Councils, including the Credit Council, Investment Council, and other Councils as prescribed by law under the authority of the Board of Directors;</p> <p>28. Approve and endorse bond issuance plans, except for cases where the bond issuance is under the authority of the General</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
		<p>Meeting of Shareholders as stipulated in the Company's Charter and relevant legal provisions;</p> <p>29. Decide, approve, and implement matters related to the restructuring plan of EVN Finance associated with handling bad debts and/or similar plans as prescribed by law or as requested by the State Bank of Vietnam or other competent state authorities;</p> <p>30. Appoint the Corporate Governance Officer;</p> <p>31. Other duties and powers as prescribed by the Charter and the law.</p>	
12	<p>Article 18. Responsibilities and Powers of the Chairperson and Vice Chairperson of the Board of Directors</p>	<p>Article 17. Responsibilities and Powers of the Chairperson and Vice Chairperson of the Board of Directors</p>	
	<p>1. The Board of Directors shall elect one (1) Chairperson from among its members. The Chairperson of the Board of Directors has the following responsibilities and powers:</p> <p>a. Develop the agenda and action plans for the Board of Directors;</p> <p>b. Prepare the agenda, content, and materials for meetings; convene and preside over meetings of the Board of Directors;</p>	<p>1. The Board of Directors shall elect one (1) Chairperson from among its members. The Chairperson of the Board of Directors has the following responsibilities and powers:</p> <p>a.. Develop the agenda and action plans for the Board of Directors, and take responsibility for exercising their rights and duties;</p> <p>b. Convene and preside over meetings of the Board of Directors;</p> <p>c. Organize the adoption of resolutions and decisions by the Board of Directors</p>	<p>Supplementing the content: Only another member of the Board of Directors may be authorized to perform the rights and obligations of the Chairman of the Board of Directors during the period of absence or inability to perform tasks according to the Law on</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>c. Organize the adoption of decisions by the Board of Directors;</p> <p>d. Oversee the implementation of decisions made by the Board of Directors;</p> <p>e. Preside over General Meetings of Shareholders;</p> <p>f. Ensure that members of the Board of Directors receive comprehensive, objective, and accurate information and have adequate time to discuss matters requiring the Board's consideration;</p> <p>g. Assign tasks to members of the Board of Directors;</p> <p>h. Be authorized to decide on the following matters within the Board of Directors' authority:</p> <p>i. Inspect, supervise, and direct the General Director in executing assigned duties;</p> <p>ii. Represent the Board of Directors in dealings with government agencies, organizations, and individuals working with the Company, as required by the Board of Directors' involvement;</p> <p>iii. Perform other tasks as delegated in writing by the Board of Directors for specific decisions.</p> <p>i. Supervise members of the Board of Directors in executing assigned duties and their general rights and obligations;</p>	<p>d. Oversee the implementation of decisions made by the Board of Directors;</p> <p>e. Preside over General Meetings of Shareholders;</p> <p>f. Ensure that members of the Board of Directors receive comprehensive, objective, and accurate information and have adequate time to discuss matters requiring the Board's consideration;</p> <p>g. Assign specific tasks to each member of the Board of Directors;</p> <p>h. Be authorized to decide on the following matters within the Board of Directors' authority:</p> <p>i. Inspect, supervise, and direct the General Director in executing assigned duties;</p> <p>ii. Represent the Board of Directors in dealings with government agencies, organizations, and individuals working with the Company, as required by the Board of Directors' involvement;</p> <p>iii. Perform other tasks as delegated in writing by the Board of Directors for specific decisions.</p> <p>i. Supervise members of the Board of Directors in executing their rights, duties, and assigned tasks;</p> <p>j. Authorize only another member of the Board of Directors to perform the Chairperson's rights and duties during periods of absence or incapacity;</p>	<p>Credit Institutions and the Charter.</p> <ul style="list-style-type: none"> - Restructuring the Board of Management into the Executive Board - Adjustment of point o on approval of recruitment and appointment according to the company's regulations

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>j. At least once a year, evaluate the performance of each member and the committees of the Board of Directors, and report the results to the General Meeting of Shareholders;</p> <p>k. Sign authorization documents designating a member of the Board of Directors to perform the Chairperson's duties during periods of absence;</p> <p>l. Convene and preside over special meetings with the Executive Management Team and unit leaders within the Company as deemed necessary to direct and assign tasks related to the Company's operations;</p> <p>m. Serve as the legal representative of the Company in cases where the position of General Director has not yet been appointed;</p> <p>n. Approve recruitment, appointment, dismissal, salary adjustments, and promotions for positions such as Division Directors and equivalents, as proposed by the General Director;</p> <p>o. Perform other rights and duties as prescribed by law, the Company's Charter, and internal regulations.</p>	<p>k. Annually evaluate the performance of each member and committees of the Board of Directors, and report the results to the General Meeting of Shareholders;</p> <p>l. Sign authorization documents designating a member of the Board of Directors to perform the Chairperson's duties during periods of absence;</p> <p>m. Convene and preside over special meetings with the Executive Management Team and unit leaders within the Company as deemed necessary to direct and assign tasks related to the Company's operations;</p> <p>n. Serve as the legal representative of the Company in cases where the position of General Director has not yet been appointed;</p> <p>o. Approve recruitment, appointment, dismissal, and salary adjustments in accordance with the Company's internal regulations;</p> <p>p. Perform other rights and duties as prescribed by law, the Company's Charter, and internal regulations.</p>	
	<p>3. When deemed necessary based on the actual organizational operations, the Board of Directors shall decide to elect a</p>	<p>3. When deemed necessary based on the actual organizational operations, the Board of Directors shall decide to elect a member of the Board of Directors to hold the position of Vice Chairperson.</p>	<p>Adjust and supplement the work of the Vice Chairman shall be made only when</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>member of the Board of Directors to hold the position of Vice Chairperson.</p> <p>The Vice Chairperson of the Board of Directors is a member of the Board of Directors, elected by the Board of Directors by majority vote. The Vice Chairperson of the Board of Directors has all the powers and responsibilities of a Board member and the following additional powers and duties:</p> <p>a. Act on behalf of the Chairperson of the Board of Directors to manage the operations of the Board of Directors and sign documents within the Board’s authority as authorized/assigned by the Chairperson of the Board of Directors;</p> <p>b. Act on behalf of the Chairperson of the Board of Directors to convene and assign Board members to prepare the content of Board meetings as authorized/assigned by the Chairperson of the Board of Directors;</p> <p>c. Monitor and expedite the implementation of duties by members of the Board of Directors between Board meetings as authorized/assigned by the Chairperson of the Board of Directors;</p>	<p>The Vice Chairperson of the Board of Directors is a member of the Board of Directors, elected by the Board of Directors by majority vote. The Vice Chairperson of the Board of Directors has all the powers and responsibilities of a Board member and the following additional powers and duties as authorized by the Chairperson of the Board of Directors during the absence or incapacity of the Chairperson:</p> <p>a. Act on behalf of the Chairperson of the Board of Directors to manage the operations of the Board of Directors and sign documents within the Board’s authority as authorized/assigned by the Chairperson of the Board of Directors;</p> <p>b. Act on behalf of the Chairperson of the Board of Directors to convene and assign Board members to prepare the content of Board meetings as authorized/assigned by the Chairperson of the Board of Directors;</p> <p>c. Monitor and expedite the implementation of duties by members of the Board of Directors between Board meetings as authorized/assigned by the Chairperson of the Board of Directors;</p> <p>d. Perform other powers and duties as authorized/assigned by the Chairperson/Board of Directors.</p>	<p>authorized by the Chairman during the time when the task cannot be performed.</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	d. Perform other powers and duties as authorized/assigned by the Chairperson/Board of Directors.		
13	Article 19. Duties and Powers of Members of the Board of Directors	Article 18. Duties and Powers of Members of the Board of Directors	
	<p>1. Perform the rights and duties of a Board member in accordance with the internal regulations of the Board of Directors and assignments by the Chairperson of the Board, with honesty and in the best interests of EVN Finance and its shareholders.</p> <p>2. Review financial statements prepared by independent auditors, provide opinions, or request explanations from EVN Finance’s executives, independent auditors, and internal auditors on matters related to the reports.</p> <p>3. Propose the Chairperson of the Board of Directors to convene extraordinary Board meetings.</p> <p>4. Attend Board meetings, discuss and vote on matters within the duties and powers of the Board of Directors as stipulated in these Articles of Association, except when restricted from voting due to conflicts of interest. Be accountable to the General Meeting of Shareholders and the Board of Directors for their decisions.</p>	<p><input type="checkbox"/> 1. Perform the rights and duties of a Board member in accordance with the internal regulations of the Board of Directors and the assignments of the Chairperson of the Board, with honesty and in the best interests of EVN Finance and its shareholders, while promoting the independence of independent Board members in the exercise of their rights and duties; take responsibility for the performance of their rights and duties.</p> <p><input type="checkbox"/> 2. Review financial statements prepared by independent auditors, provide opinions, or request explanations from EVN Finance’s executives, independent auditors, and internal auditors on matters related to the reports.</p> <p><input type="checkbox"/> 3. Propose the Chairperson of the Board of Directors to convene extraordinary Board meetings.</p> <p><input type="checkbox"/> 4. Attend Board meetings, discuss and vote on matters within the duties and powers of the Board of Directors as stipulated in the Company’s Articles of Association. Be accountable to the General Meeting of Shareholders and the Board of Directors for their</p>	Adjusted according to the provisions of the Law on Credit Institutions 2024 and the new Charter.

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>5. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.</p> <p>6. Be responsible for reporting to the General Meeting of Shareholders and the Board of Directors on the performance of assigned duties upon request.</p> <p>7. A Board member has the right to request the General Director, Deputy General Directors, and managers of units within EVN Finance to provide information and documents on the financial status and business activities of EVN Finance and its units. The requested managers must promptly, fully, and accurately provide the required information and documents.</p> <p>8. Disclose information when engaging in stock transactions of the company as required by law.</p> <p>9. Independent Board members of listed companies must prepare evaluation reports on the Board of Directors' activities.</p> <p>10. Perform other rights and duties as stipulated in the Articles of Association and applicable laws.</p>	<p>decisions. If a voting item involves a conflict of interest with any member, that member is not allowed to participate in the vote.</p> <p><input type="checkbox"/> 5. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.</p> <p><input type="checkbox"/> 6. Report to the General Meeting of Shareholders and the Board of Directors on the performance of assigned duties upon request.</p> <p>7. Board members have the right to request the General Director, Deputy General Directors, and managers of units within EVN Finance to provide information and documents regarding the financial status and business activities of EVN Finance and its units. The requested managers must provide timely, complete, and accurate information and documents as requested by the Board members.</p> <p><input type="checkbox"/> 8. Disclose information when engaging in stock transactions of the company as required by law.</p> <p><input type="checkbox"/> 9. Independent Board members must prepare evaluation reports on the Board of Directors' activities.</p> <p><input type="checkbox"/> 10. Board members are not allowed to authorize others to attend Board meetings to decide on matters stipulated in clauses a, c, d, f, h, j, k, m, o, p, t of Article 45 of the Company's Articles of Association.</p> <p><input type="checkbox"/> 11. Other rights and duties as stipulated by law and the Company's Articles of Association.</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
14	Article 26. Minutes of the Board of Directors' Meeting	Article 25. Minutes of the Board of Directors' Meeting	
	<p>1. Meetings of the Board of Directors must be fully recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must include the following main contents:</p> <ul style="list-style-type: none"> a. Name, registered office address, and enterprise code; b. Purpose, agenda, and content of the meeting; c. Time and venue of the meeting; d. Names of each attending member or authorized representative; names of absent members and reasons for absence; name of the person designated as the meeting secretary; đ. Issues discussed and voted on during the meeting; e. Summary of the opinions expressed by each attending member in the order of the meeting's progress; g. Voting results, clearly stating which members agreed, disagreed, or abstained; h. Issues approved and the corresponding approval rates; 	<p>1. 1. Meetings of the Board of Directors must be fully recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must include the following main contents:</p> <ul style="list-style-type: none"> a. Name, registered office address, and enterprise code; b. Purpose, agenda, and content of the meeting; c. Time and venue of the meeting; d. Names of each attending member or authorized representative; names of absent members and reasons for absence; name of the person designated as the meeting secretary; đ. Issues discussed and voted on during the meeting; e. Summary of the opinions expressed by each attending member in the order of the meeting's progress; g. Voting results, clearly stating which members agreed, disagreed, or abstained; h. Issues approved and the corresponding approval rates; i. Names and signatures of all attending members or authorized representatives and the meeting secretary. <p>2. The minutes of the Board of Directors' meeting must be prepared in Vietnamese and may be supplemented with a version in a foreign language. The minutes must be signed by all attending members of the Board of Directors and the meeting secretary.</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>i. Names and signatures of all attending members or authorized representatives and the meeting secretary.</p> <p>2. The minutes of the Board of Directors' meeting must be prepared in Vietnamese and may be supplemented with a version in a foreign language. All attending members of the Board of Directors and the meeting secretary must sign the minutes. In case of discrepancies between the two versions, the Vietnamese version shall prevail.</p> <p>3. The chairperson, secretary, and members of the Board of Directors attending the meeting are jointly responsible for the accuracy and truthfulness of the minutes of the Board of Directors' meeting.</p> <p>4. In the event that the chairperson or the minute-taker refuses to sign the meeting minutes, the minutes may still be valid if all other attending members of the Board of Directors sign and approve the minutes, provided it meets the content requirements stipulated in points a, b, c, d, đ, e, g, and h of Clause 1, Article 158 of the Enterprise Law No. 59/2020/QH14. The minutes must explicitly state the refusal of the chairperson or the minute-taker to sign. The signatories of the minutes are jointly responsible for</p>	<p>Both Vietnamese and foreign language versions have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.</p> <p>3. The chairperson, the minute-taker, and the signatories of the minutes are responsible for the accuracy and truthfulness of the content of the minutes of the Board of Directors' meeting.</p> <p>4. In case the chairperson or the minute-taker refuses to sign the minutes, the minutes may still be valid if all other attending members of the Board of Directors sign and approve the minutes, provided that it meets the content requirements stipulated in points a, b, c, d, đ, e, g, and h of Clause 1, Article 158 of the Enterprise Law No. 59/2020/QH14. The minutes must explicitly state the refusal of the chairperson or the minute-taker to sign. The chairperson and the minute-taker are personally liable for any damages caused to the enterprise due to their refusal to sign the minutes, in accordance with the Enterprise Law, the Company's Charter, and other relevant legal provisions.</p> <p>5. The minutes of the Board of Directors' meeting and the documents used in the meeting must be kept at the company's headquarters.</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>the accuracy and truthfulness of its contents. The chairperson and the minute-taker are personally liable for any damages caused to the enterprise due to their refusal to sign the minutes, in accordance with this Law, the Company's Charter, and relevant legal provisions.</p>		
15	<p>Article 27. Authority and Procedure for Collecting Written Opinions from Board of Directors Members</p>	<p>Article 27. Authority and Procedure for Collecting Written Opinions from Board of Directors Members</p>	
	<p>2. When the General Director, Committees, Councils, or units submit matters within the decision-making authority of the Board of Directors with complete documents and procedures as per the Company's internal regulations, the designated individual must prepare the opinion collection form and necessary related documents. The opinion collection form and accompanying materials must be sent by secured methods such as mail, fax, email, or other means to each member of the Board of Directors, ensuring that all members receive full information.</p>	<p>1. When the Executive Board, Committees, Councils, or units submit matters within the decision-making authority of the Board of Directors with complete documents and procedures as per the Company's internal regulations, the designated individual must prepare the opinion collection form and necessary related documents. The opinion collection form and accompanying materials must be sent by secured methods such as mail, fax, email, or other means to each member of the Board of Directors, ensuring that all members receive full information.</p>	<p>Adjustment to the Board of Management to the Executive Board, similar to Clauses 3 and 4 of Article 28, Clause 8 of Article 33 of the Regulation</p>
	<p>6. Members of the Board of Directors are responsible for submitting the completed voting forms to the Company within a maximum of 05 (five) working days from the date the Company issues the opinion collection form. In</p>	<p>6. Members of the Board of Directors are responsible for submitting the completed voting forms to the Company within a maximum of 05 (five) working days from the date the Company issues the opinion collection form. In cases where a Board member requires clarification</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>cases where a Board member requires an explanation regarding the issue for which opinions are being sought, the explanation request must be sent to the designated individual in writing or by email within the specified timeframe. The designated individual must coordinate with relevant units to provide explanations. The departments must draft the explanations under the direction of the Executive Board, obtain approval from the General Director or the Deputy General Director in charge of the unit, and then return the explanations to the designated individual for reporting to the Board of Directors. Board members are responsible for returning valid voting forms to the Company within 02 (two) days from receiving the explanations from the designated individual or the Executive Board. After the deadline, the designated individual is authorized to consolidate the opinions of the Board members who have participated in the voting.</p>	<p>on the issue under consultation, the request for clarification must be submitted to the designated individual in writing or via email within the specified timeframe. The designated individual is responsible for coordinating with relevant departments to provide clarifications. Departments must prepare the clarification content under the direction of the Executive Board, obtain approval from the General Director or the Deputy General Director in charge of the unit, and then return the clarification to the designated individual, who will report to the Board of Directors. Board members must return valid voting forms to the Company within 02 (two) days of receiving the clarification from the designated individual or the Executive Board. After the specified deadline, the designated individual is authorized to consolidate the opinions of the Board members who participated in the voting.</p>	
16	Article 37. Disclosure of related benefits	Article 36. Provision and public announcement of benefits	
	<p>1. Members of the Board of Directors must declare the following information to EVNFinance: a. The name, head office address, business sectors, registration certificate number and issuance date, and the</p>	<p>1. Members of the Board of Directors must declare the following information to EVNFinance: a. Name, enterprise code, head office address of enterprises or economic organizations in which they or their related persons own at</p>	<p>Supplementing regulations on disclosure of information of related persons and shareholders owning more than</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	<p>registration location of enterprises or economic organizations in which they or their related persons hold ownership of capital contributions, shares, or authorize individuals or organizations to hold 5% or more of the charter capital;</p> <p>b. The name, head office address, business sectors, registration certificate number and issuance date, and the registration location of enterprises where they or their related persons currently serve as members of the Board of Directors, Board of Members, Supervisory Board, or as General Directors.</p> <p>2. The disclosure of the information specified in Clause 1 of this Article and any subsequent changes must be made within 07 (seven) working days from the date the information arises or is modified.</p> <p>3. EVNFinance must annually disclose the information specified in Clause 1 of this Article to the General Meeting of Shareholders and ensure it is displayed and maintained at the company's head office.</p> <p>4. EVNFinance must provide written notification to the State Bank of Vietnam regarding the information specified in Clause 1 of this Article within 07 working days from the date EVNFinance receives the</p>	<p>least 5% of charter capital, including authorized or entrusted contributions or shares held by other individuals or organizations;</p> <p>b. Name, enterprise code, head office address of enterprises or economic organizations in which they or their related persons serve as members of the Board of Directors, Board of Members, Supervisory Board, or as General Directors;</p> <p>c. Information about related individuals, including: full name, personal identification number, nationality, passport number, date and place of issuance for foreigners, and the relationship with the information provider;</p> <p>d. Information about related organizations, including: name, enterprise code, head office address of enterprises, business registration certificate number or equivalent legal documents, legal representative, and the relationship with the information provider.</p> <p>2. Shareholders owning at least 01% of the charter capital of EVNFinance must provide the following information to EVNFinance:</p> <p>a. Full name, personal identification number, nationality, passport number, date and place of issuance for foreigners; business registration certificate number or equivalent legal documents of organizational shareholders, date and place of issuance;</p> <p>b. Information about related persons as specified in points c and d of Clause 1 of this Article;</p>	<p>1% of the property, regulations on archiving according to the Law on Credit Institutions 2024 and the new Charter.</p>

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
	disclosed information as stipulated in Clause 2 of this Article.	<p>c. Quantity and ownership ratio of shares they own in EVNFinance;</p> <p>d. Quantity and ownership ratio of shares owned by their related persons in EVNFinance.</p> <p>3. The entities specified in Clauses 1 and 2 of this Article must provide EVNFinance with the information initially and whenever there are changes, within 07 working days from the date the information arises or is modified.</p> <p>Regarding the information in points c and d of Clause 2 of this Article, shareholders only need to provide information to EVNFinance if there is a change of at least 01% of the charter capital in their or their related persons' ownership compared to the previous submission.</p> <p>4. EVNFinance must disclose and maintain the information specified in Clauses 1 and 2 of this Article at its head office and submit a written report to the State Bank of Vietnam within 07 working days from the date EVNFinance receives the information. Annually, EVNFinance must disclose the information specified in points a, b, d of Clause 1 and points a, c, d of Clause 2 of this Article to its General Meeting of Shareholders.</p> <p>5. EVNFinance must publicly disclose the names of individuals and organizations that own at least 01% of the charter capital and the information specified in points c and d of Clause 2 of this Article on</p>	

STT	Current regulations	Regulations after adjustment	LEGAL BASIS/REASON FOR AMENDMENT AND SUPPLEMENTATION
		<p>its website within 07 working days from the date EVNFinance receives the information.</p> <p>6. The entities providing or publicly disclosing the information must ensure it is truthful, accurate, complete, and timely, and are responsible for the provided or disclosed information.</p>	

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

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

*EVNFINANCE'S GENERAL MEETING OF
SHAREHOLDERS*

EVNFINANCE

DRAFT

**REGULATIONS ON THE ORGANIZATION
AND OPERATION OF THE BOARD OF
DIRECTORS**

Hanoi,..... 2024

EVN Finance Joint Stock Company (hereinafter referred to as EVNFinance) is a joint stock company established in accordance with the provisions of the Law on Enterprises and the Law on Credit Institutions. EVNFinance engages in banking activities and other related business operations as prescribed by law, aiming for profit and contributing to the realization of the State's economic objectives.

The organization and operations of EVNFinance are conducted in accordance with the Company's Charter, the prevailing regulations of the State Bank of Vietnam, and other relevant legal provisions.

The Regulations on the Organization and Operation of the Board of Directors were approved by the General Meeting of Shareholders of EVNFinance through a written consultation of shareholders in 2024.

SUMMARY OF REVISIONS

Revision No.	Date of Issuance	Summary of Revisions
01	16/11/2016	Revision 01: Replaced the Regulations on the Organization and Operation of the Board of Directors issued under Decision No. 21/QĐ-TCĐL-HĐQT dated July 24, 2013. Updates were made to reflect changes in the current legal framework and the provisions of the Company's Charter.
02	26/6/2018	Revision 02: Replaced the Regulations on the Organization and Operation of the Board of Directors issued under Decision No. 24/QĐ-HĐQT-TCĐL by the Board of Directors dated November 16, 2016. Updates were made to reflect changes in the current legal framework and the provisions of the Company's Charter.
03	27/4/2021	Revision 03: Replaced the Regulations on the Organization and Operation of the Board of Directors issued under Decision No. 20A/QĐ-HĐQT-TCĐL by the Board of Directors dated June 26, 2018. Updates were made to reflect

04	17/3/2023	<p>changes in the current legal framework and the provisions of the Company's Charter.</p> <p>Revision 04: Replaced the Regulations on the Organization and Operation of the Board of Directors approved by the General Meeting of Shareholders on April 27, 2021. Updates were made to reflect changes in the current legal framework and the provisions of the Company's Charter.</p>
05	15/3/2024	<p>Revision 05: Replaced the Regulations on the Organization and Operation of the Board of Directors approved by the General Meeting of Shareholders on March 17, 2023. Updates were made to reflect changes in the current legal framework and the provisions of the Company's Charter.</p>
06		<p>Revision 06: Replaced the Regulations on the Organization and Operation of the Board of Directors approved by the General Meeting of Shareholders on Updates were made to reflect changes in the current legal framework and the provisions of the Company's Charter.</p>

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CHAPTER I

GENERAL PROVISIONS

Article 1. Legal basis

1. Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
2. Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024, and its amendments and supplements;
3. Law on Securities No. 54/2019/QH14 dated November 26, 2019;
4. Decree No. 39/2014/ND-CP dated May 7, 2014, on the operations of Finance Companies and Financial Leasing Companies;
5. Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain articles of the Law on Securities;
6. Circular No. 116/2020/TT-BTC issued by the Ministry of Finance on December 31, 2020, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain articles of the Law on Securities;
7. Circular No. 05/2023/TT-NHNN dated June 22, 2023, amending and supplementing certain articles of Circular No. 30/2015/TT-NHNN dated December 25, 2015, on licensing, organization, and operation of non-bank credit institutions;
8. Circular No. 17/2018/TT-NHNN issued by the State Bank of Vietnam on August 14, 2018, amending and supplementing certain articles of circulars regulating licensing, operational networks, and foreign exchange activities of credit institutions and foreign bank branches;
9. Circular No. 22/2018/TT-NHNN issued by the State Bank of Vietnam on September 5, 2018, guiding procedures and dossiers for approving the proposed personnel list of commercial banks, non-bank credit institutions, and foreign bank branches, and Circular No. 13/2020/TT-NHNN dated November 13, 2020, amending and supplementing certain articles of Circular No. 22/2018/TT-NHNN;
10. Circular No. 13/2019/TT-NHNN issued by the State Bank of Vietnam on August 21, 2019, amending and supplementing certain articles of circulars related to licensing, organization, and operation of credit institutions and foreign bank branches;
11. Circular No. 10/2024/TT-NHNN amending and supplementing certain articles of Circular No. 22/2018/TT-NHNN dated September 5, 2018, guiding procedures and dossiers for approving the proposed personnel list of commercial banks, non-bank credit institutions, and foreign bank branches;
12. Charter on the Organization and Operation of the Company;
13. ISO 9001:2015 Standards;
14. Other relevant legal guiding documents and internal regulations.

Article 2. Purpose

Ensure consistency in the organizational structure of the Board of Directors. Clearly define the duties and powers of the Board of Directors, the Chairman, and the members of the Board. Establish an operational mechanism for the Board

of Directors and regulate its relationship with shareholders, units, and other organizations within the Company.

Article 3. Scope of regulation and applicable subjects

1. **Scope of Application:** The operational regulations of the Board of Directors define the organizational structure, principles of operation, powers, and obligations of the Board of Directors and its members to ensure compliance with the Law on Enterprises, the Company's Charter, and other relevant legal provisions.
2. **Subjects of Application:** These regulations apply to the Board of Directors and its members.

Article 4. Terms, Definitions, and Abbreviations

1. Company/EVN Finance: EVNFinance Joint Stock Company;
2. Charter: Charter of EVNFinance Joint Stock Company;
3. Shareholders' Meeting: General Meeting of Shareholders of EVNFinance Joint Stock Company;
4. Board of Directors: Board of Directors of EVNFinance Joint Stock Company;
5. General Director: General Director of EVNFinance Joint Stock Company;
6. Executive Board: Includes the General Director and Deputy General Directors of EVNFinance Joint Stock Company;
7. Management Board: Includes the executives as stipulated in the Charter of EVNFinance Joint Stock Company;
8. Supervisory Board: Supervisory Board of EVNFinance Joint Stock Company;
9. Executives: Executives of EVNFinance Joint Stock Company, including the General Director, Deputy General Directors, Chief Accountant, and Branch Directors of the Company;
10. Managers: Include the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Board members, General Director, and other managers as stipulated by law and the Company's Charter from time to time;
11. State Bank of Vietnam (SBV): State Bank of Vietnam;
12. Other terms and phrases: Not defined in this regulation shall be interpreted as prescribed in the Charter of EVNFinance Joint Stock Company;
13. GMS: General Meeting of Shareholders of EVNFinance Joint Stock Company;
14. BOD: Board of Directors of the Company;
15. CEO: General Director of the Company;
16. BOS: Board of Supervisors

Article 5. Principles of operation

1. The Board of Directors organizes and operates in compliance with the laws, the Charter, and the Company's regulations.

2. The Board of Directors performs the function of policy-making, planning, programming, directing, and strategizing the Company's development, managing, inspecting, and supervising the Company's activities. It facilitates the General Director in implementing the resolutions and decisions of the Board in accordance with the functions, duties, and powers of the General Director as stipulated in the Charter.
3. The Board of Directors operates based on the principles of collective leadership and individual accountability, bearing responsibility before the General Meeting of Shareholders for the assigned duties and powers. If a resolution passed by the Board violates the laws or the Company's Charter, causing damage to the Company, the members who approved the resolution shall be jointly and individually liable for it and must compensate for the damage to the Company and third parties. Members who opposed the resolution shall be exempted from liability.
4. The resolutions and decisions of the Board of Directors are mandatory for all units and individuals throughout the Company's system.

ORGANIZATIONAL STRUCTURE OF THE BOARD OF DIRECTORS

Article 6. General Duties

1. The Board of Directors is the governing body of the Company, vested with full authority to act on behalf of the Company to decide and perform the Company's rights and obligations, except for matters under the authority of the General Meeting of Shareholders.
2. The Board of Directors uses the Company's seal to perform its duties and exercise its powers.

Article 7. Organizational structure and term of office

1. The Board of Directors must have a minimum of 05 (five) members and no more than 11 (eleven) members, including at least two independent members. At least two-thirds of the total members of the Board must be independent members and non-executive members of EVN Finance. The number of members for each term is decided by the General Meeting of Shareholders. The number of independent members on the Board of Directors of EVN Finance must comply with the following regulations: (i) At least 02 independent members if EVN Finance has fewer than 08 Board members; (ii) At least 03 independent members if EVN Finance has between 09 and 11 Board members.
2. The term of the Board of Directors shall not exceed 05 (five) years. The term of a Board member coincides with the term of the Board of Directors. The term of a member added or replaced is the remaining duration of the Board's term. In the event that all members of the Board of Directors complete their term simultaneously, those members shall continue serving as Board members until new members are elected to replace them and take over the responsibilities.
3. In the event that the number of Board members falls below the minimum required by the Company's Charter, within 90 (ninety) days from the date the number of members becomes insufficient, the Company must elect additional members to meet the required number of Board members as stipulated.

Article 8. Qualifications of Board Members

1. Individuals elected as members of the Board of Directors must meet the following qualifications and conditions:
 - a. Not falling under the categories specified in Article 37 of the Company's Charter;
 - b. Possess professional ethics as prescribed by the Governor of the State Bank of Vietnam;
 - c. Hold at least a university degree;
 - d. Meet one of the following conditions: Have at least 03 (three) years as a manager or executive of a credit institution; Have at least 05 (five) years as a manager of an enterprise operating in finance, accounting, or auditing; or of another enterprise with equity capital at least equal to the minimum legal capital for the corresponding type of credit institution; Have at least 05 (five) years of direct work in the professional departments of a credit institution or

foreign bank branch; Have at least 05 (five) years of direct work in the professional departments of finance, banking, accounting, or auditing.

2. Independent members of the Board of Directors must meet the qualifications and conditions specified in Clause 1 of this Article and the following additional qualifications and conditions:
 - a. Not currently working for EVN Finance or its subsidiaries, and not having worked for EVN Finance or its subsidiaries in the past 03 consecutive years;
 - b. Not receiving a regular salary or remuneration from EVN Finance, except for allowances provided to Board members as prescribed;
 - c. Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling, or their spouses who are major shareholders, managers, controllers, or Supervisory Board members of EVN Finance or its subsidiaries;
 - d. Not representing ownership of shares in EVN Finance; and not jointly with related parties owning directly or indirectly 1% or more of the charter capital or voting shares of EVN Finance;
 - e. Not having been a manager or a member of the Supervisory Board of EVN Finance at any time in the past 05 consecutive years.

Article 9. Cases of Ineligibility for Office

The following individuals are ineligible to be members of the Company's Board of Directors:

1. Persons falling under the provisions of Clause 2, Article 37 of the Company's Charter;
2. Persons prohibited from participating in management or operations under the laws governing public officials, civil servants, enterprises, and anti-corruption laws;
3. Persons who have been owners of private enterprises, general partners of partnerships, General Directors (Directors), Board members, members of the Members' Council, controllers, or Supervisory Board members of businesses or cooperatives at the time such entities were declared bankrupt, except for cases appointed to manage, operate, or oversee such entities under the mandate of credit institutions declared bankrupt;
4. Persons who have been suspended from positions such as Chairman, other Board members, Chairman or members of the Members' Council, Head or members of the Supervisory Board, or General Directors (Directors) of EVN Finance or other credit institutions as prescribed in Article 47 of the Law on Credit Institutions, or who have been found by competent authorities to have committed violations leading to the revocation of licenses of EVN Finance or other credit institutions;

5. Persons related to members of the Board of Directors or the General Director of EVN Finance, except as provided in Clause 3, Article 69, Point b, Clause 1, Article 73, and Point a, Clause 2, Article 77 of the Law on Credit Institutions;
6. Persons who bear responsibility under inspection conclusions resulting in administrative penalties for credit institutions or foreign bank branches in the monetary and banking sectors at the highest fine level for violations regarding licensing, governance, operations, shares, capital contributions, credit issuance, corporate bond purchases, or statutory safety ratios under laws on administrative penalties in monetary and banking fields.

Article 10. Cases of Concurrent Office Ineligibility

1. The Chairman of the Board of Directors of EVN Finance may not concurrently serve as an executive, member of the Supervisory Board of EVN Finance, or other credit institutions, or as a manager of other enterprises;
2. Non-independent Board members may not concurrently hold the following positions:
 - a. Executives of EVN Finance, except for the General Director of EVN Finance;
 - b. Managers or executives of other credit institutions or enterprises, except for subsidiaries or parent companies of EVN Finance or cases of approved mandatory transfer plans;
 - c. Controllers or members of the Board of Supervisors of other credit institutions or enterprises.
3. Independent members of the Board of Directors of a credit institution may not concurrently hold any of the following positions:
 - a. Executive of EVN Finance;
 - b. Manager or executive of another credit institution; or manager of more than two other enterprises;
 - c. Manager or executive of another credit institution; or manager of more than two other enterprises;

Article 11. Automatic Loss of Qualification

1. The following cases result in an automatic loss of qualification as a member of the Board of Directors:
 - a. Falling under any case of ineligibility specified in Article 9 of this Regulation;

- b. Being the representative of capital contribution for a shareholder organization of EVN Finance when that organization ceases to exist;
- c. No longer serving as the authorized representative of capital contribution for a shareholder organization;
- d. Being deported from the Socialist Republic of Vietnam;
- e. When EVN Finance has its license revoked;
- f. When the contract for hiring the General Director expires;
- g. Death.

2. The Board of Directors must submit a written report with supporting documents on cases of automatic loss of qualification as specified in points a, b, c, d, f, and g of Clause 1 to the State Bank of Vietnam within 05 (five) working days from the date the case is identified and is responsible for the accuracy and honesty of the report; they must also undertake the procedures for electing or appointing replacements as per Article 13 of this Regulation.

3. After losing their qualification, Board members remain responsible for decisions made during their tenure.

Article 12. Dismissal and Removal

1. The Chairman, Vice Chairman, and other Board members may be dismissed or removed in the following cases:

- a. Dismissed upon submitting a resignation letter to the Board;
- b. Removed if failing to participate in Board activities for 06 (six) consecutive months, except in cases of force majeure;
- c. Removed if failing to meet the qualifications and conditions stipulated in the Company's Charter and relevant laws;
- d. Removal of independent members not meeting the criteria under the Charter;
- e. Dismissed or removed upon the proposal of shareholders or the Board, approved by the General Meeting of Shareholders;
- f. Các trường hợp khác theo Điều lệ hoặc pháp luật quy định.

Other cases as stipulated by the Charter or laws.

2. Dismissed or removed members, including the Chairman and Vice Chairman, remain personally responsible for decisions made during their tenure.

3. Within 10 working days, the Board must submit a written report with relevant documents to the State Bank of Vietnam.

Article 13. Replacement and Supplementation of Board Members

1. Within 15 (fifteen) days from the date the Chairman of the Board of Directors loses their qualification as a Board member, the remaining Board members must convene a meeting to elect a qualified Board member (meeting the current regulations) as the new Chairman.

2. The Chairman/Vice Chairman of the Board of Directors who wishes to resign must submit a resignation letter to the Board. Within 60 (sixty) days from the receipt of the

resignation letter, the Board must convene a meeting to deliberate and proceed with dismissal, removal, and election procedures for the Chairman/Vice Chairman as stipulated by law and the Company's internal regulations.

3. Board members who wish to resign must submit a resignation letter or document to the Board for submission to the General Meeting of Shareholders for decision.

4. In the event that the number of Board members falls below the minimum stipulated in the Company's Charter, the Board must convene the General Meeting of Shareholders within 90 (ninety) days to elect additional Board members.

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

6. The dismissed or removed Chairman, Vice Chairman, and other Board members must hand over their duties to the newly elected Chairman, Vice Chairman, and Board members to ensure continuity. They remain personally responsible for decisions made during their tenure.

7. If the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is subject to administrative measures at a mandatory rehabilitation or education center, flees from residence, is restricted or loses civil capacity, has difficulty in cognition or behavior control, or is banned by the court from holding positions or practicing certain professions, the remaining Board members shall elect one among them as the acting Chairman with the majority vote until a new decision by the Board is made.

Article 14. Suspension or Temporary Suspension of Board Members' Rights and Duties

1. The State Bank of Vietnam has the authority to suspend or temporarily suspend the rights and duties of the Chairman and other Board members who violate regulations on concurrent positions under Article 43, Clause 10 of Article 48 of the Law on Credit Institutions or other relevant legal provisions during the performance of their assigned rights and duties, or fail to meet the qualifications and conditions stipulated in Article 41 of the Law on Credit Institutions. The State Bank may request competent authorities to dismiss, remove, elect, appoint, or designate replacements as necessary.
2. The Special Supervisory Committee has the authority to suspend or temporarily suspend the rights and duties of the Chairman and other Board members if the company is placed under special control and if deemed necessary.
3. Individuals suspended or temporarily suspended under Clauses 1 and 2 of this Article are responsible for assisting in resolving issues and violations related to their personal responsibilities when requested by the State Bank, the Board of Directors, the Supervisory Board, or the Special Supervisory Committee.

Article 15. Supporting Apparatus of the Board of Directors

1. The Board of Directors shall establish and maintain a supporting apparatus, including committees and individuals within the company, as deemed necessary from time to time.
2. Committees include: the Risk Management Committee, the Personnel Committee, and other committees to advise and support the Board of Directors as decided by the Board from time to time. Reporting mechanisms and relationships among committees are specified in their organizational regulations.
3. The Board of Directors of EVN Finance must appoint at least one Corporate Governance Officer to assist in governance matters. This officer must not concurrently work for any approved auditing firm conducting audits of EVN Finance's financial statements.

CHAPTER III DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Article 16. Duties and Powers of the Board of Directors

The Board of Directors has the following rights and duties:

1. Submit to the General Meeting of Shareholders for decision and approval matters under its jurisdiction as stipulated in Clause 1, Article 25 of the Company's Charter;
2. Decide on the establishment of branches, representative offices, and administrative units of EVN Finance;
3. Appoint, dismiss, discipline, suspend, and decide salaries, bonuses, and other benefits for positions such as the General Director, Deputy General Directors, and other executives under EVN Finance's internal regulations from time to time;
4. Approve capital contribution plans, and the purchase or sale of shares and capital contributions valued below 20% of EVN Finance's charter capital as stated in the latest audited financial statements;
5. Appoint representatives for EVN Finance's capital contributions in enterprises and investment funds;
6. Approve investment, purchase, or sale of fixed assets valued at 10% or more of EVN Finance's charter capital as stated in the latest audited financial statements...
7. Approve borrowing, capital mobilization, collateral, mortgages, or other secured transactions with values of 35% or more of EVN Finance's total assets as stated in the latest financial statements...

8. Approve credit grants valued at 10% or more of EVN Finance's charter capital as stated in the latest audited financial statements...
9. Approve credit grants as stipulated in Clause 7, Article 136 of the Law on Credit Institutions...
10. Approve contracts or other transactions of EVN Finance valued below 20% of the charter capital...
11. Approve contracts or other transactions valued at 10% or more of EVN Finance's charter capital...
12. Inspect, supervise, and direct the General Director in performing assigned tasks...
13. Issue internal regulations related to the organization, governance, and operations of EVN Finance...
14. Decide on the selection of an independent auditing organization.
15. Decide on risk management policies and supervise the implementation of risk prevention measures.
16. Review and approve the annual report;
17. Decide on the offering price of shares and convertible bonds of EVN Finance;
18. Decide on the repurchase of EVN Finance's shares based on the approved plan;
19. Propose profit distribution plans and dividend payment rates; decide on the timeline and procedures for dividend payments or handling losses incurred during operations;
20. Prepare contents and documents for submission to the General Meeting of Shareholders for decisions on matters under its jurisdiction, except those under the duties and powers of the Supervisory Board;
21. Approve the agenda and work plans of the Board of Directors; programs, contents, and documents for General Meeting of Shareholders; convene the General Meeting or collect shareholder opinions in writing to pass resolutions and decisions;
22. Organize, inspect, and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
23. Promptly notify the State Bank of Vietnam about information negatively affecting the qualifications of Board members, Supervisory Board members, or the General Director;
24. Nominate additional qualified candidates to the Board of Directors or Supervisory Board when shareholders fail to nominate sufficient candidates or when nominated candidates do not meet the required standards under law and the Company's Charter;
25. Decide on the establishment and define the functions, duties, and powers of committees, including the Personnel Committee, Risk Management Committee, and other committees, as determined by the Board of Directors over time;

26. Decide on the establishment and define the functions, duties, and powers of councils, including the Credit Council, Investment Council, and other councils, under the legal authority of the Board of Directors;
27. Approve and authorize bond issuance plans, except for bond issuance under the jurisdiction of the General Meeting of Shareholders as stipulated in the Company's Charter and legal regulations;
28. Decide, approve, and implement restructuring plans for EVN Finance linked to handling bad debts and/or similar plans as stipulated by law or required by the State Bank or other competent state authorities;
29. Appoint the Corporate Governance Officer;
30. Other duties and powers as stipulated in the Charter and relevant legal regulations.
31. Other duties and powers as prescribed in the Charter and as prescribed by law.

Article 17. Duties and Powers of the Chairman and Vice Chairman of the Board of Directors

1. The Board of Directors shall elect one (1) Chairman from among its members. The Chairman has the following duties and powers:
 - a. Develop the Board's activity program and plans and ensure the fulfillment of their rights and duties;
 - b. Convene and chair Board meetings;
 - c. Organize the adoption of Board resolutions and decisions;
 - d. Supervise the implementation of the Board's decisions;
 - e. Chair the General Meeting of Shareholders;
 - f. Ensure Board members receive complete, objective, and accurate information with adequate time to discuss issues requiring Board consideration;
 - g. Assign specific tasks to each Board member;
 - h. Authorized to decide on the following matters under the Board's jurisdiction:
 - i. Inspect, supervise, and direct the General Director in performing assigned tasks;
 - ii. Represent the Board in working with state agencies or organizations requiring Board involvement;
 - iii. Perform other tasks authorized in writing by the Board for specific decisions.
 - i. Supervise Board members in fulfilling their assigned rights, duties, and responsibilities;
 - j. May delegate another Board member to fulfill the Chairman's rights and duties during absences or incapacity;

- k. Annually evaluate the performance of each Board member and committee, and report the results to the General Meeting of Shareholders;
 - l. Sign authorization documents delegating tasks to another Board member during absences;
 - m. Chair emergency meetings with the Executive Committee, General Director, and unit leaders as necessary
 - n. Act as the Company's legal representative until the General Director is appointed;
 - o. Approve recruitment, appointment, dismissal, and salary adjustments for designated roles under the Company's internal regulations;
 - p. Perform other rights and duties as prescribed by law, the Charter, and internal regulations.
2. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they shall delegate in writing to the Vice Chairman of the Board or another member to perform the rights and duties of the Chairman of the Board of Directors. In case there is no Vice Chairman of the Board of Directors, no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or education facility, flees from their place of residence, is restricted or loses civil capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to temporarily assume the role of Chairman of the Board of Directors based on majority rule.
3. When deemed necessary based on the actual organization and operations, the Board of Directors shall decide to elect a member to hold the position of Vice Chairman.

The Vice Chairman of the Board of Directors is a member of the Board of Directors elected by the Board based on the majority rule. The Vice Chairman of the Board of Directors has all the powers and responsibilities of a Board member and additional powers and duties as authorized by the Chairman of the Board of Directors during the Chairman's absence or inability to perform duties:

- a. Represent the Chairman of the Board of Directors in managing the Board's activities and signing documents under the Board's authority when authorized/assigned by the Chairman.
- b. On behalf of the Chairman, convene and assign Board members to prepare the contents of Board meetings when authorized/assigned by the Chairman.

- c. Monitor and urge the implementation of tasks assigned to Board members between Board meetings when authorized/assigned by the Chairman.
- d. Perform other rights and duties as authorized/assigned by the Chairman/Board of Directors.

Article 18. Duties and Powers of Board Members

1. Perform the rights and duties of a Board member in accordance with the Board's internal regulations and the Chairman's assignments with honesty, for the benefit of EVN Finance and its shareholders; promote the independence of independent Board members in performing rights and duties; and take responsibility for their actions.
2. Review financial statements prepared by independent auditors, provide opinions, or request explanations from EVN Finance executives, independent auditors, or internal auditors regarding issues related to the reports.
3. Propose the Chairman of the Board to convene an extraordinary Board meeting.
4. Attend Board meetings, discuss, and vote on matters within the Board's authority as stipulated in the Company's Charter. Be accountable to the General Meeting of Shareholders and the Board for their decisions. In case of a conflict of interest in voting, the member involved shall not participate in the vote.
5. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. Provide explanations to the General Meeting of Shareholders and the Board of Directors regarding the performance of assigned duties when requested.
7. Board members have the right to request the General Director, Deputy General Directors, and managers of EVN Finance units to provide information and documents on the financial status and business activities of EVN Finance and its units. The requested managers are required to promptly, fully, and accurately provide the information and documents requested by the Board member.
8. Disclose information when conducting company stock transactions in accordance with legal regulations.
9. Independent Board members must prepare evaluation reports on the activities of the Board of Directors.
10. Board members are not allowed to delegate others to attend Board meetings to decide on matters stipulated in points a, c, d, f, h, j, k, m, o, p, t, Clause 3, Article 45 of the Company Charter.
11. Other rights and duties as prescribed by law and the Company's Charter.

CHAPTER IV
OPERATING MECHANISM OF THE BOARD OF DIRECTORS

Article 19. Regulations on Meetings and Meeting Formats of the Board of Directors

1. The Board of Directors may meet regularly or irregularly. Board meetings are convened by the Chairman of the Board, the Vice Chairman of the Board, or a Board member authorized by the Chairman of the Board.
2. The Board of Directors meetings may be held in the following formats:
 - a. Direct discussions at the Company's headquarters or another location as directed by the Chairman of the Board.
 - b. Direct meetings combined with participation via telephone or electronic means for members who, due to objective reasons, cannot attend at the convened location, provided that each participating member can:
 - Hear each of the other participating Board members speaking during the meeting;
 - If desired, communicate with all other attending members simultaneously;
 - The exchange between members can be conducted directly via telephone, through other electronic means, or a combination of all these methods.
 - c. Collecting opinions in writing as stipulated in Article 25 of this Regulation.
3. Decisions made during a meeting, which may include participation via telephone or electronic means, shall take effect immediately after the meeting but must subsequently be confirmed by the signatures on the minutes of all Board members attending the meeting.

Article 20. The First Meeting of the Board of Directors

In the case of the first meeting of the Board of Directors at the start of each term to elect the Chairman and make other decisions within its authority, it must be conducted within 7 (seven) working days from the date the election of the Board for that term concludes. This meeting shall be convened and presided over by the member with the highest votes. If there are multiple members with the highest and equal votes, they shall elect one among themselves by majority rule to convene the Board meeting.

Article 21. Extraordinary Meetings of the Board of Directors

1. The Board of Directors shall meet regularly at least once every quarter and may be convened for extraordinary meetings to promptly address urgent matters. Meetings of the Board of Directors are convened by the Chairman of the Board, the Vice Chairman, or a Board member authorized by the Chairman of the Board. The Chairman of the Board must convene a Board meeting when one of the following cases occurs:
 - a. At the request of the Supervisory Board or an independent Board member;
 - b. At the request of the General Director or at least 5 other managers;
 - c. At the request of at least 2 Board members;
 - d. Other cases as prescribed by the Charter and laws.

The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

2. Within 7 (seven) working days from the date of receiving a written request for an extraordinary meeting from one of the entities specified in Clause 1 of this Article, the Chairman of the Board must convene and conduct the extraordinary meeting. If the Chairman fails to convene the Board meeting as requested, they shall be held liable for any damages caused to the Company. In the event that, after two consecutive requests, the Chairman of the Board does not convene the Board meeting, the Board members and members of the Supervisory Board must immediately submit a written report to the State Bank of Vietnam and proceed to convene the Board meeting to address the matters at hand. They must also decide on dismissing or relieving the Chairman of their duties, elect a qualified Board member to the Chairman position, and submit it to the State Bank of Vietnam for approval under current regulations, or decide to convene an extraordinary General Meeting of Shareholders to resolve unresolved issues, if any. If the Board of Directors does not have enough attending members as required to hold a meeting and pass decisions, the Supervisory Board shall be responsible for convening an extraordinary General Meeting of Shareholders in accordance with current regulations to address the Company's issues and obstacles.

Article 22. Notification and Preparation for Board Meetings

1. The Chairman of the Board or the convener of the Board meeting must send meeting invitations to the Board members at least 3 (three) working days before

the meeting date. The notice of the Board meeting must be made in Vietnamese in writing, stating the agenda, time, and location, and must include necessary documents regarding matters to be discussed and voted upon at the Board meeting. Voting ballots for Board members who cannot attend the meeting must also be sent, and these members must submit their voting ballots to the Board before the meeting.

2. Meeting invitations may be sent via postal mail, fax, email, or other means, but must ensure delivery to the contact address registered by each Board member with the Company.
3. The Chairman of the Board or the convener must send meeting invitations and accompanying documents to the Supervisory Board members and the General Director in the same manner as to the Board members.

Article 23. Regulations on Conditions for Convening and Voting at Board of Directors Meetings

1. A meeting of the Board of Directors shall be conducted when at least 3/4 (three-fourths) of the Board members are present either directly or through proxies who are authorized Board members. In the case of a regularly scheduled meeting where the required quorum is not met at the first convening, the Chairman of the Board must reconvene the meeting within 7 (seven) days from the initial meeting date.
2. A Board member is considered present and eligible to vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote, subject to approval by the majority of the Board members;
 - c. Attending and voting via online meetings, electronic voting, or other electronic means;
 - d. Sending voting ballots to the meeting by mail, fax, or email;
 - đ. Sending voting ballots by other means as stipulated in the Company's Charter.
3. A Board member who is not directly attending the meeting has the right to vote via written ballots. The voting ballot must be placed in a sealed envelope and delivered to the Chairman of the Board no later than one hour before the meeting

starts. The voting ballot shall only be opened in the presence of all attendees of the meeting.

4. Each Board member attending the meeting will have one vote at the Board meeting. If a Board member cannot attend the meeting, they may delegate their vote in writing to another Board member (who is eligible to vote) to vote on their behalf.

Board members may authorize non-Board members to attend and vote on their behalf if such authorization is made in writing and approved by the majority of the Board members.

5. Members of the Supervisory Board, the General Director who are not members of the Board of Directors, and other officers have the right to attend meetings of the Board of Directors, participate in discussions but do not have voting rights. Board members with a vested interest in a matter to be decided by the Board shall not be allowed to vote on that matter and shall not be counted toward the quorum required for the meeting. Furthermore, they shall not receive authorization from other Board members to vote on that matter.
6. If any doubts arise during a meeting concerning the rights or voting rights of a Board member and such doubts are not voluntarily resolved by the member agreeing to relinquish their voting rights, the matter shall be referred to the Chairperson of the meeting. The Chairperson's decision shall be final and conclusive, except in cases where the nature or extent of the Board member's interest is not fully known.
7. Any Board member who is involved in a contract specified in Article 167 of the Enterprise Law shall be considered as having a material interest in that contract.
8. A Board member who, to their knowledge, has any direct or indirect involvement in a contract, agreement, or a proposed contract or agreement with the Company must disclose the nature of their related interest at the Board of Directors meeting. The Board shall review the execution of such contracts or agreements. In other cases, the member must disclose their related interest at the nearest Board of Directors meeting after becoming aware of it

Article 24. Approval of decisions at Board of Directors meetings

Resolutions of the Board of Directors shall be passed and take effect immediately or from the effective date specified in the resolution, provided they are approved by the majority of the Board members eligible to vote at the meeting. In the event of a tie vote, the final decision shall be based on the opinion of the Chairman of

the Board or the Board member authorized by the Chairman to chair the meeting (in case the Chairman is absent).

Resolutions and decisions issued by the Chairman of the Board on behalf of the Board must be documented in writing and sent to the Board members either in hard copy or as scanned documents via email upon issuance.

Article 25. Minutes of Board of Directors meeting

1. The Board of Directors meetings must be fully recorded in minutes, which may include audio or other electronic formats for storage. The minutes must include the following main contents:
 - a. Name, registered office address, and business code of the company;
 - b. Purpose, agenda, and content of the meeting;
 - c. Time and location of the meeting;
 - d. Names of attending members or their proxies; names of absent members and their reasons; name of the secretary of the meeting;
 - đ. Matters discussed and voted on during the meeting;
 - e. Summary of opinions expressed by each member in the order of discussion during the meeting;
 - g. Voting results, including details of members who approved, disapproved, or abstained;
 - h. Resolutions passed and the corresponding voting percentages;
 - i. Names and signatures of all attending members or their proxies, and the secretary of the meeting.
2. The minutes of the Board meetings shall be prepared in Vietnamese and may also be prepared in a foreign language. They must be signed by all attending Board members and the meeting secretary. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In case of discrepancies between the two versions, the Vietnamese version shall prevail.
3. The Chairperson, minute taker, and signatories of the minutes shall be responsible for the accuracy and truthfulness of the meeting minutes.
4. If the Chairperson or the minute taker refuses to sign the meeting minutes, but the other attending Board members agree to approve the minutes and sign them with all required contents. the minutes shall remain valid. The minutes shall record the refusal of the Chairperson or minute taker to sign. The Chairperson

and the minute taker shall bear personal liability for any damages to the company caused by their refusal to sign the minutes.

5. Minutes of the Board meetings and the materials used during the meeting must be stored at the company's headquarters.

Article 26. Authority and Procedure for Seeking Written Opinions from Board Members

1. In cases where the Board of Directors seeks written opinions to pass a resolution on a matter, such a resolution shall be deemed equivalent to one passed at a duly convened and organized meeting of the Board if both of the following conditions are met:
 - a. The resolution is approved in writing by the majority of Board members eligible to vote on the matter. In the case of a tie, the final decision shall rest with the opinion of the Chairman of the Board of Directors;
 - b. The number of Board members participating in the written vote must meet the quorum required to convene a Board meeting.
2. When the Executive Board, Committees, Councils, or units submit matters within the Board's decision-making authority with complete dossiers and procedures as per the Company's internal regulations, the assigned individual shall prepare the opinion forms and relevant materials for the matter under consultation. The opinion forms and accompanying materials must be sent via secured methods such as mail, fax, email, or other means to each Board member, ensuring that every member receives all necessary information.
3. The process of seeking written opinions from Board members may be conducted via email sent to the respective email addresses of the Board members or by sending hard copies through secured mail methods. The opinions of Board members serve as the basis for the Chairman to issue the Resolution. Board members must then sign the consultation form and return it to the assigned individual within the prescribed time frame.
4. The written consultation form must contain the following key contents:
 - a. Purpose and matter for consultation;
 - b. Voting options, including: approve, disapprove, or other opinions (if any);
 - c. Date of issuance of the consultation form;
 - d. Names and signatures of the Board members on each form.

5. A valid consultation form is one that bears the signature of the consulted Board member and has marked a voting option in compliance with the regulations. Invalid forms will not be counted in the number of votes for determining the approval rate of the matter under consultation.
6. Board members are responsible for returning the completed opinion forms to the Company within a maximum of five (5) working days from the date the Company sends out the forms. If a Board member requires clarification on the matter under consultation, they must submit their request for explanation to the assigned individual in writing or via email within the stipulated time frame. The assigned individual is responsible for coordinating with relevant units to provide the requested clarification. Clarifications from departments must be directed by the Management Board. Relevant functional departments are directly responsible for drafting the clarification, obtaining approval from the General Director or Deputy General Director in charge, and then sending it back to the assigned individual for reporting to the Board of Directors. Board members must return valid opinion forms to the Company within two (2) days from the date they receive clarifications from the assigned individual or the Executive Board. After the stipulated time frame, the assigned individual is authorized to consolidate the opinions of the Board members who have participated in the vote.
7. The assigned individual shall tally the votes and then prepare a Summary of Opinions Report. The Summary of Opinions Report must include the following main contents:
 - a. Purpose and issues under consultation;
 - b. Total number of votes sent, total votes received, valid votes, and invalid votes;
 - c. Total votes in favor, against, and other opinions for each issue under consultation;
 - d. Voting results: Clearly state the issues approved along with the voting ratios for each issue.
8. The assigned individual is responsible for the integrity and accuracy of the Summary of Opinions Report and is liable for any damages arising from decisions made based on dishonest or inaccurate vote counting.
9. The Chairman of the Board of Directors shall sign the Summary of Opinions Report on behalf of the Board.
10. The opinion forms shall be archived along with the Summary of Opinions Report at the Company's headquarters.

Article 27. Procedure for Organizing a Board of Directors Meeting

1. Preparation
 - a. Based on the work plan of the Board of Directors and arising issues to be discussed, reviewed, and decided at the Board meeting, the Chairman of the Board assigns Board members to oversee the preparation of relevant contents in line with their responsibilities to present to the Board.
 - b. Board members have the right to request the General Director to direct relevant departments within the Company to study, develop, and prepare related contents to present to the Board of Directors.
2. Developing the Meeting Agenda:
 - a. The assigned individual is responsible for preparing the agenda for the Board of Directors meeting.
 - b. The agenda for a Board of Directors meeting typically includes the following main parts:
 - Confirming matters under the authority of the Board that were decided between the previous meeting and the current meeting.
 - Approving reports on business plan implementation, financial results, and control reports for the period.
 - Approving policies, guidelines, and documents under the Board's authority.
 - Approving other specific issues under the Board's authority.
3. Inviting to the Meeting: The Chairman of the Board of Directors directs the assigned individual to send invitations and the meeting agenda to the Board members and guests (if any). The assigned individual, authorized by the Chairman of the Board, signs the meeting invitations or sends the invitations via email at least three (3) working days before the meeting. The agenda should specify the responsibilities of each attending member to prepare specific contents to report to the Board of Directors (if applicable).
4. Preparing and Sending Documents to Board Members: Board members assigned to prepare meeting contents shall direct relevant topics and departments in the Company to coordinate with the assigned individual to complete the documents and send them to Board members prior to the meeting as per regulations. This

ensures Board members can review the documents and prepare their opinions for the meeting.

5. Conducting the Board of Directors Meeting:
 - a. The Chairman of the Board of Directors informs the Board members about matters that the Board has directed and resolved between the two sessions. Based on the monitoring, inspection, and supervision of the implementation of the Board's resolutions and decisions as per assigned responsibilities and duties, the Board members provide opinions, evaluate, and summarize the execution of the Board's resolutions in the previous session.
 - b. Board members assigned specific tasks prepare content to present and report to the Board. The attending members provide opinions or request clarifications. The Chairman of the Board (or the presiding person) gives remarks before the voting and conducts the voting process (if applicable). The meeting secretary records the minutes.
6. Recording the meeting minutes: The meeting minutes must comply with the provisions of Article 25 of this Regulation.

CHAPTER V INFORMATION AND REPORTING REGULATIONS

Article 28. Information and Reporting Regulations, and Documentation Management of the Board of Directors

1. The individual assigned the task shall be responsible for receiving documents and submissions from Committees, Councils, the General Director, departments, divisions, units, and individuals within the Company submitted to the Board of Directors and the Chairman of the Board of Directors, as well as its members. The dossiers submitted for the Board's approval must fully comply with the Company's internal regulations.
2. The dossiers submitted to the Board of Directors must be sent in all the following formats simultaneously: hard copies with official stamps, PDF files, Word documents, Excel files (if applicable), and prepared by the responsible units.
3. All incoming documents to the Company are received and categorized by the documentation department. For important incoming documents or those falling under the responsibility of the Board of Directors, they shall be submitted to the Chairman of the Board or a Board member authorized by the Chairman for approval and to direct the Executive Board and relevant units to act.

4. Outgoing documents of the Board of Directors and the Chairman of the Board are managed on a system separate from the documents issued by the Executive Board. The individual assigned the task is responsible for managing and storing these documents. The documentation department of the Company shall issue these documents in accordance with the Company's document issuance regulations.
5. The Supervisory Board shall promptly notify the Board of Directors upon discovering any violations by managers or executives of the Company as prescribed.
6. The Supervisory Board shall receive the meeting minutes, resolutions, and decisions of the Board of Directors simultaneously with the Board members. The method of receiving these documents shall comply with the Company's internal document issuance regulations.
7. The Board of Directors must provide the Supervisory Board with information on policies, guidelines, operational orientations, plans for increasing or decreasing charter capital, shareholders, shares, etc., as a basis for the Supervisory Board to perform its inspection and supervision tasks as prescribed.
8. All official reports submitted to the Board of Directors must bear the signature and full name of the responsible person and be stored according to the Company's document storage regulations.

Article 29. Providing Information to Board Members

- 1. Providing Information to Board Members:*
 - a. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, Division Directors, Heads/Managers of departments, units, and Branch Directors to provide information, documents, and reports related to their respective responsibilities or issues submitted to the Board of Directors for approval.
 - b. The General Director, Deputy General Directors, Division Directors, Heads/Managers of departments, units, and Branch Directors are responsible for providing information, documents, and reports to Board members upon request and are legally liable for the accuracy, truthfulness, and completeness of the information provided.
 - c. If the information provided is inaccurate, untruthful, or incomplete, leading to legal consequences, the information providers shall bear personal or joint liability as prescribed by law.

1. Procedures for Requesting and Providing Information to Board Members Shall Be Carried Out by One of the Following Methods:
 - a. Board members may directly request the General Director, Deputy General Directors, Division Directors, Heads/Managers of departments, units, and Branch Directors to provide necessary information and documents related to their respective responsibilities or issues submitted to the Board of Directors for approval.
 - b. Board members may relay their requests for information and documents through the assigned individual, who will then communicate these requests to the General Director, Deputy General Directors, and heads of relevant units within the Company. The assigned individual shall notify relevant units of the Board member's requests and report to the Executive Board on the information provision request. The units receiving the requests must promptly provide information as requested, in accordance with the content and deadline specified by the assigned individual, following approval from the General Director or the responsible Deputy General Director.
 - c. Board members' requests for information must be made in writing or via specific email to ensure accurate and timely information provision by the units.

Article 30. Disclosure of Information About the Board of Directors

The disclosure of information about the Board of Directors of EVNFinance shall comply with the legal regulations on information disclosure.

CHAPTER VI RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS, SHAREHOLDERS, THE SUPERVISORY BOARD, AND THE MANAGEMENT BOARD

Article 31. Relations with the Company's shareholders

The Board of Directors is the representative body for shareholders, responsible for managing the Company. Therefore, it must strictly adhere to the regime of providing truthful and accurate information and reports to shareholders regarding the Company's activities and the implementation of the Resolutions of the General Meeting of Shareholders. The Board of Directors is responsible for addressing inquiries and resolving the proposals of shareholders in accordance with the law and the Company's Charter.

Article 32. Relationship Between the Board of Directors and the Supervisory Board

1. The Board of Directors works with the Supervisory Board based on principles of equality and independence in performing their respective duties, while maintaining close coordination and mutual support during task execution.
2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors without undue delay if there is a written request outlining the purpose of the meeting and the issues requiring consultation from the Supervisory Board.
3. The agenda, contents, and proposed resolutions for the Board of Directors meeting must be sent to the members of the Supervisory Board simultaneously with the members of the Board of Directors.
4. The Supervisory Board has the right to attend meetings of the Board of Directors, discuss, and contribute opinions on matters presented and resolved during the meetings but does not have the right to vote.
5. The minutes, resolutions, and decisions of the Board of Directors shall be sent to the Supervisory Board in accordance with the Company's internal regulations on document issuance.
6. The Supervisory Board is responsible for promptly notifying the Board of Directors of its activities and necessary recommendations as per regulations.
7. Upon receiving recommendations from the Supervisory Board, the Board of Directors shall act or direct the General Director and relevant units to develop plans and implement timely corrections, reporting back to the Board of Directors and the Supervisory Board on the results.

Article 33. Relationship Between the Board of Directors and the General Director

1. The Board of Directors has the authority to decide on the appointment, dismissal, or removal of the General Director. The procedures, processes, and documents for changes, approval of personnel lists, appointments, dismissals, or removals of the General Director shall comply with the regulations of the State Bank of Vietnam and the Company's personnel appointment and dismissal policies.
2. The Board of Directors issues documents that specifically regulate the delegation of authority for decision-making on the Company's operations.
3. The General Director is responsible for executing management authority across the entire Company system.
4. The General Director reports to the Board of Directors on the implementation of resolutions from the General Meeting of Shareholders and the Board of Directors,

reports on business activities and Company operations, and any other reports as specifically requested by the Board.

5. The General Director is subject to inspection and supervision by the Board of Directors and the Supervisory Board regarding the execution of their managerial duties. The Board of Directors reviews the decisions of the General Director based on recommendations from the Supervisory Board or as deemed necessary.
6. On a quarterly, semi-annual, and annual basis, the General Director must report to the Board of Directors on the Company's business performance and outline plans for the upcoming period.
7. The General Director ensures that conditions and resources are provided to support the operations of the Board of Directors and its assisting bodies.
8. In necessary cases, members of the Board of Directors may request the Executive Board to arrange direct meetings with the heads of departments at the headquarters or other offices/branches/centers/teams to fulfill the responsibilities and duties assigned by the Board of Directors. Upon receiving such requests, the Executive Board is responsible for promptly arranging and scheduling meetings as required by the Board members.

CHAPTER VII OTHER PROVISIONS

Article 34. Remuneration and Operational Expenses of the Board of Directors

1. Remuneration and other benefits of the Board of Directors' members are paid as follows:
 - a. Members of the Board of Directors are entitled to work remuneration. The total remuneration of the Board of Directors is determined by the General Meeting of Shareholders at the annual meeting.
 - b. Members of the Board of Directors are entitled to reimbursement for meals, accommodation, travel, and other reasonable expenses incurred while performing their assigned duties.
2. The remuneration of Board of Directors' members is included as a business expense of EVN Finance in accordance with corporate income tax laws and must be presented as a separate item in the Company's annual financial statements, which are reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Rewards for the Board of Directors

1. The Board of Directors, within its scope of duties and powers, performs its governance responsibilities, ensuring the stable development and effective business operations of the Company, serving as the basis for considering rewards for the Board collectively or its individual members.
2. The form and level of rewards for the Board collectively or its individual members are determined based on the annual total remuneration, bonuses, and other related benefits of the Board as approved by the General Meeting of Shareholders in accordance with the law and the Company's Charter. In cases where the reward level exceeds the approved remuneration, bonuses, and related benefits, it must be submitted to the General Meeting of Shareholders for approval.

Article 36. Disclosure and Public Announcement of Benefits

1. Members of the Board of Directors must declare the following information to EVNFinance, including:
 - a. Name, enterprise code, and headquarters address of enterprises or economic organizations in which they or their related persons hold 5% or more of charter capital shares, including authorized or entrusted shares.
 - b. Name, enterprise code, and headquarters address of enterprises or economic organizations where they or their related persons serve as members of the Board of Directors, Members' Council, Supervisory Board, or as General Director (Director).
 - c. Information on related persons who are individuals, including: full name; personal identification number; nationality, passport number, issuance date, and place for foreigners; relationship with the information provider.
 - d. Information on related persons who are organizations, including: name, enterprise code, headquarters address of enterprises, business registration certificate number or equivalent legal document; legal representative, and relationship with the information provider.
2. Shareholders holding 1% or more of EVNFinance's charter capital must provide the following information to EVNFinance:
 - a. Full name; personal identification number; nationality, passport number, issuance date, and place for foreign shareholders; business registration certificate

number or equivalent legal document for organizational shareholders; issuance date and place of such document.

b. Information on related persons as stipulated in Points c and d, Clause 1 of this Article.

c. The number and percentage of shares they hold in EVNFinance.

d. The number and percentage of shares held by their related persons in EVNFinance.

2. The subjects stipulated in Clauses 1 and 2 of this Article must submit written information to EVNFinance initially and update any changes within 7 working days from the date of occurrence or modification.

For the information specified in Points c and d, Clause 2 of this Article, shareholders only need to provide updated information to EVNFinance when there is a change of 1% or more in their shareholding or the combined shareholding of them and their related persons compared to the most recent disclosure.

3. EVNFinance must publicly post and retain the information specified in Clauses 1 and 2 of this Article at its headquarters and submit a written report to the State Bank of Vietnam within 7 working days from the date the information is received. Annually, EVNFinance must disclose the information specified in Points a, b, d, Clause 1 and Points a, c, d, Clause 2 of this Article to the General Meeting of Shareholders.
4. EVNFinance must publicly disclose information about individuals' names, organizations holding 1% or more of the charter capital, and the information specified in Points c and d, Clause 2 of this Article on EVNFinance's official website within 7 working days from the date the information is received.
5. The entities providing and disclosing information must ensure the truthfulness, accuracy, completeness, and timeliness of the disclosed information and bear responsibility for the provided and disclosed information.

CHAPTER VIII
TERMS OF ENFORCEMENT

Article 37. Effectiveness, Amendment, and Supplementation of the Regulation and Other Provisions

1. This Regulation shall take effect from the date of signing and supersede the Regulation on the Organization and Operation of the Board of Directors issued under Decision No. 08/QĐ-HĐQT-TCĐL dated March 27, 2024.

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

PHAM TRUNG KIEN

Trường hợp có sự khác biệt hoặc có cách hiểu khác giữa thông tin bằng tiếng Việt và tiếng Anh thì thông tin bằng tiếng Việt được áp dụng.
In case of any discrepancy in the meaning between the English disclosure and the Vietnamese disclosure, the Vietnamese disclosure shall prevail.

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

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

No	CURRENT REGULATIONS	REGULATIONS AFTER AMENDMENT AND SUPPLEMENT	
1	Article 1. Definitions		
	Pursuant to the Law on Credit Institutions No. 47/2010/QH12 passed by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010; the Law on Amendments and Supplements to the Law on Credit Institutions No. 17/2017/QH14 dated November 20, 2017, and guiding documents for implementation	2. Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, effective from July 1, 2024, and subsequent amendments and supplements.	Adjust in accordance with the provisions of the Law on Credit Institutions 2024.
		7.The Charter of Organization and Operations of EVNFinance Joint Stock Company 8. ISO 9001:2015 Standard 9. Other relevant legal documents and internal regulations.	Adding more legal grounds.
2	Article 2. Purpose of Issuance		

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

<p>1. In this Regulation, unless otherwise specified in a specific context, the following terms are defined as follows:</p> <p>a) Company/EVN Finance: Refers to EVNFinance Joint Stock Company;</p> <p>b) Charter: Refers to the Company’s Charter issued at any given time;</p> <p>c) Executives: Includes the General Director, Deputy General Directors, Chief Accountant, and Branch Managers;</p> <p>d) Other Executives: As defined by the Company from time to time;</p> <p>e) Non-executive Board Members (hereinafter referred to as "Non-executive Members"): Refers to Board members who are not the General Director, Deputy General Directors, Chief Accountant, or other executives as defined in the Company’s Charter;</p> <p>f) Independent Board Members (hereinafter referred to as "Independent Members"): Refers to members defined under Clause 2, Article 155 of the Enterprise Law and Clause 2, Article 50 of the Law on Credit Institutions;</p>	<p>1. In this Regulation, unless otherwise specified in a specific context, the following terms are defined as follows:</p> <p>a) Company/EVN Finance: Refers to EVNFinance Joint Stock Company.</p> <p>b) Charter: Refers to the Company’s Charter issued at any given time.</p> <p>c) Executives: Includes the General Director, Deputy General Directors, Chief Accountant, and Branch Managers.</p> <p>d) Other Executives: As defined in the Company’s Charter from time to time.</p> <p>e) Executive Committee: Includes Executives as defined in the Charter of EVNFinance Joint Stock Company.</p> <p>f) Non-executive Board Members (hereinafter referred to as “Non-executive Members”): Refers to Board members who are not the General Director, Deputy General Directors, Chief Accountant, or other executives as defined in the Company’s Charter.</p> <p>g) Independent Board Members (hereinafter referred to as “Independent Members”): Refers to Board members who meet the criteria and conditions specified in Clause 2, Article 155 of</p>	<p>Revise definitions to conform to current legal documents.</p> <p>Supplementing the definitions of "Major shareholders" and "Executive Board".</p>
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<p>g) Related Persons: Defined under Clause 28, Article 4 of the Law on Credit Institutions for organizational and operational matters of EVNFinance governed by credit institution laws. For information disclosure and other matters not specified by credit institution laws, related persons are determined as per the Enterprise Law and Securities Law.</p> <p>h) Corporate Governance Officer: Refers to the person responsible for duties and powers defined under Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, detailing the implementation of certain provisions of the Securities Law.</p> <p>i) GMS: Refers to the General Meeting of Shareholders of the Company;</p> <p>j) BOD: Refers to the Board of Directors of the Company;</p> <p>k) Refers to the General Director of the Company;</p> <p>l) Refers to the Board of Supervisors.</p> <p>2. Terms, words, and concepts not defined in this Article shall be interpreted according to the specific</p>	<p>the Enterprise Law and Article 41 of the Law on Credit Institutions.</p> <p>h) Related Persons: Defined under Clause 24, Article 4 of the Law on Credit Institutions for organizational and operational matters of EVNFinance governed by credit institution laws. For information disclosure and other matters not specified by credit institution laws, related persons are determined as per the Enterprise Law and Securities Law.</p> <p>i) Corporate Governance Officer: Refers to the person responsible for duties and powers defined under Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, detailing the implementation of certain provisions of the Securities Law.</p> <p>j) Major Shareholder of EVN Finance: Refers to a shareholder who owns 5% or more of the total voting shares in EVNFinance, including shares indirectly owned by that shareholder.</p> <p>k) GMS: Refers to the General Meeting of Shareholders of the Company.</p> <p>l) BOD: Refers to the Board of Directors of the Company.</p> <p>m) CEO: Refers to the General Director of the Company.</p>	
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	context of this Regulation and related provisions of the Company and the law.	n) BOS: Refers to the Board of Supervisors. 2. Terms, words, and concepts not defined in this Article shall be interpreted according to the specific context of this Regulation and related provisions of the Company and the law.	
5	Article 7. Rights of Shareholders	Điều 6: Article 6. Rights of Shareholders	
	Shareholders have full rights and obligations as stipulated by law and the Company's Charter, in addition to the following rights: 1. Right to be treated equally: Each share of the same class entitles its owner to the same rights, obligations, and benefits. In cases where the Company issues preferred shares, the rights and obligations attached to such preferred shares must be fully disclosed to shareholders and approved by the General Meeting of Shareholders (GMS). 2. Right to access full periodic and extraordinary information disclosed by the Company as prescribed by law.	Shareholders have full rights and obligations as prescribed by law and the Company's Charter, specifically as follows: a) Attend and express opinions at General Meeting of Shareholders (GMS): Exercise voting rights directly or through proxies or other forms as stipulated by the Company's Charter and the law; each ordinary share carries one vote. b) Receive dividends as per the resolution of the GMS. c) Have the priority to purchase newly issued shares proportional to their ownership of ordinary shares in EVNFinance, as per securities laws.	Restructuring the content of the terms. Supplemented according to the provisions of Article 61 of the Law on Credit Institutions 2024 and Circular 116/2020/TT-BTC.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	the BOD before submitting reports, conclusions, and recommendations to the GMS, and directly reports to the GMS.	recommendations to the GMS, and directly reports to the GMS.	
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Trường hợp có sự khác biệt hoặc có cách hiểu khác giữa thông tin bằng tiếng Việt và tiếng Anh thì thông tin bằng tiếng Việt được áp dụng.

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

EVN FINANCE JOINT STOCK COMPANY



DRAFT OF INTERNAL GOVERNANCE REGULATIONS

EVN FINANCE JOINT STOCK COMPANY

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

Hanoi,2024

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

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

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CHAPTER I

GENERAL PROVISIONS

Article 1. Legal Basis and Related Documents

1. Law on Enterprises 2020 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
2. Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024, effective from July 1, 2024, and its amendments and supplements;
3. Securities Law No. 54/2019/QH passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
4. Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of several articles of the Securities Law;
5. Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, providing guidance on corporate governance for public companies;
6. Circular No. 96/2020/TT-BTC dated November 16, 2020, issued by the Ministry of Finance, guiding the disclosure of information in the securities market;
7. Charter on the Organization and Operation of EVN Finance Joint Stock Company;
8. ISO 9001:2015 Standards;
9. Other relevant legal and internal regulatory documents.

Article 2. Scope of Adjustment and Subjects of Application

1. Scope of Adjustment

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

2. Subjects of Application

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

Article 3. Interpretation of Terms and Abbreviations

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

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

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

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

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

l) BOD: Refers to the Board of Directors;

m) CEO: Refers to the General Director;

n) BOS: Refers to the Board of Supervisors

Article 4. Basic Principles of Governance

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

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

Article 5. General Governance Structure

The governance structure of the Company includes:

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

4. General Director.

CHAPTER II
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 6. Rights of Shareholders

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

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

l) Be protected in their legal rights and interests.

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

Article 7. Obligations of Shareholders

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

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

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

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

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

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

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

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

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

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

Article 9. Convening the General Meeting of Shareholders

1. Annual General Meeting:

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

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

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

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

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

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

Article 11. Voting Procedures at the GMS

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

Article 12. Minutes of the GMS

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

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

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

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

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

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

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

CHAPTER III
BOARD OF DIRECTORS

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

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

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

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

Article 17. Procedures for Holding BOD Meetings

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

Article 18. BOD Committees

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

CHAPTER IV
BOARD OF SUPERVISORS

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

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

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

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

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

e) Not being a related party to EVN Finance.

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

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

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

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

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

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

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

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

5. Replacement of BOS Members:

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

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

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

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

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

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

CHAPTER V

GENERAL DIRECTOR

Roles of General Director

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

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

1. Standards and Conditions for the General Director

The General Director must meet the standards and conditions as prescribed in the Company's Charter, specifically:

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

- Have at least 10 years of direct work experience in finance, banking, accounting, or auditing;

e) Must reside in Vietnam during their term.

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

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

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

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

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

e) If the General Director seriously violates legal regulations, those of the State Bank of Vietnam, or the Company's Charter, the BOD has the right to temporarily suspend the General Director's duties. Simultaneously, a Deputy General Director or a Department Head (if no Deputy General Director is available) who meets the conditions prescribed by the State Bank of Vietnam and is not subject to the provisions of Article 37 of the Company's Charter must be appointed to act as the General Director. The BOD must immediately report in writing to the State Bank of Vietnam and propose measures to

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

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

CHAPTER VI COMPANY SECRETARY

Article 23. Corporate Governance Officer

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

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

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

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

Article 24. Coordination Principles

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

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

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

1. Convening BOD Meetings:

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

2. Participation in BOD Meetings:

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

b) The BOS attends BOD meetings, provides opinions, and makes recommendations but does not participate in voting on BOD resolutions or decisions.

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

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

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

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

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

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

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

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

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

*a) Relationship between the BOS and BOD:

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

*b) Relationship between the BOS and General Director:

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

CHAPTER IX REPORTING AND DISCLOSURE OF INFORMATION

Article 29. Reporting and Disclosure of Corporate Governance Information

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

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

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

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

CHAPTER X - PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE

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

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

Article 32. Performance Evaluation Criteria

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

Article 33. Rewards

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

Article 34. Discipline

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

CHAPTER XI - IMPLEMENTATION PROVISIONS

Article 35. Implementation Provisions

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

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

PHẠM TRUNG KIÊN

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

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

Article 1. Scope and Subjects of Application

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

Article 2. Definitions

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

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

as stipulated in this regulation.

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

Article 5. Procedures and Format of Online Shareholder Meetings

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

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

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

Article 6. Rights and Obligations of Shareholders

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

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

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

Article 10. Confirmation of Shareholder Eligibility

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

10 of this Regulation.

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

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

Article 12. Discussion at the Online Meeting

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

Article 13. Voting Methods and Procedures

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

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

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

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

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

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

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

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

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

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