

No.	Current Articles proposed to be amended and supplemented	Contents of the 2023 Regulations on Organization and Operation of VAB's Supervisory Board (the Decision No. 20/2023/QĐ-BKS dated May 15, 2023)	Draft content of the 2025 Revised Regulation (Amended and supplemented contents compared to the current Regulation are <i>italicized and underlined</i>)	Reference base for adjustment and supplement
			<p>of the General Meeting of Shareholders when falling into one of the cases specified in the Law on Credit Institutions and VAB's Charter. <u>Within 10 (ten) days from the date of passing of the decision to dismiss or remove individuals as prescribed, VAB's Board of Directors must submit a written report with relevant documents to the State Bank of Vietnam.</u></p> <p><u>After automatically losing their qualifications, being dismissed or removed according to Clause 1 and Clause 2 of this Article, the Head of the Supervisory Board and members of the Supervisory Board shall still be responsible for their decisions during their term of office</u></p>	
11.	<p>Article 11</p> <p>Supplementing and replacing members of the Supervisory Board</p>	<p>1. Within no more than 15 working days from the date the Head of the Supervisory Board automatically loses his/her membership in the Supervisory Board, the members of the Supervisory Board are responsible for organizing a meeting of the Supervisory Board to elect a member of the Supervisory Board (who meets the standards and conditions according to current regulations) as Head of the Supervisory Board.</p> <p>2. The Head of the Supervisory Board who wishes to resign must submit an application to the Board of Directors and the Supervisory Board. Within a maximum</p>	<p>1. Within a maximum of 15 working days from the date the Head of the Supervisory Board is automatically disqualified, the members of the Supervisory Board shall be responsible for organizing a meeting of the Supervisory Board to elect a member <u>as</u> Head of the Supervisory Board.</p> <p>2. The Head of the Supervisory Board who wishes to resign as Head of the Board must</p>	<p>Clause 4 Article 73 VAB's Charter (draft in 2025)</p> <p>Clause 4 Article 73 VAB's Charter (draft in</p>

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		<p>period of 60 days from the date of receipt of the application, the Supervisory Board must organize a meeting to consider the decision and carry out the procedures for resignation and election of the Head of the Supervisory Board according to current regulations.</p> <p>3. A member of the Supervisory Board who wishes to resign must submit an application or document to the Board of Directors and the Supervisory Board for submission to the nearest General Meeting of Shareholders for decision.</p> <p>4. In case the number of members of the Supervisory Board is reduced by more than one-third or the minimum number of members of the Supervisory Board as prescribed by law and the Bank's Charter is not sufficient, within no more than 60 days from the date of the lack of members of the Supervisory Board as prescribed, the Supervisory Board must request the Board of Directors to convene a General Meeting of Shareholders to elect additional members of the Supervisory Board.</p> <p>5. In other cases, the nearest Annual General Meeting of Shareholders will elect new members of the Supervisory Board to replace the dismissed or removed members of the Supervisory Board or to supplement the missing members.</p>	<p>submit a request to the Board of Directors and the Supervisory Board. Within a maximum of 60 days from the date of receipt of the <u>resignation letter</u> of the <u>Head of the Supervisory Board</u>, the Supervisory Board must convene a meeting to consider, decide and carry out the procedures for <u>dismissal</u> and election of a <u>replacement</u> Head of the Supervisory Board.</p> <p>3. The <u>Head of the Supervisory Board</u> or a member of the Supervisory Board who wishes to resign must submit an application or document to the Board of Directors and the Supervisory Board for submission to the nearest General Meeting of Shareholders for decision.</p> <p>4. <u>In case the Supervisory Board has fewer members than the minimum number of members specified in Clause 1, Article 5, within 90 days from the date of insufficient number of members, VAB must elect additional members to ensure the minimum number of members, except for the case specified in Clause 5, Article 166 of the Law on Credit Institutions, 2024.</u></p>	<p>2025)</p> <p>It is supplemented for clearer expression</p> <p>Clause 6 Article 51 Law on Credit Institutions 2024 and Clause 5 Article 66 VAB's Charter (draft in 2025)</p>

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			<p>5. In other cases, the nearest Annual General Meeting of Shareholders will elect new Members of the Supervisory Board to replace the dismissed or removed Members of the Supervisory Board or supplement the missing members</p>	
12.	<p>Article 12</p> <p>Provision and public disclosure of information</p>	<p>1. Members of the Supervisory Board must disclose to the Bank the following information:</p> <p>a. Name, head office address, business lines, number and date of issuance of the Enterprise Registration Certificate, place of business registration of the enterprise or economic organization in which they and related persons own capital contributions, shares or authorize or entrust other individuals or organizations to own 5% or more of the charter capital;</p> <p>b. Name, head office address, business lines, number and date of issuance of the Enterprise Registration Certificate, place of business registration of the enterprise in which they and related persons are members of the Board of Directors, members of the Board of Members, members of the Supervisory Board, General Director (Directors).</p> <p>2. The disclosure of information specified in Clause 1 of this Article and changes to related information must be made in writing within 07 working days from the date of occurrence or change of information.</p> <p>3. The Bank must publicly disclose the information specified in Clause 1 of this Article annually to the Bank's General Meeting of Shareholders and must be posted and</p>	<p>1. Members of the Supervisory Board must provide VAB with the following information:</p> <p>a. Name, <u>Enterprise Registration Certificate Number</u>, address of the Head Office of the enterprise or other economic organization in which they or they and related persons own capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals;</p> <p>b. Name, <u>Enterprise Registration Certificate Number</u>, address of the Head Office of the enterprise or other economic organization in which they or related persons are members of the Board of Directors, members of the Board of Members, <u>Supervisors</u>, members of the</p>	<p>Point a Clause 1 Article 49 Law on Credit Institutions 2024 and Point a Clause 1 Article 79 VAB's Charter (draft in 2025)</p> <p>Point b Clause 1 Article 49 Law on Credit Institutions 2024 and Point b Clause 1 Article 79 VAB's Charter (draft in 2025)</p> <p>Point c Clause 1 Article 49 Law on Credit Institutions 2024 and Point c Clause 1 Article 79 VAB's Charter (draft</p>

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		<p>kept at the Bank's head office.</p> <p>4. The Bank must notify the State Bank of Vietnam (SBV) in writing of the information specified in Clause 1 of this Article within 07 working days from the date the Bank receives the public information specified in Clause 2 of this Article.</p>	<p>Supervisory Board, and General Director (Directors).</p> <p><i>c. Information on related persons who are individuals, including: full name; personal identification number; nationality; passport number, date of issue, place of issue for foreigners; relationship with the information provider;</i></p> <p><i>d. Information on the related person is an organization, including: name, Enterprise Registration Certificate Number, address of the enterprise's Headquarters, number of the Certificate of Business Registration or equivalent legal documents, legal representative, relationship with the information provider.</i></p> <p><i>2. Members of the Supervisory Board must send VAB in writing to provide information for the first time and when there is a change in this information within 07 (seven) working days from the date of occurrence or change of information.</i></p> <p><i>3. VAB must post and keep the information specified in Clause 1 of this Article at VAB's head office and send a written</i></p>	<p>in 2025)</p> <p>Point d Clause 1 Article 49 Law on Credit Institutions 2024 and Point d Clause 1 Article 79 VAB's Charter (draft in 2025)</p> <p>Clause 3 Article 49 Law on Credit Institutions 2024 and Clause 3 Article 79 VAB's Charter (draft in 2025)</p> <p>Clause 4 Article 49 Law on Credit Institutions 2024 and Clause 4 Article 79 VAB's Charter (draft in 2025)</p> <p>Clause 6 Article 49 Law on Credit Institutions 2024 and Clause 6 Article 79 VAB's Charter (draft in 2025)</p>

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			<p><i>report to the State Bank of Vietnam within 07 (seven) working days from the date VAB receives the information provided. Annually, VAB shall disclose the information at Points a, b, d, Clause 1 of this Article to the General Meeting of Shareholders.</i></p> <p><u>4. Members of the Supervisory Board providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and timely, and must be responsible for providing and publicly disclosing such information</u></p>	
13.	<p>Remuneration and other benefits of Members of the Supervisory Board</p> <p>Article 13</p>	<p>1. Members of the Supervisory Board shall be paid remuneration and enjoy other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration and annual operating budget of the Supervisory Board.</p> <p>2. Members of the Supervisory Board shall be paid for meals, accommodation, travel and the use of independent consulting services at reasonable levels. The total remuneration and such expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless</p>	<p>1. Members of the Supervisory Board shall be paid remuneration and enjoy other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Supervisory Board.</p> <p>2. Members of the Supervisory Board shall be paid for meals, accommodation, travel,</p>	<p>It is adjusted as stipulated at Point d Clause 3 Article 67 Law on Credit Institutions 2024 and the Circular No. 13/2018/TT-NHNN</p>

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		<p>otherwise decided by the General Meeting of Shareholders.</p> <p>3. The remuneration and operating expenses of the Supervisory Board shall be included in the Bank's business expenses in accordance with the provisions of the law on corporate income tax and relevant laws and must be recorded as a separate item in the Bank's annual financial statements.</p>	<p>and the use of independent consulting services at a reasonable level. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.</p> <p>3. The remuneration and operating expenses of the Supervisory Board are included in VAB's business expenses in accordance with the provisions of the law on corporate income tax and relevant laws and must be recorded as a separate item in VAB's annual financial statements</p>	
14. Article 14 Duties and powers of the Supervisory Board		<p>1. Supervise compliance with the provisions of law and the Bank's Charter in the management and operation of the bank; be responsible to the General Meeting of Shareholders in the performance of assigned tasks and powers.</p> <p>2. Issue internal regulations of the Supervisory Board and Internal Audit; annually review the internal regulations of the Supervisory Board and Internal Audit, important policies on accounting and reporting for appropriate amendments and supplements.</p> <p>3. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the internal audit</p>	<p>1. Supervise the management and operation of VAB in compliance with the law, internal regulations, the Charter and Resolutions, Decisions of the General Meeting of Shareholders, owners, and Board of Directors; be responsible to the General Meeting of Shareholders, owners, and capital contributors in performing assigned duties and powers in accordance with the provisions of the Law on Credit Institutions and VAB's Charter.</p> <p>2. Issue internal regulations of the</p>	<p>Clause 1 Article 52 Law on Credit Institutions 2024 and Clause 1 Article 67 VAB's Charter (draft in 2025)</p>

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		<p>department.</p> <p>4. Supervise and evaluate the implementation of professional ethics standards of members of the Supervisory Board and Internal Auditors;</p> <p>5. Duties for internal audit include:</p> <p>a. Directly direct and operate internal audit activities.</p> <p>b. Supervise the internal audit department in:</p> <p>- Performing internal audits;</p> <p>- Review and evaluate the effectiveness of internal audit and the performance of the tasks of the Head of Internal Audit Department;</p> <p>- Handle and overcome the shortcomings and limitations of internal audit according to the requirements and recommendations of the State Bank of Vietnam, independent auditing organizations and other competent authorities;</p> <p>- Other contents as prescribed by the Supervisory Board.</p> <p>a. Approve and adjust the annual internal audit plan according to the proposal of the Head of Internal Audit Department after consulting with the Board of Directors and the General Director.</p> <p>b. Decide on the organizational structure, tasks and powers of the Internal Audit Department in accordance with legal regulations.</p> <p>6. Perform internal audit functions; has the right to use independent consultants and the right to access, provide</p>	<p>Supervisory Board and Internal Audit; periodically review the internal regulations of the Supervisory Board and Internal Audit, important policies on accounting and reporting to amend and supplement accordingly.</p> <p>3. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the Internal Audit Department.</p> <p>4. Supervise and evaluate the implementation of professional ethics standards of members of the Supervisory Board and Internal Auditors.</p> <p>5. <u>Supervise senior management</u> over Internal Audit, including:</p> <p>a. Directly directing and operating the activities of Internal Audit.</p> <p>b. Supervise Internal Audit in:</p> <p>- Perform Internal Audit;</p> <p>- Review and evaluate the effectiveness of Internal Audit and the performance of the tasks of the Head of Internal Audit/Leader in charge of Internal Audit Department.</p> <p>- Handle and overcome shortcomings and limitations of Internal Audit according to the requirements and recommendations of the State Bank of Vietnam, independent auditing organizations and other competent</p>	<p>It is adjusted to classify the provisions according to the Circular No. 13/2028/TT-NHNN.</p>

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	<p>Contents of the 2023 Regulations on Organization and Operation of VAB's Supervisory Board (the Decision No. 20/2023/QĐ-BKS dated May 15, 2023)</p> <p>sufficient, accurate and timely information and documents related to the management and operation of the Bank to perform assigned tasks and powers</p> <p>7. Appraise the Bank's 6-month and annual financial statements; report to the General Meeting of Shareholders on the results of the financial report appraisal, assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial statement preparation. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.</p> <p>8. Inspect accounting books, other documents and management and operation of the Bank when deemed necessary or according to resolutions and decisions of the General Meeting of Shareholders or at the request of major shareholders or groups of major shareholders in accordance with the provisions of law. The Supervisory Board shall conduct the inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual.</p> <p>9. Promptly notify the Board of Directors when detecting violations by the Bank's managers; request the violators to immediately stop the violations and have solutions to remedy the consequences (if any).</p> <p>10. Prepare a list of founding shareholders, major shareholders and related persons of members of the Board</p>	<p>authorities;</p> <p>- Other contents as prescribed by the Supervisory Board.</p> <p>c. Approve and adjust the annual Internal Audit plan according to the proposal of the Head of Internal Audit/Leader in charge of Internal Audit Department after consulting with the Board of Directors and General Director.</p> <p>d. Decide on the organizational structure, tasks and powers of the Internal Audit Department in accordance with legal regulations.</p> <p>6. Organize the implementation of Internal Audit, have access to, and be provided with complete, accurate and timely information and documents related to VAB's management and operation activities; have the right to <u>use VAB's resources to perform assigned tasks and powers; hire independent experts, consultants and external organizations to perform tasks but still be responsible for the implementation of the tasks of the Supervisory Board.</u></p> <p>7. <u>Monitor the financial situation, appraise VAB's 6-month and annual financial statements, including financial statements audited by an independent auditing</u></p>	<p>Clause 3 Article 52 Law on Credit Institutions 2024 and Clause 4 Article 67 VAB's Charter (draft in 2025)</p> <p>Clause 4 Article 52 Law on Credit Institutions 2024 and Clause 5 Article 67 VAB's Charter (draft in 2025)</p> <p>Clause 5 Article 52 Law on Credit Institutions 2024 and Clause 15 Article 67 VAB's Charter (draft in 2025).</p> <p>Clause 6 Article 52 Law on Credit Institutions</p>

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		<p>of Directors, members of the Supervisory Board, and the General Director of the Bank; keep and update changes to this list.</p> <p>11. Request the Board of Directors to hold extraordinary meetings or request the Board of Directors to convene extraordinary General Meetings of Shareholders in accordance with the provisions of the Law on Credit Institutions and the Bank's Charter.</p> <p>12. Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds the assigned authority and in other cases as prescribed in the Bank's Charter.</p> <p>13. Propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations approved to audit VAB's Financial Statements and internal control system operations; the approved auditing organization is approved to inspect VAB's operations when deemed necessary.</p> <p>14. Control the Bank's operations through reports of the Board of Directors to assess and warn of risks during operations.</p> <p>15. Monitor the Bank's financial situation through reports of the Board of Directors to assess and warn of risks in financial operations; supervise the legality of the activities of members of the Board of Directors, the General Director, other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, the General Director, and shareholders.</p>	<p><u>organization</u>; report to the General Meeting of Shareholders on the results of the annual financial statement appraisal; assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial statement preparation. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.</p> <p>8. <u>Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of VAB under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors.</u></p> <p>9. <u>Supervise the implementation of regulations related to restrictions to ensure safety in VAB's operations in accordance with the Law on Credit Institutions.</u></p> <p>10. <u>Supervise senior management on internal audit in accordance with the law.</u></p> <p>11. Inspect accounting books, other documents and management and operation</p>	<p>2024 and Clause 16 Article 67 VAB's Charter (draft in 2025).</p> <p>Add content as stipulated in the Circular No. 13/2018/TT-NHNN.</p> <p>Clause 7 Article 52 Law on Credit Institutions 2024 and Clause 6 Article 67 VAB's Charter (draft in 2025)</p> <p>Clause 8 Article 52 Law on Credit Institutions 2024 and Clause 7 Article 67 VAB's Charter (draft in 2025)</p> <p>Clause 9 Article 52 Law on Credit Institutions</p>

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		<p>16. In case of detecting any violation of the law or violation of the Bank's Charter by members of the Board of Directors, the General Director, and other executives, it must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.</p> <p>17. The Supervisory Board has the right to request members of the Board of Directors and the General Director to attend and answer questions of concern to the Supervisors.</p> <p>18. Other duties and powers as prescribed in the Bank's Charter.</p>	<p>of VAB when deemed necessary or in the following cases:</p> <p>a. According to the Resolution, Decision of the General Meeting of Shareholders;</p> <p>b. <u>At the request of the State Bank of Vietnam</u> or of major shareholders, groups of major shareholders in accordance with the law. The inspection shall be carried out within 07 (seven) working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual.</p> <p>12. Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that the Manager or <u>Executive Officer of VAB has committed a violation of the law, VAB's Charter, internal regulations of VAB, Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors</u>; request the violator to immediately stop the violation and have a solution to remedy the consequences (if any).</p> <p>13. Prepare a list of founding shareholders within <u>05 years from the date of being a founding shareholder, shareholder owning 01% or more of the charter capital, capital</u></p>	<p>2024 and Clause 8 Article 67 VAB's Charter (draft in 2025)</p> <p>Clause 10 Article 52 Law on Credit Institutions 2024 and Clause 9 Article 67 VAB's Charter (draft in 2025) (Spelling correction)</p> <p>Clause 11 Article 52 Law on Credit Institutions 2024 and Clause 10 Article 67 VAB's Charter (draft in 2025) (Spelling correction)</p> <p>Clause 14 Article 67 VAB's Charter (draft in 2025); Delete the content "and the operation of VAB's internal control system"</p>

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			<p><i>contributing members and related persons of the Board of Directors members, Members of the Supervisory Board, General Director of VAB, shareholders owning 01% or more of the charter capital; keep and update changes to this list.</i></p> <p>14. Propose the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary Annual General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions and VAB's Charter.</p> <p>15. Convene an extraordinary Annual General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds the assigned authority or in other cases as prescribed in VAB's Charter.</p> <p>16. Propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations approved to audit VAB's Financial Statements; the approved auditing organization shall inspect VAB's activities when deemed necessary.</p> <p>17. Control VAB's activities through reports of the Board of Directors to assess</p>	<p>Adjust from "the Bank" into "VAB"</p> <p>Adjust from "the Bank" into "VAB"</p> <p>Clause 13 Article 52 Law on Credit Institutions 2024</p> <p>Clause 11 Article 67 VAB's Charter (draft in 2025)</p> <p>It is added to clarify the</p>

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			<p>and warn of risks during operations.</p> <p>18. Monitor VAB's financial situation through reports of the Board of Directors to assess and warn of risks in financial activities; supervise the legality of the activities of members of the Board of Directors, General Director, other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, General Director, and shareholders.</p> <p><u>19. Promptly report to the State Bank of Vietnam on violations of the provisions in Clauses 9, 12, and 15 of this Article and violations of the ratio of share ownership, capital contributions, and related persons as prescribed by the Law on Credit Institutions.</u></p> <p>20. The Supervisory Board has the right to request member of the Board of Directors and General Director to attend and answer issues of concern to the <u>Members of the Supervisory Board, via the Head of the Supervisory Board, to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of VAB.</u></p> <p><u>21. Report on the activities of the Supervisory Board and other contents at the General Meeting of Shareholders as</u></p>	<p>provisions according to the Law on Credit Institutions, 2024</p> <p>It is added to clarify the provisions according to the Circular No. 13/2018/TT-NHNN.</p> <p>Adjust from "the Bank" into "VAB"</p>



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			<p><i>prescribed by law, the Charter, and other regulations of VAB.</i></p> <p><i>22. Approve the annual internal audit plan upon the proposal of the Head of Internal Audit/Leader in charge of the Internal Audit Department.</i></p> <p>23. Other duties and powers as prescribed by law and VAB's Charter</p>	
15.	<p>Powers and obligations of the Head of the Supervisory Board and Members of the Supervisory Board</p> <p>Article 15</p>	<p>The Head of the Supervisory Board and the members of the Supervisory Board have the powers and obligations as prescribed in Article 67 of the Bank's Charter.</p>	<p>Convene an extraordinary Annual General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the <i>Law on Credit Institutions or exceeds the assigned authority</i> or in other cases as prescribed in VAB's Charter</p>	Expand the reference basis
16.	<p>Meetings of the Supervisory Board</p> <p>Article 16</p>	<p>1. The first meeting of the Supervisory Board of the term of the Supervisory Board to elect the Head of the Supervisory Board and make other decisions within its authority must be held within 07 (seven) working days from the date of completion of the election of the Supervisory Board of that term. This meeting is convened by the member of the Supervisory Board with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the</p>	<p>2. The Supervisory Board must meet at least 01 (once) a quarter in a year and may convene extraordinary meetings to promptly resolve urgent matters.</p> <p>3. Extraordinary meetings: Extraordinary meetings of the Supervisory Board are held upon request of:</p> <p>a. Chairman of the Board of Directors;</p> <p>b. Head of the Supervisory Board;</p>	It is not adjusted

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		<p>members elected by majority of 01 (one) of them shall convene a meeting of the Supervisory Board.</p> <p>2. The Supervisory Board must meet at least once a quarter in a year and may convene an extraordinary meeting to promptly resolve urgent matters, with the number of members attending the meeting being at least 2/3 of the total number of members of the Supervisory Board.</p> <p>3. Extraordinary meeting: An extraordinary meeting of the Supervisory Board shall be held upon the request of:</p> <p>a. Chairman of the Board of Directors;</p> <p>b. At least two-thirds of the members of the Board of Directors;</p> <p>c. Head of the Supervisory Board;</p> <p>d. Members of the Supervisory Board;</p> <p>e. General Director;</p> <p>f. Director of the State Bank Branch in the province or city where the Bank has its head office;</p> <p>g. Other cases as prescribed by law.</p> <p>4. Within 15 (fifteen) days from the date of receipt of the written request for an extraordinary meeting of the Supervisory Board from one of the subjects stated in Points a, b, d, e, f Clause 3 of this Article, the Head of the Supervisory Board must convene and conduct an</p>	<p>c. General Director;</p> <p>d. <i>Director of the State Bank of Vietnam - Regional Branch where VAB has its Head Office;</i></p> <p>e. Other cases as prescribed by law</p> <p>4. Within 15 (fifteen) days from the date of receipt of a written request from <u>one of the above subjects</u>, the Head of the Supervisory Board must convene and conduct an extraordinary meeting of the Supervisory Board. In case the Head of the Supervisory Board fails to convene a meeting after two consecutive requests, the Board of Directors and the members of the Supervisory Board must immediately report in writing to <u>the State Bank of Vietnam - the Regional Branch where VAB has its Head Office</u> and hold a Supervisory Board meeting to handle the work, and at the same time decide on the dismissal or removal of the <u>Head of the</u></p>	<p><i>Delete the content that:</i></p> <p>"The number of members attending the meeting must be at least 2/3 of the members of the Supervisory Board" as stipulated in Clause 7 Article 16 of the draft Regulations.</p> <p><i>Delete the content that:</i></p> <p>"b. At least two-thirds of the members of the Board of Directors; Members of the Supervisory Board" according to Point a Clause 2 Article 74 VAB's Charter (draft in 2025);</p> <p>d. It is adjusted to comply with provisions on new organization structure of the SBV in regions.</p>

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		<p>extraordinary meeting of the Supervisory Board. In case after two consecutive requests, the Head of the Supervisory Board fails to convene a meeting of the Supervisory Board, the Board of Directors and members of the Supervisory Board must immediately report in writing to the State Bank branch in the province or city where the Bank has its head office and hold a meeting of the Supervisory Board to handle the work, and at the same time decide on the dismissal or removal of the position of Head of the Board, elect a member of the Supervisory Board to ensure the conditions for holding the position of Head of the Board according to and send a notice to the State Bank in accordance with current regulations, or decide to organize an extraordinary General Meeting of Shareholders to handle outstanding issues and problems that cannot be resolved (if any).</p> <p>5. Meeting location: Supervisory Board meetings are held at the Bank's registered address.</p> <p>6. Meeting notice and agenda: The Supervisory Board meeting is held after 05 (five) days from the date of sending the notice to the members of the Supervisory Board. In case of an extraordinary meeting, the notice period may be shorter according to the decision of the Head of the Supervisory Board. Notice of the Supervisory Board meeting must be made in Vietnamese, clearly stating the contents of the meeting agenda, time and place of the meeting and must be accompanied by necessary documents on the issues to be discussed and voted on at the Supervisory Board meeting. Members of the Supervisory Board who cannot attend the meeting in person may send their voting opinions in</p>	<p><u>Supervisory Board</u>, elect a Supervisory Board member who meets the conditions for holding the <u>Head of the Supervisory Board</u> position and send a notice to the State Bank of Vietnam in accordance with current regulations, or decide to organize an extraordinary General Meeting of Shareholders to handle unresolved problems and difficulties (if any).</p> <p>5. Meeting location: Supervisory Board meetings are held at VAB's registered address.</p> <p>6. Meeting notice and agenda: Supervisory Board meetings are held after 05 (five) days from the date of sending the notice to the members of the Supervisory Board. In case of an extraordinary meeting, the notice period may be shorter according to the decision of the Head of the Supervisory Board. Notice of the Supervisory Board meeting must be made in Vietnamese, clearly stating the contents of the meeting agenda, time and place of the meeting and must be accompanied by necessary documents on the issues to be discussed and voted on at the Supervisory Board meeting. Members of the Supervisory Board who cannot attend the meeting in person may send their voting opinions in</p>	<p>Point b Clause 2 Article 74 VAB's Charter (draft in 2025) and to comply with provisions on new organization structure of the SBV in regions</p> <p>Adjust from "the Bank" into "VAB"</p>

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		<p>the meeting and must be accompanied by necessary documents on the issues to be discussed and voted on at the Supervisory Board meeting. Supervisory Board members who cannot attend the meeting in person may submit their voting opinions in writing, enclosed in a sealed envelope and delivered to the Chairman of the meeting at least 01 (one) hour before the opening time. This written voting ballot shall only be opened in the presence of all members directly attending the meeting. 7. Required number of members attending: The Supervisory Board meeting shall be held when two-thirds or more of the Supervisory Board members attend in person or through a substitute who is one of the authorized Supervisory Board members. In case the first regular meeting of the Supervisory Board is convened but the number of members attending is not sufficient as prescribed, the Head of the Supervisory Board must convene a second meeting of the Supervisory Board within no more than 15 days from the date the first meeting cannot be held due to insufficient number of members attending. After 02 (two) times of convening a meeting of the Supervisory Board without the number of members attending, the Head of the Supervisory Board must notify the Board of Directors and request the Board of Directors to convene an extraordinary General Meeting of Shareholders within no more than 30 (thirty) days from</p>	<p>writing, enclosed in a sealed envelope and must be delivered to the Chairman at least 01 (one) hour before the opening time. This written voting ballot shall only be opened in the presence of all members directly attending the meeting.</p> <p>7. Number of required members attending: the Supervisory Board meeting shall be held when 2/3 (two-thirds) or more of the Members of the Supervisory Board attend in person or through a substitute who is one of the authorized Members of the Supervisory Board. In case the first regular meeting of the Supervisory Board is convened but the number of members attending is not sufficient as prescribed, the Head of the Supervisory Board must convene a second meeting of the Supervisory Board within no more than 15 days from the date of the first meeting that cannot be held due to insufficient number of members attending. After 02 (two) times of convening the Supervisory Board meeting without the number of members attending, the Head of the Supervisory Board must notify the Board of Directors and request the Board of Directors to</p>	

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		<p>the date of the second meeting for Shareholders to consider the qualifications of the members of the Supervisory Board.</p> <p>8. Voting:</p> <p>a. Each member attending a meeting of the Supervisory Board shall have one vote at the meeting of the Supervisory Board. If a member of the Supervisory Board is unable to attend the meeting, he/she may delegate his/her voting rights in writing to another member of the Supervisory Board (who is entitled to vote) to vote on his/her behalf.</p> <p>b. A member of the Supervisory Board who has an interest in a matter to be decided by the Supervisory Board shall not be allowed to vote on that matter and shall not be counted in the number of delegates required to attend the meeting, nor shall he/she be authorized by another member of the Supervisory Board to vote on that matter.</p> <p>c. If any doubt arises at a meeting concerning the interests of a member of the Supervisory Board or concerning the voting rights of a member of the Supervisory Board and such doubt is not resolved voluntarily by the member of the Supervisory Board agreeing to waive his/her voting rights, such doubt shall be referred to the chairman of the meeting. The decision of the chairman shall be final and conclusive except in cases where the nature or extent of</p>	<p>convene an extraordinary General Meeting of Shareholders within no more than 30 (thirty) days from the date of the second meeting for Shareholders to consider the qualifications of the Members of the Supervisory Board.</p> <p>8. Voting:</p> <p>a. Each member attending the Supervisory Board meeting will have one vote at the Supervisory Board meeting. If a Supervisory Board member cannot attend the meeting, he/she may authorize his/her voting power in writing to another Supervisory Board member (who is allowed to participate in voting) to vote on his/her behalf.</p> <p>b. A member of the Supervisory Board who has an interest related to the issue being decided by the Supervisory Board shall not be allowed to participate in voting on that issue and shall not be counted in the number of delegates required to be present at the meeting, and shall not be authorized by another member of the Supervisory Board to participate in voting on that issue.</p> <p>c. If any doubt arises at a meeting related to the interests of a member of the</p>	<p>Adjust from "the Bank" into "VAB"</p>

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		<p>the interest of the relevant member of the Supervisory Board is not clearly known yet.</p> <p>d. Any member of the Supervisory Board who is involved in a contract specified in Clause 1 Article 167 of the Enterprise Law 2020 shall be deemed to have a material interest in that contract.</p> <p>9. Declaration of interests: A member of the Supervisory Board, if he/she is found to be directly or indirectly involved in a contract, an agreement or a proposed contract, an agreement to be entered into with the Bank, must declare the nature of the related interests at the meeting of the Board of Directors and the meeting of the Supervisory Board, where the Board of Directors and the Supervisory Board will consider whether to enter into such contracts or agreements. If he/she later learns about the existence of such interests or in any other case, that member must immediately notify the nearest meeting of the Board of Directors and the nearest meeting of the Supervisory Board after he/she knows that he/she has related interests. 1. 10. Majority vote: The decision of the Supervisory Board is approved by at least ½ (one-half) of the members of the Supervisory Board who are entitled to vote at the meeting. In case of equal votes, the final decision belongs to the side with the opinion of the Head of the Supervisory Board or the member of the Supervisory Board authorized by the Head of the</p>	<p>Supervisory Board or to the voting rights of a member of the Supervisory Board and such doubt is not voluntarily resolved by that member of the Supervisory Board agreeing to waive his/her voting rights, such doubt shall be referred to the AGM Chairman. The Chairman's decision shall be final and conclusive, except in cases where the nature or extent of the interest of that member of the Supervisory Board concerned is not clearly known yet.</p> <p>d. Any member of the Supervisory Board who is involved in a contract specified in Clause 1, Article 167 of the Law on Enterprises 2020 shall be deemed to have a material interest in that contract.</p> <p>9. Declaration of interests: If a member of the Supervisory Board, to the best of his/her knowledge, is directly or indirectly involved in a contract, an agreement or a proposed contract, an agreement expected to be entered into with VAB, he/she must declare the nature of the related interests to the Board of Directors and the Supervisory Board, where the Board of Directors and the Supervisory Board will consider whether to enter into such contracts or agreements. If he/she later learns about the</p>	<p>Point c Clause 2 Article 74 VAB's Charter (draft in 2025)</p> <p>Point a Clause 3 Article 74 VAB's Charter (draft in 2025)</p>

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		<p>Supervisory Board to chair the meeting (in case the Head of the Supervisory Board is absent).</p> <p>11. In case the Supervisory Board takes written opinions to pass a decision on an issue, the decision is considered to have the same value as a decision passed by the members of the Supervisory Board at a meeting convened and held normally, if:</p> <p>a. There is written agreement of the majority of the members of the Supervisory Board who are entitled to participate in voting on the issue submitted for opinion;</p> <p>b. The number of members of the Supervisory Board who are entitled to participate in voting in writing must satisfy the Article on the required number of members to conduct a Supervisory Board meeting.</p> <p>The taking of written opinions is as valid as holding a Supervisory Board meeting. Issues decided by a Supervisory Board meeting can all be decided by taking written opinions.</p>	<p>existence of such interests or in any other case, that member must immediately notify the nearest meeting of the Board of Directors and the nearest meeting of the Supervisory Board after he/she learns about the related interests.</p> <p>10. Majority vote: The decision of the Supervisory Board must be approved by at least 1/2 (one-half) of the members of the Supervisory Board who are entitled to vote at the meeting. In case of equal votes, the final decision belongs to the side with the opinion of the Head of the Supervisory Board or the member of the Supervisory Board authorized by the Head of the Supervisory Board to chair the meeting (if the Head of the Supervisory Board is absent or <u>the Head of the Supervisory Board does not convene the meeting as requested</u>.)</p> <p>11. If the Supervisory Board takes written opinions to pass a decision on an issue, the decision is considered to have the same value as a decision passed by the members of the Supervisory Board at a meeting convened and organized normally, if:</p>	

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			<p>a. There is a written consensus of <u>at least 1/2 (one-half) of the members of the Supervisory Board</u> who have the right to vote on the issue being asked for opinions;</p> <p>b. The number of members of the Supervisory Board who have the right to vote in writing must meet the condition on the number of members required to hold a Supervisory Board meeting.</p> <p>The taking of written opinions is as valid as holding a Supervisory Board meeting. Any matter decided by the Supervisory Board meeting may be decided by obtaining written opinions.</p>	
17.	Article 19 Confidentiality	<p>1. Members of the Supervisory Board are not allowed to disclose, publish or otherwise provide to third parties confidential information, documents of VAB and other information related to the Bank's operations, or information that VAB has not yet published to the outside.</p> <p>2. Confidentiality is still implemented after the term of the Supervisory Board member has expired.</p> <p>3. Members of the Supervisory Board are responsible for complying with information confidentiality according to the VAB Charter, this Regulation and relevant legal provisions.</p>	<p>1. Members of the Supervisory Board shall not disclose, publish or otherwise provide to third parties confidential information, documents of VAB and other information related to VAB's operations, or information that VAB has not yet published to the outside.</p> <p>2. Confidentiality shall continue to be implemented after the term of office of a Supervisory Board Member has expired.</p> <p>3. Members of the Supervisory Board shall be responsible for complying with confidentiality in accordance with VAB's</p>	Adjust from "the Bank" into "VAB"

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			Charter, this Regulation and relevant legal provisions.	
18.	Article 20 Relations with the Bank's shareholders	The Supervisory Board shall conduct an unscheduled inspection upon receiving a request from a shareholder or group of shareholders owning more than 10% of common shares for a continuous period of at least 06 (six) months and submit a report as prescribed in this Regulation and VAB's Articles of Association.	<i>The Supervisory Board shall conduct inspections upon receiving requests from major shareholders or groups of major shareholders in accordance with the provisions of law when deemed necessary. The inspection shall be carried out within 07 (seven) working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual and submit the report in accordance with the provisions of this Regulation and VAB's Charter.</i>	Point b Clause 7 Article 52 Law on Credit Institutions; Point c Clause 2 Article 30 VAB's Charter (draft in 2025)
19.	Article 21 Coordination mechanism	1. Coordination of activities between the Supervisory Board and the Board of Directors: a. The Supervisory Board, as a part of the Bank's management structure, works with the Board of Directors on the principles of equality and independence in the performance of its duties, and closely coordinates and supports each other in the performance of its duties. b. The Supervisory Board is responsible for informing the	1. Coordination of activities between the Supervisory Board and the Board of Directors: a. The Supervisory Board, as a part of the management structure of VAB, works with the Board of Directors on the principle of equality and independence in the performance of its duties, and at the same	Adjust from "the Bank" into "VAB"

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		<p>Board of Directors of the annual and quarterly work plans of the Supervisory Board so that the Board of Directors knows and coordinates its activities.</p> <p>c. The Head of the Supervisory Board must convene a meeting of the Supervisory Board, without delay without a valid reason, when there is a written request stating the purpose of the meeting and issues requiring the opinion of the Chairman or at least 02 (two) members of the Board of Directors.</p> <p>d. The Supervisory Board is responsible for promptly notifying the Board of Directors when detecting a manager committing a violation detected by the Supervisory Board and making necessary recommendations.</p> <p>e. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without a valid reason, when there is a written request stating the purpose of the meeting and the issues requiring the opinions of the majority of the members of the Supervisory Board.</p> <p>f. The agenda, content and expected issues to be resolved at the Board of Directors meeting must be sent to the Head of the Supervisory Board at the same time as sending them to the members of the Board of Directors Members.</p> <p>g. The Head of the Supervisory Board is responsible for attending meetings of the Board of Directors, discussing</p>	<p>time closely coordinates and supports each other in the performance of its duties.</p> <p>b. The Supervisory Board is responsible for informing the Board of Directors of the annual and quarterly work plans of the Supervisory Board so that the Board of Directors knows and coordinates its activities.</p> <p>c. The Head of the Supervisory Board must convene a meeting of the Supervisory Board, without delay without a valid reason, when there is a written request stating the purpose of the meeting and issues requiring the opinion of the Chairman or at least 02 (two) members of the Board of Directors.</p> <p>d. The Supervisory Board is responsible for promptly notifying the Board of Directors when discovers that an Executive has committed a violation detected by the Supervisory Board and has necessary recommendations.</p> <p>e. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without a valid</p>	<p>Clause 5 Article 68 VAB's Charter (draft in 2025)</p>



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		<p>and contributing opinions on the issues raised and approved at the meeting.</p> <p>h. Resolutions of the Board of Directors are sent to the Supervisory Board at the same time as sending them to the members of the Board of Directors.</p> <p>i. The Board of Directors is responsible for providing all information and documents related to the Bank's operations to the Supervisory Board at the request of the Supervisory Board.</p> <p>j. The Board of Directors coordinates with the Internal Audit Department under the Supervisory Board when conducting internal audits on senior management supervision of the Board of Directors.</p> <p>k. Upon receiving the inspection reports or summary reports of the Supervisory Board, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrective actions.</p> <p>l. The Board of Directors implements the Supervisory Board's recommendations to the Board of Directors in the internal audit results report (if any) and notifies the Supervisory Board of the results of implementing the recommendations.</p> <p>2. Coordination of activities between the Supervisory Board and the General Director:</p>	<p>reason, when there is a written request stating the purpose of the meeting and the issues requiring the opinions of the majority of the Supervisory Board.</p> <p>f. The agenda, content and expected issues to be resolved at the BOD meeting must be sent to the Head of the Supervisory Board at the same time as sending them to the Board of Directors Members.</p> <p>g. The Head of the Supervisory Board is responsible for attending meetings of the Board of Directors, discussing and contributing opinions on the issues raised and approved at the meeting <u>but not participating in voting on the Board of Directors' Resolutions</u>.</p> <p>h. The Board of Directors' Resolutions are sent to the Supervisory Board at the same time as sending them to the Board of Directors' Members.</p> <p>i. The Board of Directors is responsible for providing all information and documents related to VAB's operations to the Supervisory Board upon request of the Supervisory Board.</p>	

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		<p>a. The Supervisory Board and its members must maintain independence and objectivity while working with the General Director and the Executive Board, and must cooperate closely and not obstruct each other in the performance of their duties and powers. The General Director and the Executive Board must create conditions and coordinate closely with the Supervisory Board and Internal Audit in the performance of their duties.</p> <p>b. The General Director reports to the Supervisory Board on the implementation of resolutions of the General Meeting of Shareholders, the Board of Directors, reports on the implementation of business tasks and the Bank's operations and other reports as specifically requested by the Supervisory Board.</p> <p>c. The General Director receives internal reports on internal audit, organizes the implementation of the Supervisory Board' recommendations to the General Director in the internal audit results report (if any) and reports to the Supervisory Board on the implementation of recommendations.</p> <p>d. Based on the regular performance reports and reliable information of the Supervisory Board, the Supervisory Board has the right to request the Board of Directors to review the decisions of the General Director.</p> <p>e. The Supervisory Board recommends and/or evaluates</p>	<p>j. The Board of Directors coordinates with the Internal Audit Department under the Supervisory Board when conducting internal audits on senior management's supervision of the Board of Directors.</p> <p>k. Upon receiving the inspection reports or summary reports of the Supervisory Board, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrective actions.</p> <p>1. The Board of Directors shall implement the Supervisory Board's recommendations to the Board of Directors in the internal audit results report (if any) and notify the Supervisory Board of the results of the implementation of the recommendations.</p> <p>2. Coordination of activities between the Supervisory Board and the General Director:</p> <p>a. The Supervisory Board and the Members of the Supervisory Board must maintain independence and objectivity while working with the General Director and the executive system, and must</p>	<p>Adjust from "the Bank" into "VAB"</p> <p>Adjust from "the Bank" into "VAB"</p>

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		<p>the performance of the General Director every six (06) months to the Board of Directors.</p> <p>f. In case of signs of violation of the law, the Bank's Charter and may cause great material and reputational damage to the bank, the Supervisory Board has the right to request the General Director to immediately stop implementing such decisions and take measures to remedy the consequences. Within 48 (forty-eight) hours from the request, the Supervisory Board shall notify the members of the Board of Directors of the opinion of the Supervisory Board. The Board of Directors shall issue a notice on the implementation of the General Director's decision.</p> <p>g. The General Director shall ensure the provision of information to the Supervisory Board in accordance with this Regulation, the Bank's Charter and relevant regulations. The General Director shall promptly and fully provide the Supervisory Board with documents on policies, regulations, rules, etc. of the Bank, directives of the State Bank and relevant legal documents.</p> <p>3. Coordination mechanism between the Supervisory Board and the lines of defense in the internal control system:</p> <p>a. The lines of protection in the VAB system implement the mechanism of coordination with the Supervisory Board according to the provisions of this Regulation and</p>	<p>cooperate closely and not obstruct each other while performing their duties and powers. The General Director and the executive system must facilitate and closely coordinate with the Supervisory Board and Internal Audit in the performance of their duties.</p> <p>b. The General Director reports to the Supervisory Board on the implementation of the Resolutions of the General Meeting of Shareholders, the Board of Directors, reports on the implementation of VAB's business and operational tasks and other reports as specifically requested by the Supervisory Board.</p> <p>c. The General Director receives internal reports on internal audit, organizes the implementation of the Supervisory Board's recommendations to the General Director in the internal audit results report (if any) and reports to the Supervisory Board on the implementation of the recommendations.</p> <p>d. Based on the regular performance reports and reliable information of the Supervisory Board, the Supervisory Board</p>	Adjust from "the Bank" into "VAB"

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	<p>Contents of the 2023 Regulations on Organization and Operation of VAB's Supervisory Board (the Decision No. 20/2023/QĐ-BKS dated May 15, 2023)</p> <p>the regulations on Internal Audit of the Bank, ensuring the provision of full information and documents for inspection, supervision and internal audit as required by the Supervisory Board.</p> <p>b. The leaders of the inspected and audited units are responsible for the completeness, honesty and legality of the information and documents provided to the Supervisory Board and the inspection and audit teams of the Supervisory Board, implementing the recommendations of the Supervisory Board on the issues stated in the reports of the Supervisory Board under the direction of the Board of Directors and the Executive Board, providing feedback to the Supervisory Board on the implementation of the recommendations of the Supervisory Board according to regulations.</p> <p>4. Working relationship between the Supervisory Board and the Internal Audit Department:</p> <p>a. The Internal Audit Department is a unit under the Supervisory Board and is under the direct direction of the Supervisory Board. The Supervisory Board shall supervise the activities of internal audit.</p> <p>b. The Internal Audit Department shall conduct internal audit activities throughout the VAB system and shall be supervised by senior management in accordance with the provisions of this Charter and the internal regulations of</p>	<p>has the right to request the Board of Directors to review the decisions of the General Director.</p> <p>c. The Supervisory Board recommends and/or evaluates the performance of the General Director every 6 (six) months to the Board of Directors.</p> <p>f. In case there are signs of violations of the law, VAB's Charter and may cause great material damage and damage to VAB's reputation, the Supervisory Board has the right to request the General Director to immediately stop implementing such decisions and find solutions to remedy the consequences. Within 48 (forty-eight) hours of the request, the Supervisory Board shall notify the Supervisory Board's opinion to the Board of Directors Members. The Board of Directors shall issue a notice on the implementation of the General Director's decision.</p> <p>g. The General Director ensures the provision of information to the Supervisory Board in accordance with this Regulation, VAB's Charter and relevant</p>	

No.	Current Articles proposed to be amended and supplemented	Contents of the 2023 Regulations on Organization and Operation of VAB's Supervisory Board (the Decision No. 20/2023/QĐ-BKS dated May 15, 2023)	Draft content of the 2025 Revised Regulation (Amended and supplemented contents compared to the current Regulation are <i>italicized and underlined</i>)	Reference base for adjustment and supplement
		the Supervisory Board and the internal regulations of Internal Audit	<p>regulations. The General Director promptly and fully provides the Supervisory Board with documents on policies, regulations, rules, etc. of VAB, directives of the State Bank of Vietnam and relevant legal documents.</p> <p>3. Coordination mechanism between the Supervisory Board and the protection lines in the internal control system:</p> <p>a. The protection lines in VAB system implement the coordination mechanism with the Supervisory Board in accordance with the provisions of this Regulation and the regulations on internal audit of the Bank, ensuring the provision of full information and documents for inspection, supervision and internal audit as required by the Supervisory Board.</p> <p>b. The leaders of the inspected and audited units are responsible for the completeness, honesty and legality of the information and documents provided to the Supervisory Board and the Inspection and Audit Teams of the Supervisory Board; Implement the recommendations of the Supervisory Board on the issues stated in the</p>	

No.	Current Articles proposed to be amended and supplemented	Contents of the 2023 Regulations on Organization and Operation of VAB's Supervisory Board (the Decision No. 20/2023/QĐ-BKS dated May 15, 2023)	Draft content of the 2025 Revised Regulation (Amended and supplemented contents compared to the current Regulation are <i>indicated and underlined</i>)	Reference base for adjustment and supplement
			<p>Supervisory Board's report under the direction of the Board of Directors and the Executive Board; provide feedback to the Supervisory Board on the implementation of the Supervisory Board's recommendations according to regulations.</p> <p>4. Working relationship between the Supervisory Board and the Internal Audit Department:</p> <p>a. The Internal Audit Department is a unit under the Supervisory Board and is under the direct direction of the Supervisory Board. The Supervisory Board supervises the activities of internal audit.</p> <p>b. The Internal Audit Department conducts internal audit activities throughout VAB system and is subject to the supervision of senior management according to the provisions of this Regulation and the internal regulations of the Supervisory Board and the internal regulations of the Internal Audit Department</p>	



No.	Current Articles proposed to be amended and supplemented	Contents of the 2023 Regulations on Organization and Operation of VAB's Supervisory Board (the Decision No. 20/2023/QĐ-BKS dated May 15, 2023)	Draft content of the 2025 Revised Regulation (Amended and supplemented contents compared to the current Regulation are <i>italicized and underlined</i>)	Reference base for adjustment and supplement
20.	<p data-bbox="820 1823 890 2085">Article 29</p> <p data-bbox="820 1756 890 1823">Implementation provisions</p>	<p>1. This Charter was approved by the 2023 Annual General Meeting of Shareholders on April 28, 2023, effective from the date of signing and replacing the Charter on the organizational structure and operation of the Supervisory Board of Vietnam Asia Commercial Joint Stock Bank issued together with the Decision No. 10/2020/QĐ-BKS dated July 29, 2020.</p> <p>2. In case the provisions of the VAB Charter and relevant laws have not been mentioned in this Charter or in case there are new provisions of the Bank Charter and relevant legal documents with different contents from this Charter, the provisions of the Charter and the provisions of that law shall of course be applied, adjusting the organization and operation of the Supervisory Board. 3. The General Meeting of Shareholders assigns the Supervisory Board to amend and supplement this Charter in accordance with the activities in each period, in accordance with the provisions of law and VAB's Charter; The amendment must be reported by the Supervisory Board at the next annual General Meeting of Shareholders.</p>	<p>1. This Regulation has been approved by the 2025 Annual General Meeting of Shareholders on April.....2025, effective from the date of signing and replacing the Regulation on the organizational structure and operation of VAB Supervisory Board issued together with <u>the Decision No. 20/2023/QĐ-BKS dated May 15, 2023.</u></p> <p>2. In case the provisions of VAB's Charter and relevant laws have not been mentioned in this Regulation or in case there are new provisions of the Bank's Charter and relevant legal documents with different contents from this Regulation, the provisions of the Charter and provisions of such laws shall of course be applied, regulating the organization and operation of the Supervisory Board.</p> <p>3. The General Meeting of Shareholders assigns the Supervisory Board to amend and supplement this Regulation in accordance with the activities in each period, in accordance with the provisions of law and VAB's Charter; the amendment</p>	<p>Adjust from "the Bank" into "VAB", according to the Decision No. 20/2023/QĐ-BKS</p> <p>Add the transitional provisions according to Clause 8 Article 210 Law on Credit Institutions 2024 and VAB's Charter (draft in 2025).</p>

No.	Current Articles proposed to be amended and supplemented	Contents of the 2023 Regulations on Organization and Operation of VAB's Supervisory Board (the Decision No. 20/2023/QĐ-BKS dated May 15, 2023)	Draft content of the 2025 Revised Regulation (Amended and supplemented contents compared to the current Regulation are <i>indicated and underlined</i>)	Reference base for adjustment and supplement
			<p>must be reported by the Supervisory Board at the next Annual General Meeting of Shareholders.</p> <p><u>Transitional provisions: In case the current term of VAB's Supervisory Board (elected before July 1, 2024) has a number of members that do not comply with the provisions in Clause 1, Article 5 of this Regulation, Clause 2, Article 51 of the Law on Credit Institutions, 2024, the number of Members of the Supervisory Board shall continue to be maintained until the end of the term of the Supervisory Board and Members of the Supervisory Board, except in cases where VAB elects, appoints additional members or replaces Members of the Supervisory Board</u></p>	



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**THE REGULATION ON ORGANIZATION AND OPERATION
OF THE SUPERVISORY BOARD
OF VIETNAM ASIA COMMERCIAL JOINT STOCK BANK**

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of revision - Subjects of application

1. Scope of revision:

- This Regulation stipulates the organizational structure, functions, tasks, powers, operating mechanism and working relationships of the Supervisory Board of Vietnam Asia Commercial Joint Stock Bank.

- All activities of the Supervisory Board and Members of the Supervisory Board, Units and individuals at VAB related to the organization and operation of the Supervisory Board must comply with the Charter of Vietnam Asia Commercial Joint Stock Bank and this Regulation.

2. Subjects of application: This Regulation is uniformly applied throughout the system of Vietnam Asia Commercial Joint Stock Bank, including:

- Members of the Board of Directors, Members of the Supervisory Board, General Director, Deputy General Director, Chief Accountant.

- Division Director, Heads of Departments/Divisions/Centers at the Head Office, Branch Directors, Heads of Transaction Offices, Directors of Subsidiaries and related Units and individuals in the system of Vietnam Asia Commercial Joint Stock Bank.

Article 2. Definitions and interpretation

In this Regulation, the following terms are construed as follows:

1. VAB or the Bank: Vietnam Asia Commercial Joint Stock Bank.

2. "VAB's executives" include: General Director, Deputy General Director, Chief Accountant, Director of Finance Division, Branch Director and equivalent positions as prescribed in the Charter and internal regulations of VAB.

3. "VAB's managers" include: Chairman of the Board of Directors, Members of the Board of Directors, General Director and other equivalent positions of VAB.

4. "Major shareholders" are shareholders of VAB owning 05% (five percent) or more of the voting shares of VAB, including the number of shares that such shareholder owns indirectly.

5. "Related persons" are organizations and individuals specified in the Law on Credit Institutions, the Law on Enterprises, the Law on Securities, relevant legal provisions and in VAB's Charter issued from time to time.

6. "Subsidiary of VAB" is a company falling into one of the cases specified in the Law on Credit Institutions 2024 and VAB's Charter.

7. “Internal control system” is a set of mechanisms, policies, procedures, internal regulations, and organizational structure of VAB that are built in accordance with the provisions of law and are organized and implemented to control, prevent, detect, and promptly handle risks and achieve the set requirements. The internal control system implements supervision by senior management, internal control, risk management, internal assessment of capital adequacy and internal audit. The internal control system has 03 independent lines of protection:

a. The first line of protection: has the function of identifying, controlling and minimizing risks performed by the following departments, including:

i. Business departments (including product development departments), departments with the function of generating other revenue, departments with the function of implementing risky decisions;

ii. Departments with the function of allocating risk limits, controlling risks, minimizing risks (belonging to the business department or independent department) for each type of transaction, business activity;

iii. Human resources department, accounting department.

b. Second line of defense: has the function of developing risk management policies, internal regulations on risk management, measuring, monitoring risks and complying with legal regulations implemented by the Risk Management Department and the Legal and Compliance Monitoring Department.

c. Third line of defense: has the function of internal auditing implemented by the Internal Audit Department in accordance with legal regulations.

8. “Supervision of senior management” is the supervision of the Board of Directors, General Director on internal control, risk management, internal assessment of capital adequacy and supervision of the Supervisory Board of Vietnam Asia Commercial Joint Stock Bank on internal audit.

9. “Law on Credit Institutions 2024” means the Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and legal documents amending and supplementing this Law.

10. “Law” means all Laws, Ordinances, Decrees, Regulations, Circulars, Decisions and other legal documents issued by Vietnamese State agencies from time to time related to banking activities.

11. “VAB’s Charter” means the Charter approved by the General Meeting of Shareholders at the Annual General Meeting of Shareholders and documents amending, supplementing and replacing this Charter (if any).

Article 3. Interpretation of abbreviations

1. CIs: Credit institution;
2. SBV: State Bank of Vietnam;
3. GMS: General Meeting of Shareholders;
4. SB: Supervisory Board;
5. BOD: Board of Directors;
6. EB: Executive Board;
7. GD: General Director;

8. IA: Internal Auditor.

In this Charter, any reference to any regulation or legal document shall include any amendments or replacements.

Words and concepts that have not been explained or defined in this Charter shall be construed in accordance with other relevant provisions of law, VAB's Charter and other relevant regulations of the Bank.

Article 4. Principles of organization and operation of the Supervisory Board

1. The Supervisory Board shall organize and operate according to the principles of: Independence, objectivity, honesty, transparency and compliance with the provisions of law, VAB's Charter, Resolutions of the General Meeting of Shareholders and regulations of VAB.

2. Complying with the order, procedures and deadlines for handling work in accordance with the regulations, programs and work plans of the Supervisory Board, while ensuring clarity, transparency, timeliness and efficiency.

3. Ensuring coordination of work, information exchange in handling work and in all activities according to the prescribed functions, tasks and powers.

CHAPTER II SPECIFIC REGULATIONS

Section 1

ORGANIZATIONAL STRUCTURE OF THE SUPERVISORY BOARD

Article 5. Quorum of the Supervisory Board

1. The Supervisory Board of VAB has at least 05 (five) Members.

2. The nomination and candidacy of Members of the Supervisory Board are regulated by law and VAB's Charter. VAB must notify the State Bank of Vietnam of the list of nominees of the Members of the Supervisory Board within 10 (ten) days from the date of election.

3. If the number of candidates for the Supervisory Board through nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the prescribed mechanism, in the Charter, Internal Governance Regulations and other relevant internal regulations of VAB.

4. The Supervisory Board has an Internal Audit Department and other supporting departments to perform its duties. The organizational structure, functions, tasks and powers of the Internal Audit Department and other supporting departments are regulated by this Charter, VAB Internal Audit Regulations and other documents issued by the Supervisory Board.

Article 6. Term of the Supervisory Board, Members of the Supervisory Board

1. The term of the Supervisory Board shall not exceed 05 (five) years. The term of the Supervisory Board Member shall follow the term of the Supervisory Board. A Supervisory Board Member may be elected or reappointed for an unlimited number of terms. The term of the additional or replaced Supervisory Board Member shall be the remaining term of the

Supervisory Board. The Supervisory Board of the term that has just ended shall continue to operate until the Supervisory Board of the new term takes over the work.

2. The personnel elected to hold the position of Head of the Supervisory Board and the members of the Supervisory Board shall be responsible for receiving the handover and undertaking the work of the elected position. The personnel who are dismissed or removed shall be responsible for handing over the work to the newly elected personnel; at the same time, they shall be responsible for their decisions during their term of office.

Article 7. Ineligible cases to hold positions and to hold concurrent positions

1. Ineligible subjects to hold positions according to the provisions of the Law on Credit Institutions and VAB's Charter shall not be members of the Supervisory Board.

2. The Head of the Supervisory Board and the members of the Supervisory Board must comply with the provisions on ineligible cases to hold positions together as prescribed in the Law on Credit Institutions and VAB's Charter.

Article 8. Standards and conditions for being a member of the Supervisory Board

Standards and conditions for being a member of the Supervisory Board shall comply with the provisions of the Law on Credit Institutions, other legal provisions, the Charter and other relevant internal regulations of VAB.

Article 9. Professional ethics

Members of the Supervisory Board must comply with the professional ethics standards of the Supervisory Board. The professional ethics standards of the Supervisory Board must include at least the following rules:

1. Integrity: performing assigned work frankly and honestly.
2. Objectivity: performing assigned work objectively; evaluating fairly without seeking personal benefit or the benefit of others.
3. Confidentiality: complying with information confidentiality regulations as prescribed by law and internal regulations of VAB.
4. Responsibility: performing assigned work to ensure progress and quality.
5. Prudence: perform assigned tasks with caution based on the assessment of the following factors:

- a. The complexity and importance of the content of the internal audit;
- b. The possibility of serious errors occurring during the internal audit process.

1. At the same time, members of the Supervisory Board must ensure that they meet the professional ethics standards of the banking industry as prescribed by the State Bank of Vietnam from time to time.

Article 10. Automatic loss of qualifications, dismissal, and removal of Members of the Supervisory Board

1. A Supervisory Board member automatically loses his/her qualifications as a

Supervisory Board member when he/she falls into one of the cases specified in the Law on Credit Institutions and VAB's Charter. VAB's Board of Directors must submit a written report with supporting documents proving the employee's automatic loss of qualifications according to regulations to the State Bank of Vietnam within 05 (five) working days from the date the employee automatically loses his/her qualifications and is responsible for the accuracy and honesty of this report; Carry out the procedures for electing and appointing vacant positions according to the provisions of law.

2. A member of the Supervisory Board shall be dismissed or removed by decision of the General Meeting of Shareholders when falling into one of the cases specified in the Law on Credit Institutions and VAB's Charter. Within 10 (ten) days from the date of passing of the decision to dismiss or remove individuals as prescribed, VAB's Board of Directors must submit a written report with relevant documents to the State Bank of Vietnam.

3. After automatically losing their qualifications, being dismissed or removed according to Clause 1 and Clause 2 of this Article, the Head of the Supervisory Board and members of the Supervisory Board shall still be responsible for their decisions during their term of office.

Article 11. Supplementing and replacing members of the Supervisory Board

1. Within a maximum of 15 working days from the date the Head of the Supervisory Board is automatically disqualified, the members of the Supervisory Board shall be responsible for organizing a meeting of the Supervisory Board to elect a member as Head of the Supervisory Board.

2. The Head of the Supervisory Board who wishes to resign as Head of the Board must submit a request to the Board of Directors and the Supervisory Board. Within a maximum of 60 days from the date of receipt of the resignation letter of the Head of the Supervisory Board, the Supervisory Board must convene a meeting to consider, decide and carry out the procedures for dismissal and election of a replacement Head of the Supervisory Board.

3. The Head of the Supervisory Board or a member of the Supervisory Board who wishes to resign must submit an application or document to the Board of Directors and the Supervisory Board for submission to the nearest General Meeting of Shareholders for decision.

4. In case the Supervisory Board has fewer members than the minimum number of members specified in Clause 1, Article 5, within 90 days from the date of insufficient number of members, VAB must elect additional members to ensure the minimum number of members, except for the case specified in Clause 5, Article 166 of the Law on Credit Institutions 2024.

5. In other cases, the nearest Annual General Meeting of Shareholders will elect new Members of the Supervisory Board to replace the dismissed or removed Members of the Supervisory Board or supplement the missing members.

Article 12. Provision and public disclosure of information

1. Members of the Supervisory Board must provide VAB with the following information:

a. Name, Enterprise Registration Certificate Number, address of the Head Office of the enterprise or other economic organization in which they or they and related persons own capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals;

b. Name, Enterprise Registration Certificate Number, address of the Head Office of the enterprise or other economic organization in which they or related persons are members of the Board of Directors, members of the Board of Members, Supervisors, members of the Supervisory Board, and General Director (Directors).

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

d. Information on the related person is an organization, including: name, Enterprise Registration Certificate Number, address of the enterprise's Headquarters, number of the Certificate of Business Registration or equivalent legal documents; legal representative, relationship with the information provider.

2. Members of the Supervisory Board must send VAB in writing to provide information for the first time and when there is a change in this information within 07 (seven) working days from the date of occurrence or change of information.

3. VAB must post and keep the information specified in Clause 1 of this Article at VAB's head office and send a written report to the State Bank of Vietnam within 07 (seven) working days from the date VAB receives the information provided. Annually, VAB shall disclose the information at Points a, b, d, Clause 1 of this Article to the General Meeting of Shareholders.

4. Members of the Supervisory Board providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and timely, and must be responsible for providing and publicly disclosing such information

Article 13. Remuneration and other benefits of Members of the Supervisory Board

1. Members of the Supervisory Board shall be paid remuneration and enjoy other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be paid for meals, accommodation, travel, and the use of independent consulting services at a reasonable level. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The remuneration and operating expenses of the Supervisory Board are included in VAB's business expenses in accordance with the provisions of the law on corporate income tax and relevant laws and must be recorded as a separate item in VAB's annual financial statements.

Section 2

OPERATION OF THE SUPERVISORY BOARD

Article 14. Duties and powers of the Supervisory Board

1. Supervise the management and operation of VAB in compliance with the law, internal regulations, the Charter and Resolutions, Decisions of the General Meeting of Shareholders, owners, and Board of Directors; be responsible to the General Meeting of Shareholders, owners, and capital contributors in performing assigned duties and powers in accordance with the provisions of the Law on Credit Institutions and VAB's Charter.

2. Issue internal regulations of the Supervisory Board and Internal Audit; periodically review the internal regulations of the Supervisory Board and Internal Audit, important policies on accounting and reporting to amend and supplement accordingly.

3. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the Internal Audit Department.

4. Supervise and evaluate the implementation of professional ethics standards of members of the Supervisory Board and Internal Auditors.

5. Supervise senior management over Internal Audit, including:

a. Directly directing and operating the activities of Internal Audit.

b. Supervise Internal Audit in:

- Perform Internal Audit;

- Review and evaluate the effectiveness of Internal Audit and the performance of the tasks of the Head of Internal Audit/Leader in charge of Internal Audit Department.

- Handle and overcome shortcomings and limitations of Internal Audit according to the requirements and recommendations of the State Bank of Vietnam, independent auditing organizations and other competent authorities;

- Other contents as prescribed by the Supervisory Board.

c. Approve and adjust the annual Internal Audit plan according to the proposal of the Head of Internal Audit/Leader in charge of Internal Audit Department after consulting with the Board of Directors and General Director.

d. Decide on the organizational structure, tasks and powers of the Internal Audit Department in accordance with legal regulations.

6. Organize the implementation of Internal Audit; have access to, and be provided with complete, accurate and timely information and documents related to VAB's management and operation activities; have the right to use VAB's resources to perform assigned tasks and powers; hire independent experts, consultants and external organizations to perform tasks but still be responsible for the implementation of the tasks of the Supervisory Board.

7. Monitor the financial situation, appraise VAB's 6-month and annual financial statements, including financial statements audited by an independent auditing organization; report to the General Meeting of Shareholders on the results of the annual financial statement appraisal; assess the reasonableness, legality, honesty and level of prudence in accounting, statistics and financial statement preparation. The Supervisory Board may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.

8. Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of VAB under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors.

9. Supervise the implementation of regulations related to restrictions to ensure safety in VAB's operations in accordance with the Law on Credit Institutions.

10. Supervise senior management on internal audit in accordance with the law.

11. Inspect accounting books, other documents and management and operation of VAB when deemed necessary or in the following cases:

a. According to the Resolution, Decision of the General Meeting of Shareholders;

b. At the request of the State Bank of Vietnam or of major shareholders, groups of major shareholders in accordance with the law. The inspection shall be carried out within 07 (seven) working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual.

12. Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that the Manager or Executive Officer of VAB has committed a violation of the law, VAB's Charter, internal regulations of VAB, Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors; request the violator to immediately stop the violation and have a solution to remedy the consequences (if any).

13. Prepare a list of founding shareholders within 05 years from the date of being a founding shareholder, shareholder owning 01% or more of the charter capital, capital contributing members and related persons of the Board of Directors members, Members of the Supervisory Board, General Director of VAB, shareholders owning 01% or more of the charter capital; keep and update changes to this list.

14. Propose the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary Annual General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions and VAB's Charter.

15. Convene an extraordinary Annual General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds the assigned authority or in other cases as prescribed in VAB's Charter.

16. Propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations approved to audit VAB's Financial Statements; the approved auditing organization shall inspect VAB's activities when deemed necessary.

17. Control VAB's activities through reports of the Board of Directors to assess and warn of risks during operations.

18. Monitor VAB's financial situation through reports of the Board of Directors to assess and warn of risks in financial activities; supervise the legality of the activities of member of the Board of Directors, General Director, other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, General Director, and shareholders.

19. Promptly report to the State Bank of Vietnam on violations of the provisions in Clauses 9, 12, and 15 of this Article and violations of the ratio of share ownership, capital contributions, and related persons as prescribed by the Law on Credit Institutions.

20. The Supervisory Board has the right to request member of the Board of Directors and General Director to attend and answer issues of concern to the Members of the Supervisory Board. Has the right, through the Head of the Supervisory Board, to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of VAB.

21. Report on the activities of the Supervisory Board and other contents at the General Meeting of Shareholders as prescribed by law, the Charter, and other regulations of VAB.

22. Approve the annual internal audit plan upon the proposal of the Head of Internal Audit/Leader in charge of the Internal Audit Department.

23. Other duties and powers as prescribed by law and VAB's Charter.

Article 15. Powers and obligations of the Head of the Supervisory Board and Members of the Supervisory Board

The Head of the Supervisory Board and Members of the Supervisory Board have the powers and obligations as prescribed in the Law on Credit Institutions, the Charter and Internal Governance Regulations of VAB.

Article 16. Meetings of the Supervisory Board

1. The first Supervisory Board meeting of the Supervisory Board term to elect the Head of the Supervisory Board and make other decisions within its authority must be held within 07 (seven) working days from the date of completion of the Supervisory Board election for that term. This meeting is convened by the Supervisory Board Member with the highest number of votes or the highest percentage of votes. In case there is more than one Member with the highest number of votes or the highest percentage of votes and equal, the Members elected by majority of 01 (one) of them shall convene the Supervisory Board meeting.

2. The Supervisory Board must meet at least once a quarter in a year and may convene extraordinary meetings to promptly resolve urgent matters.

3. Extraordinary meetings: Extraordinary meetings of the Supervisory Board are held upon request of:

a. Chairman of the Board of Directors;

b. Head of the Supervisory Board;

c. General Director;

d. Director of the State Bank of Vietnam - Regional Branch where VAB has its Head Office;

e. Other cases as prescribed by law.

4. Within 15 (fifteen) days from the date of receipt of a written request from one of the above subjects, the Head of the Supervisory Board must convene and conduct an extraordinary meeting of the Supervisory Board. In case the Head of the Supervisory Board fails to convene a meeting after two consecutive requests, the Board of Directors and the members of the Supervisory Board must immediately report in writing to the State Bank of Vietnam - the Regional Branch where VAB has its Head Office and hold a Supervisory Board

meeting to handle the work, and at the same time decide on the dismissal or removal of the Head of the Supervisory Board, elect a Supervisory Board member who meets the conditions for holding the Head of the Supervisory Board position and send a notice to the State Bank of Vietnam in accordance with current regulations, or decide to organize an extraordinary General Meeting of Shareholders to handle unresolved problems and difficulties (if any).

5. Meeting location: Supervisory Board meetings are held at VAB's registered address.

6. Meeting notice and agenda: Supervisory Board meetings are held after 05 (five) days from the date of sending the notice to the members of the Supervisory Board. In case of an extraordinary meeting, the notice period may be shorter according to the decision of the Head of the Supervisory Board. Notice of the Supervisory Board meeting must be made in Vietnamese, clearly stating the contents of the meeting agenda, time and place of the meeting and must be accompanied by necessary documents on the issues to be discussed and voted on at the Supervisory Board meeting. Members of the Supervisory Board who cannot attend the meeting in person may send their voting opinions in writing, enclosed in a sealed envelope and must be delivered to the Chairman at least 01 (one) hour before the opening time. This written voting ballot shall only be opened in the presence of all members directly attending the meeting.

7. Number of required members attending: the Supervisory Board meeting shall be held when 2/3 (two-thirds) or more of the Members of the Supervisory Board attend in person or through a substitute who is one of the authorized Members of the Supervisory Board. In case the first regular meeting of the Supervisory Board is convened but the number of members attending is not sufficient as prescribed, the Head of the Supervisory Board must convene a second meeting of the Supervisory Board within no more than 15 days from the date of the first meeting that cannot be held due to insufficient number of members attending. After 02 (two) times of convening the Supervisory Board meeting without the number of members attending, the Head of the Supervisory Board must notify the Board of Directors and request the Board of Directors to convene an extraordinary General Meeting of Shareholders within no more than 30 (thirty) days from the date of the second meeting for Shareholders to consider the qualifications of the Members of the Supervisory Board.

8. Voting:

a. Each member attending the Supervisory Board meeting will have one vote at the Supervisory Board meeting. If a Supervisory Board member cannot attend the meeting, he/she may authorize his/her voting power in writing to another Supervisory Board member (who is allowed to participate in voting) to vote on his/her behalf.

b. A member of the Supervisory Board who has an interest related to the issue being decided by the Supervisory Board shall not be allowed to participate in voting on that issue and shall not be counted in the number of delegates required to be present at the meeting, and shall not be authorized by another member of the Supervisory Board to participate in voting on that issue.

c. If any doubt arises at a meeting related to the interests of a member of the Supervisory Board or to the voting rights of a member of the Supervisory Board and such doubt is not voluntarily resolved by that member of the Supervisory Board agreeing to waive his/her voting rights, such doubt shall be referred to the AGM Chairman. The Chairman's decision shall be final and conclusive, except in cases where the nature or extent of the interest of that member of the Supervisory Board concerned is not clearly known yet.



d. Any member of the Supervisory Board who is involved in a contract specified in Clause 1, Article 167 of the Law on Enterprises 2020 shall be deemed to have a material interest in that contract.

9. Declaration of interests: If a member of the Supervisory Board, to the best of his/her knowledge, is directly or indirectly involved in a contract, an agreement or a proposed contract, an agreement expected to be entered into with VAB, he/she must declare the nature of the related interests to the Board of Directors and the Supervisory Board, where the Board of Directors and the Supervisory Board will consider whether to enter into such contracts or agreements. If he/she later learns about the existence of such interests or in any other case, that member must immediately notify the nearest meeting of the Board of Directors and the nearest meeting of the Supervisory Board after he/she learns about the related interests.

10. Majority vote: The decision of the Supervisory Board must be approved by at least 1/2 (one-half) of the members of the Supervisory Board who are entitled to vote at the meeting. In case of equal votes, the final decision belongs to the side with the opinion of the Head of the Supervisory Board or the member of the Supervisory Board authorized by the Head of the Supervisory Board to chair the meeting (if the Head of the Supervisory Board is absent or the Head of the Supervisory Board does not convene the meeting as requested).

11. If the Supervisory Board takes written opinions to pass a decision on an issue, the decision is considered to have the same value as a decision passed by the members of the Supervisory Board at a meeting convened and organized normally, if:


a. There is a written consensus of at least 1/2 (one-half) of the members of the Supervisory Board who have the right to vote on the issue being asked for opinions;

b. The number of members of the Supervisory Board who have the right to vote in writing must meet the condition on the number of members required to hold a Supervisory Board meeting.

The taking of written opinions is as valid as holding a Supervisory Board meeting. Any matter decided by the Supervisory Board meeting may be decided by obtaining written opinions.

Article 17. Minutes of the Supervisory Board meeting

The Supervisory Board meetings must be fully recorded in the minutes. The minutes of the Supervisory Board meeting must be prepared in Vietnamese (*according to the Form No. BM01/QC-BKS*) and must be signed by all Members of the Supervisory Board attending the meeting and must be jointly responsible for the accuracy and truthfulness of the Minutes of the Supervisory Board meeting. The meeting chair is responsible for arranging to prepare and send the Minutes of the Supervisory Board meeting to the Members of the Supervisory Board and the minutes will be considered conclusive evidence of the work conducted at the meeting, except in cases where there are complaints related to the content of the Minutes of the Supervisory Board meeting within 10 days from the date of sending the minutes. In case a member directly attending the meeting does not sign the minutes, the reason must be clearly stated; if the reason is not clearly stated, the vote of that member on the contents of the meeting shall be considered invalid.



Section 3

RIGHTS TO ACCESS, PROVIDE INFORMATION AND CONFIDENTIALITY

Article 18. Rights to access, provide information

1. Members of the Supervisory Board have the right to access all information and documents related to the operation of VAB.

2. The Board of Directors, the Board of Directors Members, General Director and other executives must provide complete, accurate and timely information and documents on the management, operation and business performance of VAB at the request of the Supervisory Board and must ensure that all copies of information, documents and other information provided to the Board of Directors must be provided to the Members of the Supervisory Board at the same time and in the same manner as to the Board of Directors Members.

Article 19. Confidentiality

1. Members of the Supervisory Board shall not disclose, publish or otherwise provide to third parties confidential information, documents of VAB and other information related to VAB's operations, or information that VAB has not yet published to the outside.

2. Confidentiality shall continue to be implemented after the term of office of a Supervisory Board Member has expired.

3. Members of the Supervisory Board shall be responsible for complying with confidentiality in accordance with VAB's Charter, this Regulation and relevant legal provisions.

Section 4

COORDINATION MECHANISM AND WORKING RELATIONSHIP AMONG THE SUPERVISORY BOARD, THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, SHAREHOLDERS AND PROTECTION LINES IN THE BANK'S INTERNAL CONTROL SYSTEM

Article 20. Relations with the Bank's shareholders

1. The Supervisory Board shall report to shareholders the results of monitoring VAB's operations at the Annual General Meeting of Shareholders in accordance with the provisions of VAB's Charter.

2. The Supervisory Board shall conduct inspections upon receiving requests from major shareholders or groups of major shareholders in accordance with the provisions of law when deemed necessary. The inspection shall be carried out within 07 (seven) working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the requesting organization or individual and submit the report in accordance with the provisions of this Regulation and VAB's Charter.



Article 21. Coordination mechanism

1. Coordination of activities between the Supervisory Board and the Board of Directors:

a. The Supervisory Board, as a part of the management structure of VAB, works with the Board of Directors on the principle of equality and independence in the performance of its duties, and at the same time closely coordinates and supports each other in the performance of its duties.

b. The Supervisory Board is responsible for informing the Board of Directors of the annual and quarterly work plans of the Supervisory Board so that the Board of Directors knows and coordinates its activities.

c. The Head of the Supervisory Board must convene a meeting of the Supervisory Board, without delay without a valid reason, when there is a written request stating the purpose of the meeting and issues requiring the opinion of the Chairman or at least 02 (two) members of the Board of Directors.

d. The Supervisory Board is responsible for promptly notifying the Board of Directors when discovers that an Executive has committed a violation detected by the Supervisory Board and has necessary recommendations.

e. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without a valid reason, when there is a written request stating the purpose of the meeting and the issues requiring the opinions of the majority of the Supervisory Board.

f. The agenda, content and expected issues to be resolved at the BOD meeting must be sent to the Head of the Supervisory Board at the same time as sending them to the Board of Directors Members.

g. The Head of the Supervisory Board is responsible for attending meetings of the Board of Directors, discussing and contributing opinions on the issues raised and approved at the meeting but not participating in voting on the Board of Directors' Resolutions.

h. The Board of Directors' Resolutions are sent to the Supervisory Board at the same time as sending them to the Board of Directors' Members.

i. The Board of Directors is responsible for providing all information and documents related to VAB's operations to the Supervisory Board upon request of the Supervisory Board.

j. The Board of Directors coordinates with the Internal Audit Department under the Supervisory Board when conducting internal audits on senior management's supervision of the Board of Directors.

k. Upon receiving the inspection reports or summary reports of the Supervisory Board, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrective actions.

l. The Board of Directors shall implement the Supervisory Board's recommendations to the Board of Directors in the internal audit results report (if any) and notify the Supervisory Board of the results of the implementation of the recommendations.

2. Coordination of activities between the Supervisory Board and the General Director:

a. The Supervisory Board and the Members of the Supervisory Board must maintain independence and objectivity while working with the General Director and the executive system, and must cooperate closely and not obstruct each other while performing their duties and powers. The General Director and the executive system must facilitate and closely coordinate with the Supervisory Board and Internal Audit in the performance of their duties.

b. The General Director reports to the Supervisory Board on the implementation of the Resolutions of the General Meeting of Shareholders, the Board of Directors, reports on the implementation of VAB's business and operational tasks and other reports as specifically requested by the Supervisory Board.

c. The General Director receives internal reports on internal audit, organizes the implementation of the Supervisory Board's recommendations to the General Director in the internal audit results report (if any) and reports to the Supervisory Board on the implementation of the recommendations.

d. Based on the regular performance reports and reliable information of the Supervisory Board, the Supervisory Board has the right to request the Board of Directors to review the decisions of the General Director.

e. The Supervisory Board recommends and/or evaluates the performance of the General Director every 6 (six) months to the Board of Directors.

f. In case there are signs of violations of the law, VAB's Charter and may cause great material damage and damage to VAB's reputation, the Supervisory Board has the right to request the General Director to immediately stop implementing such decisions and find solutions to remedy the consequences. Within 48 (forty-eight) hours of the request, the Supervisory Board shall notify the Supervisory Board's opinion to the Board of Directors Members. The Board of Directors shall issue a notice on the implementation of the General Director's decision.

g. The General Director ensures the provision of information to the Supervisory Board in accordance with this Regulation, VAB's Charter and relevant regulations. The General Director promptly and fully provides the Supervisory Board with documents on policies, regulations, rules, etc. of VAB, directives of the State Bank of Vietnam and relevant legal documents.

3. Coordination mechanism between the Supervisory Board and the protection lines in the internal control system:

a. The protection lines in VAB system implement the coordination mechanism with the Supervisory Board in accordance with the provisions of this Regulation and the regulations on internal audit of the Bank, ensuring the provision of full information and documents for inspection, supervision and internal audit as required by the Supervisory Board.

b. The leaders of the inspected and audited units are responsible for the completeness, honesty and legality of the information and documents provided to the Supervisory Board and the Inspection and Audit Teams of the Supervisory Board; Implement the recommendations

of the Supervisory Board on the issues stated in the Supervisory Board's report under the direction of the Board of Directors and the Executive Board; provide feedback to the Supervisory Board on the implementation of the Supervisory Board's recommendations according to regulations.

4. Working relationship between the Supervisory Board and the Internal Audit Department:

a. The Internal Audit Department is a unit under the Supervisory Board and is under the direct direction of the Supervisory Board. The Supervisory Board supervises the activities of internal audit.

b. The Internal Audit Department conducts internal audit activities throughout VAB system and is subject to the supervision of senior management according to the provisions of this Regulation and the internal regulations of the Supervisory Board and the internal regulations of the Internal Audit Department.

Section 5

ASSESSMENT AND COMMENDATION OF MEMBERS OF THE SUPERVISORY BOARD, OTHER OBLIGATIONS AND RESPONSIBILITIES OF MEMBERS OF THE SUPERVISORY BOARD FOR BANKING ACTIVITIES

Article 22. Evaluation of Members of the Supervisory Board' Performance

1. The evaluation of Members of the Supervisory Board' performance can be conducted in one or several of the following ways:

1. Self-assessment.
2. Periodic evaluation every 06 (six) months/01 (one) time.
3. Evaluation of activities.
4. Annual evaluation of activities and conducted at the end of the year.
5. Organizing polls and confidence votes.

Article 23. Criteria for evaluating the performance of Members of the Supervisory Board

Criteria for evaluating the performance of Members of the Supervisory Board include:

1. Results of assigned work performance: including the level of completion, volume, quality, and efficiency of assigned work.
2. For leaders, evaluate management capacity, management attitude, and level of trust of employees.
3. Ethical qualities, compliance with and enforcement of the Charter, policies, and regulations of VAB and legal regulations.
4. Spirit of learning to improve qualifications, honesty, openness to learning in work, sense of organization and discipline, sense of responsibility in assigned work and position.
5. Solidarity and coordination between Members of the Supervisory Board, Inspection and

supervision teams with other units in VAB system.

Article 24. Evaluation classification

Based on the evaluation results, the classification of the Members of the Supervisory Board is divided into the following levels:

1. Excellently complete the assigned tasks.
2. Well complete the assigned tasks.
3. Completing the assigned tasks.
4. Fully uncomplete the tasks and more efforts are made.
5. Uncomplete the assigned tasks.

Article 25. Rewards for the Supervisory Board

1. The Supervisory Board, within the scope of its duties and powers, performs the task of controlling the Bank, ensuring the Bank's stable development and effective business operations, which is the basis for consideration and rewards for the collective or Members of the Supervisory Board.

2. The form and level of rewards for the collective or Members of the Supervisory Board are determined based on the total annual remuneration, bonuses and other related benefits of the Supervisory Board approved by the General Meeting of Shareholders in accordance with the provisions of relevant laws and VAB's Charter. In case the reward level exceeds the total remuneration, bonuses and other related benefits approved by the General Meeting of Shareholders, it will be submitted to the General Meeting of Shareholders for decision.

3. Every year, the Head of the Supervisory Board shall organize an assessment of the performance of the Members of the Supervisory Board and propose a form of reward for the Board of Directors to participate in giving opinions and submit to the General Meeting of Shareholders for consideration and decision.

4. The Head of the Supervisory Board shall evaluate the performance of the staff of the Internal Audit Department according to VAB's regulations and propose a form of reward and discipline for the Emulation and Reward Council and the Labor Disciplinary Council to consider and decide.

Article 26. Responsibility for damages and compensation

1. A member of the Supervisory Board who fails to perform his/her obligations honestly and carefully, or fails to fulfill his/her obligations with diligence and professional competence, shall be responsible for the damages caused by his/her violation of his/her obligations.

2. The Bank shall compensate for the costs incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law for those who have been, are being, or are at risk of becoming a party involved in complaints, lawsuits, and prosecutions (including civil and administrative cases that are not litigations conducted by the Bank) if such person performs his/her duties as a member of the Supervisory Board in which these persons must participate or represent as authorized by the Bank, provided that these persons have complied with the provisions of the law, the Bank's Charter, and the Bank's Regulations honestly, carefully,

diligently, and with professional capacity for the benefit or not against the Bank's interests. The Bank may purchase and maintain insurance for these persons to avoid the above compensation responsibilities.

CHAPTER III IMPLEMENTATION PROVISIONS

Article 27. Implementation provisions

1. This Regulation has been approved by the 2025 Annual General Meeting of Shareholders on April.....2025, effective from the date of signing and replacing the Regulation on the organizational structure and operation of VAB Supervisory Board issued together with the Decision No. 20/2023/QĐ-BKS dated May 15, 2023.

2. In case the provisions of VAB's Charter and relevant laws have not been mentioned in this Regulation or in case there are new provisions of the Bank's Charter and relevant legal documents with different contents from this Regulation, the provisions of the Charter and provisions of such laws shall of course be applied, regulating the organization and operation of the Supervisory Board.

3. The General Meeting of Shareholders assigns the Supervisory Board to amend and supplement this Regulation in accordance with the activities in each period, in accordance with the provisions of law and VAB's Charter; the amendment must be reported by the Supervisory Board at the next Annual General Meeting of Shareholders.

4. Transitional provisions: In case the current term of VAB's Supervisory Board (*elected before July 1, 2024*) has a number of members that do not comply with the provisions in Clause 1, Article 5 of this Regulation, Clause 2, Article 51 of the Law on Credit Institutions 2024, the number of Members of the Supervisory Board shall continue to be maintained until the end of the term of the Supervisory Board and Members of the Supervisory Board, except in cases where VAB elects, appoints additional members or replaces Members of the Supervisory Board.

**FOR THE SUPERVISORY BOARD
HEAD OF SUPERVISORY BOARD**

NGUYEN KIM PHUONG

**VIETNAM ASIA
COMMERCIAL JOINT
STOCK BANK**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 111/2025/TTr-HĐQT

Hanoi, April 05th, 2025

PROPOSAL

(Re: Amendment, supplement the Charter of Vietnam Asia Commercial Joint Stock Bank)

To: General Meeting of Shareholders of Vietnam Asia Commercial Joint Stock Bank

- Pursuant to Law on Credit Institutions No.32/2024/QH15 dated 18/01/2024;
- Pursuant to Law on Enterprises 59/2020/QH14 dated 17/6/2020;
- Pursuant to Law on Securities 54/2019/QH14 dated 26/12/2020;
- Pursuant to Decree 155/2020/NĐ-CP dated 31/12/2020 guiding the implementation of the Law on Securities (hereinafter referred to as Decree 155/2020/ND-CP);
- Pursuant to Circular 116/2020/TT-BTC dated 31/12/2020 guiding for implementation of some articles on administration on public companies in the government's decree no.155/2020/ND-CP dated 31/12/2020 elaborating some articles of the Law on Securities (hereinafter referred to as Circular 116/2020/TT-BTC);
- Pursuant to the Charter of Vietnam Asia Commercial Joint Stock Bank ("VAB").

Board of Directors hereby submit the amendment and supplementation of the Charter of VAB to the General Meeting of Shareholders of VAB for approval as follows:

1. Rationale behind the amendment

Based on current laws and practical requirements and to facilitate the organization and operation of the Bank, amending and supplementing the Charter of VAB is necessary based on the following reasons:

- Ensure compliance with the provisions of the Law on Credit Institutions and new guiding documents issued by the State Bank;
- Ensure compliance with legal provisions related to the Law on Enterprises as well as the activities of public companies as prescribed in the Law on Securities and guiding documents.

2. Details of amendment

- Amendments and supplements are detailed in the comparison table hereto appended.

3. Content Board of Directors requests approval

Based on the above contents, the Board of Directors respectfully submits to the General Meeting of Shareholders the following contents:

- a) Approving the contents of amendments and supplements to the Charter;

- b) Approving the assignment of the Board of Directors to perform the following tasks:
- i. Signing and promulgating the Charter according to the contents approved by the 2025 General Meeting of Shareholders at the meeting;
 - ii. Reviewing, adjusting/updating the contents of the Charter to ensure compliance with legal regulations and/or decisions/directions of competent state agencies;
 - iii. Implementing information disclosure, registration, notification to competent state agencies according to legal regulations and notifying VAB's shareholders on the official electronic information page (website) of VAB. Regarding this content, the Board of Directors might be authorized to assign VAB's CEO to perform.
- c) The Board of Directors is responsible for reporting to the 2026 Annual General Meeting of Shareholders on the updated and supplemented contents in the 2025 Charter (in case of any arising issues). *ph*

Regards,

Recipients:

- As above;
- Board of Directors; Board of Controllers;
- Save: Office of Board of Directors

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

Phuong Thanh Long

CONTENT OF THE TENTATIVELY AND SUPPLEMENTED CHARTER

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation
1.	Article 1 Clause 13	13. "Executives of VAB" include the Chief Executive Officer (CEO), Deputy CEO, Chief Accountant, Director of Finance, Branch Director and other equivalent positions as prescribed in the Charter and internal regulations of VAB.	13. "Executives of VAB" include the Chief Executive Officer (CEO), Deputy CEO, Chief Accountant, Director of Finance, Branch Director and other positions equivalent to these positions as prescribed in the Charter and internal regulations of VAB.	Amendment to clarify the definition of executives.
2.	Article 1 Clause 14	14. "Managers of VAB" includes the Chairman, members of the Board of Directors, CEO, Deputy CEO, Chief Accountant and other equivalent positions of VAB.	14. "Manager of VAB" includes Chairman, members of the Board of Directors, General Director, Deputy CEO, Chief Accountant , and other equivalent positions of VAB.	Amend and supplement in accordance with Clause 26, Article 4 of the Law on Credit Institutions 2024
3.	Article 1 Clause 16	Not yet	15. "Insiders of VAB" include the Chairman, members of the Board of Directors, legal representatives, CEO, Deputy CEO, Chief of Finance Department, Chief Accountant and other equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; Head of the Board of Controllers and members of the Board of Controllers; company secretary, person in charge of corporate governance, person authorized to disclose information.	Supplement in accordance with Clause 45, Article 4 of the Law on Securities.
4.	Article 1 Clause 23	23. "Personal legal documents" are one of the following types of documents: Citizen	23. "Personal legal documents" are one of the following types of documents: Citizen	Eliminating identity cards as legal

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation
		Identification card, Identity card, Passport, other legal personal identification documents.	Identification card, Identity card, Passport, other legal personal identification documents.	documents in accordance with the Law on Identification 2023.
5.	Article 1 Clause 25	Not yet	"VSDC" is Vietnam Securities Depository and Clearing Corporation	Supplementing the abbreviation definition of Vietnam Securities Depository and Clearing Corporation
6.	Article 3 Clause 2	Address: 4th and 5th floors, Samsora Premier building, 105 Chu Van An street, Yet Kieu ward, Ha Dong district, Hanoi city.	Address: 4th and 5th floors, Samsora Premier building, 105 Chu Van An street, Quang Trung ward, Ha Dong district, Hanoi city.	Adjusted according to Decision 38/QĐ-TTGSNH2 dated February 13, 2025 of the State Bank
7.	Article 5 Clause 1	VAB has 01 (one) legal representative who is the Chairman of the Board of Directors.	VAB has a Legal Representative who is the Chairman of the Board of Directors or CEO, decided by the Board of Directors and notified to the State Bank within 10 days from the date of election and appointment of the position of legal representative as prescribed in the Charter.	To be flexible in case of need to adjust the legal representative, it is recommended to adjust to: " The legal representative of VAB is the Chairman of the Board of Directors or CEO ". The legal representative for each period will be determined based on the

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation	
				VAB report, which must be submitted to the State Bank within 10 days of the legal representative's appointment, as specified in Article 11 of the Law on Credit Institutions 2024.	
8.	Article 7	Clause 2	Article 7. Operational objectives VAB's business areas are financial, banking and other business activities in accordance with the provisions of the Law on Credit Institutions and relevant current legal regulations.	Supplementing the operating principles under VAB's license as prescribed by the Law on Credit Institutions	
9.	Article 8		Article 8. Content and scope of activities 1. Receive demand deposits, term deposits, savings deposits and other types of deposits. 2. Extending credit in the following forms: a) Lending; b) Discounting or re-discounting negotiable instruments and other valuable papers; c) Providing bank guarantee; d) Issuing of credit cards; e) Providing domestic factoring services;	Article 8. Content and scope of activities 1. Receive demand deposits, term deposits, savings deposits and other types of deposits. 2. Issuing deposits certificates. 3. Extending credit in the following forms: a) Lending; b) Discounting or re-discounting; c) Providing bank guarantee; d) Issuing of credit cards;	Adjust according to the provisions of the Law on Credit Institutions 2024 and supplement the contingency plan in case VAB is issued a new/supplemented operating license in 2025.

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation
		<p>f) Issuing letter of credit.</p> <p>3. Opening payment accounts for clients.</p> <p>4. Providing payment instruments.</p> <p>5. Providing the following payment services:</p> <p>a) Domestic payment services, including check, payment order, collection order, money transfer, bank card, and collection and payment services;</p> <p>b) International payment services after obtainment of the SBV's approval and other payment services according to regulations of the Governor of the SBV.</p> <p>6. Opening accounts:</p> <p>a) Open accounts at the SBV;</p> <p>b) Open accounts at other credit institutions or foreign bank branches;</p> <p>c) Open payment accounts abroad in accordance with foreign exchange laws.</p> <p>7. Organize internal payments, participate in the national interbank payment system.</p> <p>8. Cash management services, banking and financial consulting; Asset management and preservation services, cabinet and safe box rental; treasury services for credit institutions and foreign bank branches according to the guidance of the SBV.</p>	<p>c) Providing domestic factoring services;</p> <p>f) Issuing letter of credit;</p> <p>g) Other forms of credit extension according to regulations of the Governor of SBV.</p> <p>4. Opening payment accounts for clients.</p> <p>5. Providing payment instruments.</p> <p>6. Providing the following payment services through accounts:</p> <p>a) Domestic payment services, including check, payment order, collection order, money transfer, bank card, and collection and payment services;</p> <p>b) International payment services after obtainment of SBV's approval and other payment services according to regulations of the Governor of SBV.</p> <p>7. Opening VAB's accounts:</p> <p>a) Open a payment account at SBV and maintain a compulsory reserve amount on this account;</p> <p>b) Open a payment account at credit institution that may provide via-account payment services;</p> <p>c) Open payment accounts abroad in accordance with foreign exchange laws.</p> <p>8. Borrowing, depositing money, purchasing and selling valuable papers by VAB</p>	

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation
		<p>9. Corporate financial consulting, consulting on buying, selling, consolidating, merging businesses and investment.</p> <p>10. Participate in bidding, buying and selling treasury bills, negotiable instruments, Government bonds, SBV bills and other valuable papers on the currency market.</p> <p>11. Buy and sell Government bonds, Government guaranteed bonds, local government bonds, corporate bonds.</p> <p>12. Currency brokerage service.</p> <p>13. Issuing certificates of deposit, promissory notes, bills, bonds to mobilize capital in accordance with the provisions of the Law on Credit Institutions, the Law on Securities, the Government's regulations and the guidance of the SBV.</p> <p>14. Borrow capital from the SBV in the form of refinancing according to the provisions of the Law on the State Bank of Vietnam and the guidance of the SBV.</p> <p>15. Borrow, lend, deposit, receive capital deposits from credit institutions, foreign bank branches, domestic and foreign financial institutions according to the provisions of the law and instructions of the SBV.</p>	<p>a) VAB may borrow loans from SBV in the form of re-financing under the Law on State Bank of Vietnam;</p> <p>b) VAB may purchase of sell valuable papers from/to SBV under the Law of State Bank of Vietnam;</p> <p>c) VAB may grant and borrow loans, make and receive deposits, purchase and sell valuable papers on a definite term from/to credit institutions and foreign bank branches in accordance with regulations of the Governor of SBV;</p> <p>d) VAB may borrow loans from foreign countries in accordance with regulations of law.</p> <p>9. Organization of and participation in payment systems:</p> <p>a) VAB may organize their internal payment systems and participate in the national inter-bank payment system;</p> <p>b) VAB may participate in international payment systems if it meets conditions under regulations of the Government and obtain the written approval from SBV.</p> <p>10. VAB may trade and provide domestic and foreign clients with the following products and services:</p> <p>a) Foreign exchange;</p>	

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation
		<p>16. Contribute capital and buy shares according to the provisions of the law and instructions of the SBV.</p> <p>17. Entrust, accept entrustment, agent in fields related to banking activities, payment agency, insurance business, asset management according to the provisions of the law and instructions of the SBV.</p> <p>18. Trading and providing foreign exchange services and derivative products within the scope prescribed by the SBV.</p> <p>19. Providing money transfer, collection, payment and other non-account payment services.</p> <p>20. Other services related to factoring and letters of credit.</p> <p>21. Buying and selling gold bars.</p> <p>22. Buy debt.</p> <p>23. Invest in Government bond futures contracts.</p> <p>24. E - wallet.</p> <p>25. Other activities according to the provisions of the Law on Credit Institutions, regulations of the SBV, and other relevant laws. VAB's operations may be adjusted according to the laws, regulations and instructions of the SBV from time to time.</p>	<p>b) Other activities after obtaining SBV's written approval.</p> <p>11. Entrustment and agents, assignment of agents:</p> <p>a) VAB is entitled to entrust, undertake entrustment or act as agents in banking operations;</p> <p>b) VAB may carry out insurance agency activities in accordance with the law on insurance business within the scope of insurance agency activities as specified by the Governor of SBV.</p> <p>12. VAB may carry out other business activities in accordance with regulations of the Governor of SBV:</p> <p>a) Cash management, treasury services, asset management and preservation and leasing of security cabinets and safes;</p> <p>b) Money transfer, collection, payment and other payment services with accounts;</p> <p>c) Purchase and sale of SBV's bills and corporate bonds; purchase and sale of other valuable papers, except for the valuable papers specified at Point a Article 13;</p> <p>d) Monetary brokerage services;</p> <p>e) Gold trade;</p> <p>f) Consultancy on banking operations and other business activities specified in licenses.</p>	

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation
3.	Article 9	Clause 8	Article 9. Capital contribution, share purchase	Article 9. Capital contribution, share purchase
			<p>13. VAB may carry out other business activities in accordance with regulations of relevant laws;</p> <p>a) Purchasing and selling debt instruments of the Government, government-backed bonds, and local government bonds;</p> <p>b) Issuing bonds;</p> <p>c) Conducting securities depository activities;</p> <p>d) Carrying out supervisory activities;</p> <p>e) Acting as agents that manage collateral of lenders which are international financial institutions, foreign credit institutions, credit institutions, foreign bank branches.</p> <p>14. Contribute capital and buy shares according to the provisions of the law and instructions of SBV.</p> <p>15. Buying debts.</p> <p>16. E-wallets.</p> <p>17. Other activities according to the provisions of the Law on Credit Institutions, regulations of SBV, and other relevant laws.</p> <p>18. VAB's operations may be adjusted according to the operating license, laws, regulations and instructions of SBV from time to time.</p>	Clarification according to the provisions of

No.	Main Modified Terms	Contents of the Charter 2024	Contents of Draft Charter 2025	Interpretation
		8. VAB is not allowed to contribute capital or buy shares of other enterprises or credit institutions that are shareholders of VAB itself.	8. VAB, Subsidiaries of VAB, is not allowed to contribute capital or buy shares of other enterprises or credit institutions as below: a) Other enterprises and credit institutions are shareholders of capital contributors of VAB; b) Other enterprises and credit institutions are affiliated to major shareholders and capital contributors of VAB.	Article 111 of the Law on Credit Institutions
4.	Article 11 Clause 4	Article 11. Charter capital of VAB 4. During its operation, VAB must ensure that the actual charter capital is not lower than the legal capital according to the provisions of law. When there is a change in charter capital, VAB must publicly announce the new charter capital amount.	Article 11. Charter capital of VAB 4. During its operations, VAB must ensure that the actual charter capital value is not lower than the legal capital according to the provision of law. When there is a change in charter capital, VAB must publicly announce the new charter capital amount.	Adjusting the wording according to Article 28 of the Law on Credit Institutions
5.	Article 12 Clause 3, Clause 4	Article 12. Change of Charter Capital 3. After completing the change to charter capital according to the written approval of state management authorities, VAB must submit a written report to the SBV (through the Banking Inspectorate and Supervision Department) on the results of changing the charter capital. 4. VAB's charter capital may be increased from the following sources: a) Additional reserve fund of charter capital;	Article 12. Change of Charter Capital 3. After completing the change to charter capital according to the written approval of state management authorities, VAB must submit a written report to the SBV (through the Banking Inspectorate and Supervision Department) on the results of changing the charter capital. 4. VAB's charter capital may be increased from the following sources: a) Additional reserve fund of charter capital;	Adjustment due to changes in the structure of the State Bank as well as wording corrections according to regulations in Circular 34/2025/TT-NHNN



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		<p>b) Share capital surplus fund; retained profits and other funds as prescribed by law;</p> <p>c) Issuing shares to the public, issuing private shares;</p> <p>d) Convert from convertible bonds to ordinary shares;</p> <p>e) Other sources as prescribed by law.</p>	<p>b) Share capital surplus fund; undistributed accumulated profits and other funds as prescribed by law;</p> <p>c) Issuing shares to the public, issuing private shares;</p> <p>d) Conversion from convertible bonds to ordinary shares;</p> <p>e) Other sources as prescribed by law.</p>	
3.	Article 21	<p>Clause 2</p> <p>Article 21. Transfer of Shares</p> <p>2. The transfer of shares is carried out in writing in the usual way or through transactions on the stock market. In case of transfer by contract, the share transfer documents must be signed by the transferor and transferee or their authorized representatives. In case only a number of shares are transferred in named share certificates, the old share certificates will be canceled and VAB will issue new share certificates to record the transferred shares and the remaining shares. In case of transfer through transactions on the stock market, the procedures and recognition of ownership shall comply with the provisions of securities law.</p>	Abolish	Abolish in accordance with the actual situation VAB has listed shares
4.	Article 21	<p>Clause 5</p> <p>Article 21. Transfer of Shares</p>	Article 21. Transfer of Shares	Adjusted according to the provisions of Article

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		5. In case of transferring shares of a Major Shareholder, the transfer of shares leading to a Major Shareholder becoming a Ordinary Shareholder and vice versa must be approved in writing by the SBV before transferring.	4. Prior written clearance from SBV is required for every share purchase or transfer that results in becoming a major shareholder.	37 of the Law on Credit Institutions
5.	Article 23	<p>Article 23. Repurchase of Shares at the request of Shareholders</p> <p>1. Shareholders who voted against the resolution on reorganization of VAB or modifying the rights and obligations of Shareholders stipulated in this Charter may request VAB to repurchase their shares. The request shall be made in writing and specify the Shareholder's name and address, the number of shares of each kind, the anticipated selling price, and reasons for requesting the repurchase. The request must be addressed to VAB within 10 (ten) days following the General Meeting of Shareholders' resolution on the problems raised in this Article.</p> <p>2. VAB must repurchase shares at the request of Shareholders specified in this Article at the price decided by the Board of Directors within 90 (Ninety) days from the date of receipt of the request. In case a price cannot be agreed upon, the parties may hire a professional valuation organization to</p>	<p>Article 23. Repurchase of Shares at the request of Shareholders</p> <p>1. Shareholders who voted against the resolution on reorganization of VAB or modifying the rights and obligations of Shareholders stipulated in this Charter may request VAB to repurchase their shares.</p> <p>2. VAB repurchase shares from employees in accordance with VAB's regulation on share issuance to employees, repurchase fractional shares in accordance with the plan to issue shares to pay dividends, and the plan to issue shares from equity.</p> <p>3. VAB is only permitted to repurchase shares from shareholders if, after paying the full amount corresponding to the number of shares repurchased, it maintains compliance with banking limits and safety ratios and the actual value of the charter capital does not fall below the legal capital of a joint stock commercial bank.</p> <p>4. Share repurchases by VAB shareholders must be in accordance with the legislation.</p>	Adjust in accordance with the provisions of Circular 34/2024/TT-NHNN

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		<p>evaluate the price. VAB shall introduce at least 3 (Three) professional valuation organizations for Shareholders to make the final decision.</p> <p>3. VAB repurchase shares from employees in accordance with VAB's regulation on share issuance to employees, repurchase fractional shares in accordance with the plan to issue shares to pay dividends, and the plan to issue shares from equity.</p>	<p>The order, methods, and paperwork for requesting the buyback of shares of a joint stock commercial bank must comply with the Governor of SBV's regulations.</p>		
6.	Article 24	Clause 3, 4	<p>Article 24. Share repurchase according to VAB's decision</p> <p>3. VAB may repurchase shares from each Shareholder in proportion to their VAB shares. In this instance, the decision to repurchase VAB shares must be sent by guaranteed method to all Shareholders within 30 (thirty) days of approval. The notification must include VAB's name and headquarters office location, the total number of shares and types of shares to be repurchased, the repurchase price or repurchase pricing principles, payment methods and deadlines, and procedures for Shareholders to offer their shares to VAB.</p> <p>Shareholders who agree to resell their shares shall send a written offer by guaranteed method to VAB's Headquarters Office</p>	<p>Article 24. Share repurchase according to VAB's decision</p> <p>3. VAB is only permitted to repurchase shares from shareholders if, after paying the full amount corresponding to the number of shares repurchased, it maintains compliance with banking limits and safety ratios and the actual value of the charter capital does not fall below the legal capital of a joint stock commercial bank.</p> <p>4. Share repurchases by VAB shareholders must be in accordance with the law. The order, processes, and paperwork for requesting the buyback of shares in a joint stock commercial bank must comply with the Governor of SBV's regulations.</p>	Adjust in accordance with the provisions of Circular 34/2024/TT-NHNN

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		address within 30 (thirty) days of notice. The offer shall include the individual Shareholder's full name, contact address, and personal legal document number; the organization Shareholder's name, enterprise ID or legal document number and contact address; the quantity of owning shares and offered shares; payment methods; and the signature of the Shareholder or the Shareholder's legal representative. VAB will only repurchase shares that are offered within this time limit.		
7.	Article 25 Clause 1	Article 25. Conditions for payment and handling of repurchased shares 1. In addition to the conditions applicable to public companies according to relevant laws, VAB may only make the payment for the shares repurchased in accordance with Articles 23 and 24 of this Charter if VAB still maintains safety ratios in banking operations, and the real value of charter capital does not fall below the legal capital threshold after the repurchased shares are fully paid for.	Article 25. Conditions for payment and handling of repurchased shares 1. In addition to the conditions imposed by relevant laws on public companies, VAB is only entitled to pay for repurchased shares to shareholders under Articles 23 and 24 of this Charter if, after paying for all repurchased shares, it still ensures compliance with the limits and safety ratios in banking operations and the actual value of the charter capital does not fall below the legal capital of a joint stock commercial bank.	Adjust in accordance with the provisions of Circular 34/2024/TT-NHNN
8.	Article 29 Clause 4, Clause 5	Article 29. Registration of Shareholders and establishment of list of Shareholders 4. Establishing the list of Shareholders:	Article 29. Registration of Shareholders and establishment of list of Shareholders 4. Establishing the list of Shareholders:	Adjust the implementation content

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		<p>a) VAB particularly sets the time to establish a list of Shareholders entitled to Shareholder's rights and must guarantee that Shareholders have adequate time to register changes in themselves and the amount of shares they own with VAB before the above-mentioned deadline.</p> <p>5. VAB must promptly update changes in Shareholders in the Shareholder Register at the request of relevant Shareholders.</p>	<p>a) VAB particularly sets the time to establish a list of Shareholders entitled to Shareholder's rights as required by law.</p> <p>5. VAB must support to update changes in Shareholders in the Shareholder Register at the request of relevant Shareholders and as required by law.</p>	<p>to ensure compliance with legal regulations.</p>	
9.	Article 30	Clause 7	<p>Article 30. Rights of Shareholders</p> <p>Based on the number of members of the Board of Directors and the Board of Controllers, Shareholder or group of Shareholders specified in this Clause may nominate one or several people as candidates for the Board of Directors and Board of Controllers, according to the decision of the General Meeting of Shareholders. In case the number of candidates nominated by Shareholders or group of Shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates will be nominated by the Board of Directors and the Board of Controllers and other Shareholders.</p>	<p>Article 30. Rights of Shareholders</p> <p>Based on the number of members of the Board of Directors and the Board of Controllers, the shareholder or group of shareholders specified in this clause has the right to nominate one or more candidates for the Board of Directors and the Board of Controllers as determined by the General Meeting of Shareholders. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates authorized by the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors (for Board of Directors candidates) and the Board of Controllers (for Board of Controllers candidates).</p>	<p>Adjusted to make it more time-efficient in the event that the number of candidates nominated for the Board of Directors and Board of Controllers is insufficient. Shareholders will not lose any corresponding rights because they have had the right to nominate and run for membership on the Board of Directors and Board of Controllers since the inception.</p>

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10.	Article 31 Clause 1	Article 31. Obligations of Common Shareholders Not yet	Article 31. Obligations of Common Shareholders j) Obligated to give information as specified in this Charter and legislative laws from time to time.	Supplementing the obligation to provide shareholder information as prescribed in the Charter and legal regulations from time to time
11.	Article 33 Clause 1	Article 33. Rights and obligations of the General Meeting of Shareholders 1. The General Meeting of Shareholders has the following duties and powers: a) Approve VAB's development orientation as proposed by the Board of Directors ; b) Decision to amend and supplement VAB Charter d) Decide on the number of members of the Board of Directors and the Board of Supervisors for each term; Elect, dismiss, remove, elect additional members, and replace members of the Board of Directors and the Board of Supervisors in accordance with the conditions and standards specified in this Charter, and relevant legal provisions.	Article 33. Rights and obligations of the General Meeting of Shareholders 1. The General Meeting of Shareholders has the following tasks and authorities: a) Approve VAB's development orientation b) Approve amend and supplement of VAB Charter d) Decide the number of members of the Board of Directors and the Board of Controllers for each term; Elect, dismiss, remove, additionally elect and replace members of the Board of Directors and members of the Board of Controllers in accordance with the criteria and requirements stipulated in this Charter, Law on Credit Institutions and relevant legal regulations;.	Amend and supplement words in accordance with the provisions of Article 67 of the Law on Credit Institutions.
12.	Article 36 Clause 2	Article 36. Authority to convene the General Meeting of Shareholders	Article 36. Authority to convene the General Meeting of Shareholders	Amend and supplement in accordance with the provisions of Clause 2,



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		<p>2. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>d) At the request of a Shareholder or group of Shareholders as prescribed in Article 30.2 of this Charter (5%);</p>	<p>2. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>d) At the request of a Shareholder or group of Shareholders owning more than 10% of total ordinary shares.</p>	<p>Article 67 of the Law on Credit Institutions.</p>
13.	Article 36 Clause 6	<p>Article 36. Authority to convene the General Meeting of Shareholders</p> <p>6. The convener must prepare a list of Shareholders with the right to attend the General Meeting of Shareholders; provide information and resolve complaints related to the list of Shareholders; prepare meeting agenda and content; prepare documents; draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Controllers; determine meeting time and location; send meeting invitations to each Shareholder with the right to attend the meeting according to the provisions of this Charter; other work for meetings.</p>	Abolish	<p>The procedure for convening the General Meeting of Shareholders is implemented in accordance with the provisions of law and the provisions of the Charter.</p>
14.	Article 38 Clause 5	<p>Article 38. Agenda and content of the General Meeting of Shareholders</p>	Abolish	<p>Depending on the issue in the meeting agenda,</p>

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		5. The Board of Directors must prepare draft resolutions for each issue on the meeting agenda.		the relevant department/division/sub committee will be responsible for additional issues, thereby abolishing this content.
15.	Article 39	<p>Article 39. Invitation to Shareholders' Meeting</p> <p>1. The convener of the General Meeting of Shareholders must send meeting invitations to all Shareholders with the right to attend the meeting in the list of Shareholders with the right to attend the meeting no later than 21 (Twenty-one) days before the opening date. The meeting invitations shall include the meeting agenda and relevant information about the issues to be discussed and voted on at the meeting, a form for appointing an authorized representative to attend the meeting, a draft resolution for each issue in the meeting agenda, etc.</p> <p>In case the documents are not included, the meeting invitations must clearly state the link to all meeting documents published on VAB's website so that Shareholders may access them, including: meeting agenda and documents used in the meeting; List and</p>	<p>Article 39. Invitation to Shareholders' Meeting</p> <p>1. The person convening the General Meeting of Shareholders must send a notice of meeting to all Shareholders entitled to attend the meeting on the List of Shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date. The notice of meeting of the General Meeting of Shareholders must include the name, head office address, enterprise code; the shareholder's name and contact address; the time and location of the meeting and other requirements for meeting attendees; the meeting agenda and relevant information on issues to be discussed and voted on at the General Meeting; a sample of authorized representatives to attend the meeting; a draft resolution for each issue on the meeting agenda,....</p>	Adjust in accordance with the provisions of Article 143 of the Law on Enterprises 2020



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		<p>detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Controllers; Voting ballots; Draft resolution for each issue in the meeting agenda.</p> <p>2. VAB shall disclose the meeting invitations on VAB's website and the State Securities Commission, the Stock Exchange where VAB's shares are listed or registered for trading, and at the same time, the meeting invitations shall be sent by a guaranteed method to the Shareholders' contact addresses, specifically:</p> <p>a) For Shareholders who have deposited shares, the meeting invitation shall be sent to the depository organization;</p> <p>b) For Shareholders who have not yet deposited their shares, the meeting invitation shall be sent to the Shareholders by hand delivery or by guaranteed post to the Shareholders' registered addressees, or to the address provided by that Shareholder for information sending purpose. In case Shareholders have notified VAB in writing about the fax number or email address, the meeting invitation may be sent to that fax number or email address. In case the Shareholder is working for VAB, the meeting</p>	<p>2. The meeting invitation must be accompanied by the following documents:</p> <p>a) Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;</p> <p>b) Voting ballot.</p> <p>In case the documents are not included, the meeting invitations must clearly state the link to all meeting documents published on VAB's website so that Shareholders may access them, including: meeting agenda and documents used in the meeting; List and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Controllers; Voting ballots; Draft resolution for each issue in the meeting agenda.</p> <p>3. VAB shall publish the notice of invitation to the General Meeting of Shareholders on the VAB website and the State Securities Commission, the Stock Exchange where VAB's shares are listed or registered for trading, and send the notice of invitation to the meeting in a manner that ensures it reaches the shareholders' contact addresses as required by law.</p>	

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		<p>invitation may be contained in a sealed envelope and sent directly to the Shareholder at the workplace.</p> <p>3. The meeting invitation must include the name, headquarters office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration of VAB; name and contact address of Shareholders or Shareholders' authorized representative; meeting time and location and other requirements for meeting participants.</p>		
1.	Article 40 Clause 1	<p>Article 40. Right to attend the General Meeting of Shareholders</p> <p>Not yet</p>	<p>Article 40. Right to attend the General Meeting of Shareholders</p> <p>1. Shareholders may attend the General Meeting of Shareholders in one of the following forms:</p> <p>e) Other procedures in compliance with the legal restrictions issued by VAB that apply to the General Meeting of Shareholders in each term.</p>	<p>Expand the methods in accordance with legal regulations in case of wanting to apply other appropriate meeting methods for each period.</p>
2.	Article 40 Clause 2	<p>2. If shares are transferred during the time frame between the date of completion of the list of Shareholders and the opening date of the General Meeting of Shareholders, the transferee has the right to attend the General Meeting of Shareholders in place of the</p>	<p>2. If shares are transferred during the time frame between the date of completion of the list of Shareholders and the opening date of the General Meeting of Shareholders, the transferee has the right to attend the General Meeting of Shareholders in place of the</p>	<p>Adjust to reality when VAB has listed shares.</p>

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		transferor once V/AB has completed the procedures to confirm the share transfer and record the transferee's name in the Shareholder Register.	transferor once the parties has completed the procedures to confirm the share transfer according to the provisions of law and the provisions of this Charter.	
3.	Article 44 Clause 9	Article 44. Power and method for ratifying resolutions of the General Meeting of Shareholders by collecting written opinions 9. A decision shall be ratified by collecting written opinion if it receive at least [50%] approving votes from voting Shareholders. For issues specified in Article 33.1.b, Article 33.1.i and Article 33.1.q of this Charter, a decision shall be ratified by collecting written opinion if it receive more than 65% (sixty-five percent) approving votes from voting Shareholders. Decisions ratified by collecting written opinion has the same valid as those ratified at the General Meeting of Shareholders.	Article 44. Power and method for ratifying resolutions of the General Meeting of Shareholders by collecting written opinions 9. A decision passed by way of obtaining written opinions of Shareholders must be approved by Shareholders representing more than 50% (fifty percent) of the total number of votes of all Shareholders; except for the case of obtaining opinions on the issues in Article 33.1.b, Article 33.1.i, and Article 33.1.q of this Charter, which must be approved by more than 65% (sixty-five percent) of the total number of votes of all Shareholders and have the same value as a decision passed at the General Meeting of Shareholders.	Adjusted to clarify wording.
4.	Article 48 Clause 3	Article 48. Procedures for electing and appointing members of the Board of Directors, the Board of Controllers, and General Director 3. Based on the list of candidates from Shareholders for these positions, the Board of	Article 48. Procedures for electing and appointing members of the Board of Directors, the Board of Controllers, and CEO 3. Based on the Shareholders' nomination list for these posts, the Board of Directors will	Adjusted to make it more convenient in terms of time in case the number of candidates nominated for the Board of Directors and Board

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		Directors shall review the criteria and requirements, prepare a list of candidates for positions expected to be elected and send it to the SBV. In case Shareholders do not nominate a sufficient number of candidates for members of the Board of Directors (including independent members of the Board of Directors), members of the Board of Directors or candidates no longer meeting the criteria and requirements according to the regulations, the remaining candidates will be nominated by the Board of Directors, Board of Controllers and other Shareholders.	examine the conditions and criteria, produce a list of applicants for the positions to be elected, and transmit it to SBV. If the Shareholders do not nominate enough candidates for members of the Board of Directors (including independent members of the Board of Directors), members of the Board of Controllers, or the candidates do not meet the prescribed conditions and criteria, the remaining candidates shall be nominated by the Board of Directors (for candidates for members of the Board of Directors) and the Board of Controllers for candidates for members of the Board of Controllers).	of Controllers is insufficient. Shareholders will not lose related rights because they have had the right to nominate and run for membership in the Board of Directors and Board of Controllers from the beginning.
5.	Article 51 Clause 1	Article 51. Rights and obligations of the Board of Directors 1. Approve the capital mobilization plan.	Abolish	Amendments and supplements in accordance with the provisions of the Law on Credit Institutions 2024.
6.	Article 51 Clause 5	5. Decide to amend and supplement the content of activities and business lines of VAB according to the provisions of law on the basis of approval of the policies of the General Meeting of Shareholders; Decide on the establishment, change of information, change of business activities of branches,	4. Approving requests for re-issuance of licenses, awarding extra business contents to VAB's licenses, and deciding on the establishment, information, and business contents of branches, representative offices, and public service units throughout the VAB system.	Amended in accordance with Circular 34/2024/TT-NHNN to facilitate the implementation of administrative procedures related to

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		representative offices, and public service units throughout the VAB system. The Board of Directors may assign/ decentralize/ redcentralize powers in accordance with the legal regulations and in accordance with the needs of VAB's business operations.	The Board of Directors may assign/ decentralize/ redcentralize powers in accordance with the legal regulations and in accordance with the needs of VAB's business operations.	changing/supplementing VAB's Operating License (the authority to amend and supplement the contents of the SBY's operations is determined by the credit institution's Board of Directors).
7.	Article 51 Clause 6	6. Elect, dismiss, remove the Chairman of the Board of Directors, Vice Chairman of the Board of Directors; Appoint, dismiss, discipline, suspend and decide on salaries, bonuses and other benefits of the positions of CEO, Deputy CEO and other Executives according to internal regulations of the Board of Directors.	5. Elect, dismiss, remove the Chairman of the Board of Directors, Vice Chairman of the Board of Directors; Appoint, dismiss, discipline, suspend and decide on salaries, bonuses and other benefits of the positions of CEO, Deputy CEO and other Executives under jurisdiction according to internal regulations of the Board of Directors.	Clarifying Words
8.	Article 51 Clause 9	9. Decisions on investment, asset purchase and sale transactions of VAB are as follows: a) Approve decisions to invest, purchase, and sell fixed assets of VAB where the investment level, expected purchase price or original price in case of selling fixed assets is worth 10% or more of VAB's charter capital recorded in the most recent audited financial report, except for investments, purchases and	8. Decisions on investment, asset purchase and sale transactions of VAB are as follows: a) Through decisions on investment, purchase and sale of fixed assets of VAB, the investment level, expected purchase price or original price in case of sale of fixed assets with a value of 10% or more of VAB's charter capital recorded in the most recent audited financial report, except for investment.	Convenient addition during VAB operation